

**EXHIBIT A**

**Proposed Order**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

AgFeed USA, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

Ref. Docket No.: \_\_\_\_\_

**ORDER SUSTAINING DEBTORS' SEVENTH OMNIBUS (NON-SUBSTANTIVE)  
OBJECTION TO CLAIMS PURSUANT TO SECTION 502(B) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

Upon consideration of the seventh omnibus (non-substantive) objection (the "Objection")<sup>2</sup> of AgFeed USA, LLC and its above-captioned affiliated debtors and debtors in possession (collectively, the "Debtors") by which the Debtors respectfully request the entry of an order pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1 disallowing in full each of the Disputed Claims as on Exhibits 1 through 3 attached hereto; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and that due and adequate notice of the Objection having been given under the circumstances; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Objection is sustained.

<sup>1</sup> The Debtors and the last four digits of their federal tax identification numbers are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (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 mailing address for the Debtors is 616 Congress Ave., Suite 1280, Austin, Texas 78701.

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

2. The Disputed Claims identified on the attached Exhibits 1 and 3 are hereby disallowed and expunged in their entirety and reclassified as set forth in the exhibits.

3. The Debtors' objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

4. The Debtors shall retain and shall have the right to object in the future to the Disputed Claims identified on Exhibits 1 through 3 on any additional grounds. In addition, the Debtors reserve the right to amend, modify, or supplement this Objection, and to file additional objections to any claims filed in these Chapter 11 Cases including, without limitation, the claims that are the subject of this Objection.

5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2014  
Wilmington, Delaware

\_\_\_\_\_  
Brendan L. Shannon  
United States Bankruptcy Judge

**EXHIBIT 1**

**Late Filed Claims**

**In re: AgFeed USA, LLC Case No 13-11761**  
**OMNIBUS 7: EXHIBIT 1 - LATE FILED CLAIMS**

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Reason For Proposed Disallowance
1	ANIMAL HEALTH INTERNATIONAL, INC. 1117 WEST MAIN MANCHESTER, IA 52057-2304	13-11761	494 AGFEED USA, LLC	\$3,328.56	(U)	CLAIM WAS LATE FILED ON 3/3/2014
2	NATHAN G ROHLIK 411 SOUTH JEFFERSON ST REDWOOD FALLS, MN 56283	13-11761	492 AGFEED USA, LLC	\$312.08	(U)	CLAIM WAS LATE FILED ON 2/25/2014
3	ROBERT LYTLE 5514 KEELER OAK ST LITHIA, FL 33547	13-11761	493 AGFEED USA, LLC	\$920.00	(P)	CLAIM WAS LATE FILED ON 2/27/2014

\* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\* (A) - Administrative  
(P) - Priority

(S) - Secured  
(U) - Unsecured

**EXHIBIT 2**

**Equity Interest Claims**

**In re: AgFeed USA, LLC Case No 13-11761**  
**OMNIBUS 7: EXHIBIT 2 - SHAREHOLDER CLAIMS**

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Reason For Proposed Disallowance
1	NATHAN G ROHLIK 411 SOUTH JEFFERSON ST REDWOOD FALLS, MN 56283	13-11761	492 AGFEED USA, LLC	\$312.08	(U)	SHAREHOLDER EQUITY INTEREST
2	RL CAPITAL PARTNERS LP C/O AEGIS CAPITAL CORPORATION 810 7TH AVENUE, 18TH FLOOR NEW YORK, NY 10019	13-11761	221 AGFEED USA, LLC	\$72,108.40	(P)	SHAREHOLDER EQUITY INTEREST
3	ROBERT LYTLE 5514 KEELER OAK ST LITHIA, FL 33547	13-11761	493 AGFEED USA, LLC	\$920.00	(P)	SHAREHOLDER EQUITY INTEREST
4	ZEST INVESTMENTS LLC 1315 ANDERSON AVE APT 15 FORT LEE, NJ 07024	13-11762	228 AGFEED INDUSTRIES, INC.	\$21,700.04	(U)	SHAREHOLDER EQUITY INTEREST

\* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\* (A) - Administrative  
(P) - Priority

