

United States Bankruptcy Court for the District of Delaware						Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): AgFeed USA, LLC				Name of Joint Debtor (Spouse) (Last, First, Middle):																							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): M2 P2, LLC				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																							
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 75-3088748				Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):																							
Street Address of Debtor (No. and Street, City, and State): 510 South 17th Street, Suite 104 Ames, Iowa				Street Address of Joint Debtor (No. and Street, City, and State):																							
ZIP CODE 50010				ZIP CODE																							
County of Residence or of the Principal Place of Business: Story				County of Residence or of the Principal Place of Business:																							
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):																							
ZIP CODE				ZIP CODE																							
Location of Principal Assets of Business Debtor (if different from street address above):																											
ZIP CODE																											
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																							
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding or against debtor is pending		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)																									
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D) Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. a small business debtor as defined in 11 U.S.C. § 1126(b)																							
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.							THIS SPACE IS FOR COURT USE ONLY																				
Estimated Number of Creditors (on a consolidated basis) <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5,001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>Over 100,000</td> </tr> </table>								<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000
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Estimated Assets (on a consolidated basis) <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>							<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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Estimated Liabilities (on a consolidated basis) <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>							<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): AgFeed USA, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attachment 1		Case Number:	Date Filed:
District:		Relationship:	Judge:
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petition that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p style="text-align: center;">Information Regarding the Debtor – Venue (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).</p>			

B1 (Official Form 1 (04/13))

Page 3

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): <u>AgFeed USA, LLC</u>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>X _____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X _____ (No. 4383) Signature of Attorney for Debtor(s)</p> <p>Young Conway Stargatt & Taylor, LLP Robert S. Brady (No. 2847) Rodney Square, 1000 North King Street Wilmington, Delaware 19801 Telephone: (302) 571-6600</p> <p><u>7/15/13</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p>Keith A. Maib Chief Restructuring Officer</p> <p><u>7/15/13</u> Date</p>	

ATTACHMENT 1 TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, each of the related entities listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), will file or have filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities (along with their federal tax identification numbers):

AgFeed USA, LLC (75-3088748)

AgFeed Industries, Inc. (20-2597168)

TS Finishing, LLC (75-3088748)

New York Finishing, LLC (75-3088748)

Pork Technologies, L.C. (42-1462076)

New Colony Farms, LLC (56-2239246)

Heritage Farms, LLC (04-3648141)

Heritage Land, LLC (04-3648129)

Genetics Operating, LLC (84-1451921)

M2P2 Facilities, LLC (75-3088748)

MGM, LLC (75-3088748)

M2P2 General Operations, LLC (75-3088748)

New Colony Land Company, LLC (62-1865834)

M2P2 AF JV, LLC (75-3088748)

Midwest Finishing, LLC (75-3088748)

Genetics Land, LLC (84-1451921)

UNANIMOUS ACTION OF MANAGERS
OF
AGFEED USA, LLC

THE UNDERSIGNED, being all the Managers on the Board of Managers of AgFeed USA, LLC (the “**Company**”), a Delaware limited liability company, acting pursuant to applicable law hereby adopt the following resolutions as of the date set forth below:

WHEREAS, the undersigned have reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company’s products and services, and credit market conditions; and

WHEREAS, the undersigned have received, reviewed, and considered the recommendations of the senior management of the Company and the Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the undersigned, it is desirable and in the best interests of the Company, its creditors, and member, that a voluntary petition (the “**Petition**”) be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware; and it is further

RESOLVED, that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which it deems reasonable, advisable, expedient, convenient, necessary, or proper to obtain such relief; and it is further

RESOLVED, that Keith A. Maib and any officer or manager of the Company and any of their designees (collectively the “**Designated Persons**”), be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware commencing a case (the “**Bankruptcy Case**”) and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**”) be, and hereby is, authorized and empowered to represent the Company as its general bankruptcy counsel to represent and assist the Company in carrying out its duties

under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that BDA Advisors Inc. ("**BDA**") be, and hereby is, authorized and empowered to serve as financial advisor to represent and assist the Company in carrying out its duties under the Title 11 of the United States Code and to take any and all actions to advance the Company's rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of BDA; and it is further

RESOLVED, that BMC Group, Inc. ("**BMC**") be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation, and balloting agent in connection with the Bankruptcy Case commenced by the Company under the Title 11 of the United States Code; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of BMC; and it is further

