

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case Nos. 13-11761 (BLS)

Jointly Administered

Ref. Dkt. #166

ORDER PURSUANT TO §§ 328 AND 1103 OF THE BANKRUPTCY CODE AND
AND FED. R. BANKR. P. 2014 AUTHORIZING THE EMPLOYMENT AND
RETENTION OF COHNREZNICK LLP AS FINANCIAL ADVISORS
TO THE COMMITTEE NUNC PRO TUNC TO JULY 25, 2013

Upon consideration of the Application (the "Application")² of the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtors ("Debtors") seeking to retain CohnReznick LLP ("CohnReznick") as its financial advisors in this proceeding, effective as of July 25, 2013, and upon the Konicov Declaration in support of the Application; and the Court being satisfied that CohnReznick represents no interest adverse to the Committee in the matters with respect to which it is to be employed; and notice of the Application being sufficient; and sufficient cause appearing therefor;

IT IS HEREBY:

ORDERED that the Application is granted; and it is further

ORDERED that pursuant to sections 328 and 1103(a) of the Bankruptcy Code,

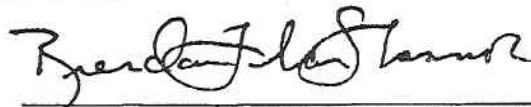
¹ The Debtors and the last four digits of their federal tax identification numbers are: AgFeed USA, LLC (8748); AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, L.C. (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage 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.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms the Application.

the Committee is authorized to employ CohnReznick as its financial advisor *nunc pro tunc* to July 25, 2013; and it is further

ORDERED that CohnReznick shall file applications and be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and such other procedures as may be fixed by order of this court; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.



HON. BRENDAN LINEHAN SHANNON
UNITED STATES BANKRUPTCY JUDGE

Dated: Sept. 9, 2013

EXHIBIT B

United States Bankruptcy Court for the District of Delaware
Case No. 13-11761 (BLS)
Summary of Fees and Expenses
For the period February 1 through February 28, 2014

<u>Name of Professional</u>	<u>Level</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Howard Konicov	Partner	2.40	\$ 675	\$ 1,620.00
Roberta Probbler	Manager	1.90	495	940.50
Rosellen Martoken	Staff	6.60	280	1,848.00
		<u>10.90</u>		<u>\$ 4,408.50</u>
Less: Agreed-upon discount - 10%				(440.85)
Net Fees:				<u>\$ 3,967.65</u>

Blended Hourly Rate: \$ 364.00

Allocation of Discounted Fees:

USA Debtors	\$ 1,983.83
Industries Debtors	1,983.83
All Debtors	<u>\$ 3,967.65</u>

Agfeed USA LLC
February 2014

Date	Professional	Activity	Description	Hours	Rate	Fee	USA - combined		Industries - combined	
02/03/14	Howard Konicov	Br Case Admin.	Review of monthly fee statement for December.	0.30	\$ 675	\$ 202.50	0.15	\$ 101.25	0.15	\$ 101.25
02/10/14	Howard Konicov	Br fee app	Review monthly fee statement	0.60	675	405.00	0.30	202.50	0.30	202.50
02/27/14	Howard Konicov	Br Claim recon	Review of the status and reconciliation of unsecured claims	1.50	675	1,012.50	0.75	506.25	0.75	506.25
	Howard Konicov Total			2.40		1,620.00	1.20	810.00	1.20	810.00
02/14/14	Roberta Propper	Br Comm. Mtg.	Committee Call	0.50	495	247.50	0.25	123.75	0.25	123.75
02/14/14	Roberta Propper	Br Claim recon	Review information on claim objections. Compare to previous tables.	1.20	495	594.00	0.60	297.00	0.60	297.00
02/21/14	Roberta Propper	Br fee app	Review fee application.	0.20	495	99.00	0.10	49.50	0.10	49.50
	Roberta Propper Total			1.90		940.50	0.95	470.25	0.95	470.25
02/03/14	Rosellen Martoken	Br fee app	Finalize monthly fee statement for December and send to counsel for filing.	0.40	280	112.00	0.20	56.00	0.20	56.00
02/07/14	Rosellen Martoken	Br fee app	Work on second interim fee application exhibit.	0.50	280	140.00	0.25	70.00	0.25	70.00
02/10/14	Rosellen Martoken	Br fee app	Prepare second interim fee application, including summarizing activity by code and preparation of additional schedules.	2.60	280	728.00	1.30	364.00	1.30	364.00
02/12/14	Rosellen Martoken	Br fee app	Phone conference with H. Konicov re: fee allocations (.2); finalize interim application and exhibits per partner comments (1.5); email to counsel re: same (.1)	1.80	280	504.00	0.90	252.00	0.90	252.00
02/21/14	Rosellen Martoken	Br fee app	Prepare/review fee application - January fee application.	1.10	280	308.00	0.55	154.00	0.55	154.00
02/28/14	Rosellen Martoken	Br Case Admin.	Review/comment on proposed Order as to CR fees for 6th monthly application.	0.20	280	56.00	0.10	28.00	0.10	28.00
	Rosellen Martoken Total			6.60		1,848.00	3.30	924.00	3.30	924.00
	Grand Total			10.90		4,408.50	5.45	\$ 2,204.25	5.45	\$ 2,204.25