(S) - Secured  
(U) - Unsecured

**EXHIBIT 3**

**Wrong Debtor Claims**



**In re: AgFeed USA, LLC Case No 13-11761**  
**OMNIBUS 7: EXHIBIT 3 - WRONG DEBTOR CLAIMS**

	Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Original Debtor	Appropriate Debtor
1	MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC C/O JONATHAN A SHAPIRO, ESQ. 44 MONTGOMERY STREET SAN FRANCISCO, CA 94104	13-11761	286	\$1,182.93	(A)	AGFEED USA, LLC	AGFEED INDUSTRIES, INC.
2	MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC C/O JONATHAN A SHAPIRO, ESQ. 44 MONTGOMERY STREET SAN FRANCISCO, CA 94104	13-11761	287	\$29,788.84  UNLIQUIDATED	(U)	AGFEED USA, LLC	AGFEED INDUSTRIES, INC.
3	NATHAN G ROHLIK 411 SOUTH JEFFERSON ST REDWOOD FALLS, MN 56283	13-11761	492	\$312.08	(U)	AGFEED USA, LLC	AGFEED INDUSTRIES, INC.
4	RL CAPITAL PARTNERS LP C/O AEGIS CAPITAL CORPORATION 810 7TH AVENUE, 18TH FLOOR	13-11761	221	\$72,108.40	(P)	AGFEED USA, LLC	AGFEED INDUSTRIES, INC.
5	ROBERT LYTLE 5514 KEELER OAK ST LITHIA, FL 33547	13-11761	493	\$920.00	(P)	AGFEED USA, LLC	AGFEED INDUSTRIES, INC.
<b>Totals:</b>				<b>\$1,182.93</b> <b>\$73,028.40</b> <b>\$30,100.92</b>	<b>(A)</b> <b>(P)</b> <b>(U)</b>		

\* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

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(P) - Priority

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(U) - Unsecured

**EXHIBIT B**

**Maib Declaration**

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

In re:

AgFeed USA, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

**DECLARATION OF KEITH A. MAIB IN SUPPORT OF  
DEBTORS' SEVENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION  
TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULES 3003 AND 3007, AND LOCAL RULE 3007-1**

I, Keith A. Maib, pursuant to 28 U.S.C. § 1746, declare:

1. I am a Senior Managing Director of Mackinac Partners, LLC since 2008 and am the current Chief Restructuring Officer of the above-captioned debtors and debtors in possession (the "Debtors"). In this capacity, I am one of the persons responsible for overseeing the claims reconciliation and objection process in the Debtors' chapter 11 cases. I have read the *Debtors' Seventh Omnibus (Non-Substantive) Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007, and Local Rule 3007-1* (the "Objection"),<sup>2</sup> and am directly, or by and through my personnel or agents, familiar with the information contained therein, the Proposed Order, and the exhibits attached thereto.

2. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors in these cases. The claims

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<sup>1</sup> The Debtors and the last four digits of their federal tax identification numbers are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (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 mailing address for the Debtors is 616 Congress Ave., Suite 1280, Austin, Texas 78701.

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Objection.

were carefully reviewed and analyzed in good faith utilizing due diligence by the appropriate personnel, including the Debtors' claims agent, BMC. These efforts resulted in the identification of the "Late Filed Claims" and "Equity Interest Claims" identified on Exhibits 1 through 3 to the Proposed Order, respectively.

3. The information contained in Exhibits 1 through 3 to the Proposed Order is true and correct to the best of my knowledge.

4. The Debtors have determined, based upon a review of the claims docket and the claims identified on Exhibit 1 to the Proposed Order, that such claims have been filed after the Bar Date. Accordingly, to prevent the claimants from receiving an unwarranted recovery the Debtors seek to expunge and disallow in full the Late Filed Claims.

5. The Debtors have further determined, based upon a review of the claims docket and the claims identified on Exhibit 2 to the Proposed Order, that such claims were filed by parties solely on account of equity security interests held by such parties in the applicable Debtor. As such, the Debtors seek to disallow in full the Equity Interest Claims.

6. Last, after reviewing the Debtors' books and records, the Debtors have determined that the Wrong Debtor Claims listed on Exhibit 3 to the Proposed Order were filed against the wrong Debtor entity or no Debtor entity at all. The Debtors therefore seek to reassign the Wrong Debtor Claims to the case numbers for the appropriate Debtor entities in order to prevent the claims from being improperly asserted against certain other Debtor entities.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 31, 2014

Keith A. Maib  
Keith A. Maib