RESOLVED, that the Designated Persons be and hereby are authorized and directed to enter into that certain engagement agreement between Mackinac Partners LLC ("**Mackinac**") and the Company, and pursuant thereto and hereto, Keith A. Maib be and hereby is authorized, empowered and directed to represent the Company as its Chief Restructuring Officer in connection with the Bankruptcy Case; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed one or more appropriate applications for authority to retain the services of such firms; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed, and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Title 11 of

the United States Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Designated Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) pledging or granting liens or mortgages on, or security interest in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed, and empowered from time to time in the name and on behalf of the Company, to (a) take such further actions and execute and deliver such certificates, instruments, guaranties, notices, and documents as may be required or as such officer may deem necessary, advisable, or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like, and (b) perform the obligations of the Company under the Title 11 of the United States Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

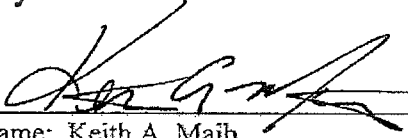
RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed, and empowered from time to time in the name and on behalf of the Company, to adopt resolutions and otherwise exercise the rights and powers of the Company as such Designated Person may deem necessary, appropriate or desirable (i) as a member or

manager (however denominated) of the direct and indirect subsidiaries of the Company that are limited liability companies (if any), (ii) as general partner or limited partner of the direct and indirect subsidiaries of the Company that are limited partnerships (if any), and (iii) as a stockholder of the direct and indirect subsidiaries of the Company that are corporations (if any); and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Company; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved, and ratified.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned, have executed this Unanimous
Action of Managers as of this 15 day of July, 2013.



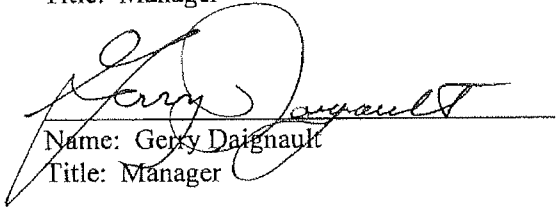
Name: Keith A. Maib
Title: Manager

Name: Gerry Daignault
Title: Manager

Name: Steven Price
Title: Manager

IN WITNESS WHEREOF, the undersigned, have executed this Unanimous
Action of Managers as of this 15 day of July, 2013.

Name: Keith A. Maib
Title: Manager



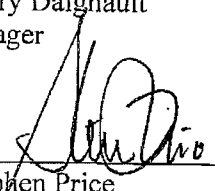
Name: Gerry Daignault
Title: Manager

Name: Steven Price
Title: Manager

IN WITNESS WHEREOF, the undersigned, have executed this Unanimous
Action of Managers as of this 15 day of July, 2013.

Name: Keith A. Maib
Title: Manager

Name: Gerry Daignault
Title: Manager



Name: Stephen Price
Title: Manager

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-_____ (____)

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

AgFeed USA, LLC (“AgFeed USA”) and its subsidiaries (each a “Debtor” and collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 30 largest noncontingent unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately July 11, 2013. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (b) secured creditors. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

¹ The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748); AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, L.C. (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC (5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The location of the corporate headquarters for AgFeed Industries, Inc. is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37075. The location of the corporate headquarters for the remaining Debtors is 510 South 17th Street, Suite 104, Ames, Iowa 50010.

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ¹	Amount of claim
1	Hormel Foods Corporation	1 Hormel Place Austin, MN 55912 Attn: Frank Kubesh Email: fkubesh@hormel.com	Trade Creditor		\$2,840,434.00
2	Five Star Coop	P.O. Box 151 New Hampton, IA 50659 Attn: Bob Lynch Fax: (641) 394-2920 Email: bobl@fivestar.coop	Trade Creditor		\$324,160.00
3	Land O'Lakes Farmland Feed	P.O. Box 847200 Dallas, TX 75284-7200 Attn: Director, Officer or Managing Agent Fax: (806) 761-7200 Email: customerfinancialservices@landolakes.com	Trade Creditor		\$103,506.00
4	Pic USA, Inc.	Dept. CH 16811 Palatine, IL 60055-6811 Attn: Todd Wilken Fax: (615) 265-2844 Email: Todd.Wilken@pic.com	Trade Creditor		\$91,946.00
5	Klostermann Bros. Inc.	2998 197 th Street Earlville, IA 52041 Attn: Barry Klostermann Fax: (563) 875-2446 Email: klosbros@yousq.net	Trade Creditor		\$90,803.00
6	Mid-State Milling, Inc.	P.O. Box 571 State Center, IA 50247 Attn: Doug Reise Fax: (641) 483-2239 Email: midstatemilling@netins.net	Trade Creditor		\$86,882.00
7	Purina Animal Nutrition, LLC	P.O. Box 20044 Kansas City, MO 64195 Attn: Lea Foster Fax: (651) 234-8724 Email: lafoster@landolakes.com	Trade Creditor		\$59,786.00

¹ The Debtors reserve their rights to dispute the claims on this schedule on any basis.

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ¹	Amount of claim
8	Gavilon Ingredients, LLC	24301 Network Place Chicago, IL 60673-1243 Attn: Ryan Eckstein Fax: (402) 221-0261 Email: ryan.eckstein@gavilon.com	Trade Creditor		\$57,122.00
9	ADM Alliance Nutrition Inc.	P.O. Box 92572 Chicago, IL 60675-2572 Attn: Brandon Ledger Email: Brandon.ledger@adm.com	Trade Creditor		\$50,933.00
10	Ivesco Holdings LLC	P.O. Box 209000 Dallas, TX 75320-9000 Attn: Anita Hilpiper Fax: (641) 648-5680 Email: anita.hilpiper@ivescolle.com	Trade Creditor		\$42,651.00
11	Edgewood Feed	P.O. Box 366 Edgewood, IA 52042 Attn: Kevin Perrinjacquet Email: efinkevin@gmail.com	Trade Creditor		\$40,935.00
12	Key Cooperative	P.O. Box 250 Sully, IA 50251 Attn: Rick Weigel Fax: (888) 437-6590 Email: rweigel@keycoop.com	Trade Creditor		\$22,935.00
13	NewFeedsLLC	2626 1st Avenue S. P.O. Box 818 Fort Dodge, IA 50501 Attn: Elwyn Bruhl Fax: (855) 955-9050 Email: ebruhl@newcoop.com	Trade Creditor		\$20,402.00
14	Dominion NC Power	P.O. Box 26543 Richmond, VA 23290-0001 Attn: Director, Officer or Managing Agent Fax: (877) 496-0777	Utilities		\$20,309.00
15	Norsvin USA LLC	2768 Superior Dr. NW, Suite C Rochester, MN 55901-8394 Attn: Liddia Clift Fax: (888) 791-1482 Email: Liddia.Clift@norsvinusa.com	Trade Creditor		\$16,480.00

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ¹	Amount of claim
16	Enterprise Fleet Services	Enterprise Fleet Mgt. Customer Billing 5359 Merriam Drive Kansas City, MO 64180-0089 Attn: Christina Skelton Email: Christina.E.Skelton@efleets.com	Business Expenses		\$15,971.00
17	Perdue Farms	P.O. Box 371255 Pittsburgh, PA 15251-7255 Attn: Patricia Truitt Email: patricia.truitt@perdue.com	Trade Creditor		\$14,663.00
18	Fleet Services	P.O. Box 6293 Carol Stream, IL 60197 Attn: Michelle Wells Fax: (630) 534-7797 Email: michelle.a.wells@efleets.com	Business Expenses		\$14,468.00
19	Kairos, LLC	4615 Blarney Drive Cedar Rapids, IA 52411 Attn: Roger Baker Email: rogerbaker772@hotmail.com	Trade Creditor		\$13,964.00
20	Madden Oil Company	211 South Kansas Liberal, KS 67905-0148 Attn: Director, Officer or Managing Agent Fax: (620) 624-6905	Utilities		\$12,136.00
21	Temple Grain Trading	P.O. Box 36 Wiley, CO 81092 Attn: Kelly Spitzer Email: kspitzer@centurytel.net	Trade Creditor		\$11,329.00
22	Cargill, Incorporated	NW9658 P.O. Box 1450 Minneapolis, MN 55485 Attn: Director, Officer or Managing Agent Fax: (800) 377-1027 Email: fsc_customer_invoicing@cargill.com	Trade Creditor		\$9,693.00
23	Youngblood Land & Livestock	1068 M Avenue Jefferson, IA 50129 Attn: Bruce Youngblood Email: beyoung@netins.net	Trade Creditor		\$9,492.00

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ¹	Amount of claim
24	Perrinjaquet Fettekether Site, LLC	1986 Highway 3 Edgewood, IA 52042 Attn: Kevin Perrinjaquet Email: efmkevin@earthlink.net	Trade Creditor		\$7,354.00
25	Bass Berry & Sims, PLC	150 Third Avenue South, Suite 2800 Nashville, TN 37201 Attn: Overton Thompson, III Fax: (615) 742-2804 Email: othompson@bassberry.com	Outside Advisory Services		\$7,104.00
26	JBS United	160 W. Brookmont Griggsville, IL 62340 Attn: Greg Waddell Email: greg.waddell@jbsunited.com	Trade Creditor		\$6,400.00
27	C&N Livestock Farms, LLC	3627 Lakeview Trail Eagan, MN 55122 Attn: Jon Bjornstad Email: jon.bjornstad@candncompanies.com	Trade Creditor		\$6,216.00
28	Vet Rx, Inc.	1196 Hwy 3 South Northfield, MN 55057 Attn: Director, Officer or Managing Agent Email: vetrxinvoices@gmail.com	Trade Creditor		\$5,569.00
29	Clover Ridge Enterprises LLC	100 West Street P.O. Box 362 Lohrville, IA 51453 Attn: Mark Hood Fax: (712) 465-4275	Trade Creditor		\$5,252.00
30	Agri-Vest Inc.	2998 197 th Street Earlville, IA 52041 Attn: Bruce Klostermann Fax: (563) 875-2446 Email: klosbros@yousq.net	Trade Creditor		\$5,212.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

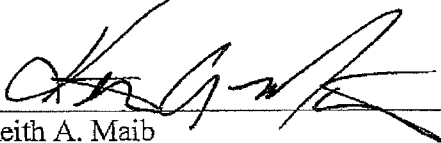
Case No. 13-_____ ()

Joint Administration Requested

**DECLARATION CONCERNING DEBTORS' CONSOLIDATED LIST
OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, Keith A. Maib, Chief Restructuring Officer of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Consolidated List of Creditors Holding 30 Largest Unsecured Claims* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: July 15, 2013



Keith A. Maib
Chief Restructuring Officer of AgFeed Industries, Inc. and
AgFeed USA, LLC and its affiliated Debtors

¹ The Debtors and the last four digits of their federal tax identification number are AgFeed USA, LLC (8748); AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, L.C. (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC (5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The location of the corporate headquarters for AgFeed Industries, Inc. is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37075. The location of the corporate headquarters for the remaining Debtors is 510 South 17th Street, Suite 104, Ames, Iowa 50010.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-_____ ()

Joint Administration Requested

LIST OF EQUITY SECURITY HOLDERS OF AGFEED USA, LLC

The following lists the equity security holders of AgFeed USA, LLC as of the date hereof. This list is being filed pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

<u>Equity Security Holder</u>	<u>Address</u>	<u>Ownership</u>
AgFeed Industries, Inc.	100 Bluegrass Commons Blvd., Suite 310 Hendersonville, Tennessee 37075	100%

¹ The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748); AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, L.C. (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC (5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The location of the corporate headquarters for AgFeed Industries, Inc. is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37075. The location of the corporate headquarters for the remaining Debtors is 510 South 17th Street, Suite 104, Ames, Iowa 50010.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

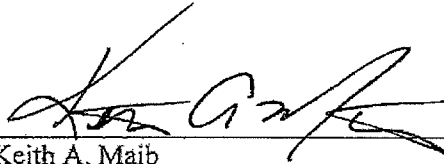
Case No. 13-_____ ()

Joint Administration Requested

DECLARATION CONCERNING LIST OF
EQUITY SECURITY HOLDERS OF AGFEED USA, LLC

I, Keith A. Maib, Chief Restructuring Officer of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the *List of Equity Security Holders of AgFeed USA, LLC* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: July 15, 2013



Keith A. Maib

Chief Restructuring Officer of AgFeed Industries, Inc. and
AgFeed USA, LLC and its affiliated Debtors

¹ The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748); AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, L.C. (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC (5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The location of the corporate headquarters for AgFeed Industries, Inc. is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37073. The location of the corporate headquarters for the remaining Debtors is 510 South 17th Street, Suite 104, Ames, Iowa 50010.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-_____ (____)

Joint Administration Requested

**DEBTORS' CONSOLIDATED CORPORATE OWNERSHIP
STATEMENT PURSUANT TO RULES 1007(a)(1) AND 7007.1
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Keith A. Maib, Chief Restructuring Officer of AgFeed USA, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby state, pursuant to Rule 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, as follows:

1. AgFeed Industries, Inc. (“AgFeed Industries”) owns, either directly or indirectly, 100% of the outstanding equity interests in each of the other Debtors.

¹ The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748); AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, L.C. (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC (5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The location of the corporate headquarters for AgFeed Industries, Inc. is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37075. The location of the corporate headquarters for the remaining Debtors is 510 South 17th Street, Suite 104, Ames, Iowa 50010.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-_____ ()

Joint Administration Requested

DECLARATION CONCERNING DEBTORS'
CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO RULES 1007(a)(1) AND 7007.1 OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

I, Keith A. Maib, Chief Financial Officer of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Debtors' Consolidated Corporate Ownership Statement Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Date: July 15, 2013


Keith A. Maib

Chief Restructuring Officer of AgFeed Industries, Inc. and
AgFeed USA, LLC and its affiliated Debtors

¹ The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748); AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, L.C. (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC (5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The location of the corporate headquarters for AgFeed Industries, Inc. is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37075. The location of the corporate headquarters for the remaining Debtors is 510 South 17th Street, Suite 104, Ames, Iowa 50010.