

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

|                                       |   |   |
|---------------------------------------|---|---|
| In re:                                | ) | Chapter 11                                    |
|                                       | ) |   |
| AgFeed USA, LLC, et al., <sup>1</sup> | ) | Case No. 13-11761 (BLS)                       |
|                                       | ) |   |
| Debtors.                              | ) | Jointly Administered                          |
|                                       | ) |   |
|                                       | ) | Objection deadline: May 15, 2014 at 4:00 p.m. |
|                                       | ) | Hearing date: Only if Objections filed.       |

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**NOTICE OF SEVENTH MONTHLY FEE  
APPLICATION OF GAVIN/SOLMONESE LLC, AS  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF  
EQUITY SECURITY HOLDERS, FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD MARCH 1, 2014 THROUGH MARCH 31, 2014**

**TO:** (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel for the Debtors; (iii) counsel for the Official Committee of Unsecured Creditors; (iv) each of the Equity Committee members; and (v) all parties required to receive service under Rule 2002-1(b) of the Local Rules.

PLEASE TAKE NOTICE that Gavin/Solmonese LLC, Financial Advisor to the Official Committee of Equity Security Holders in the above-captioned cases, has filed the **Seventh Monthly Fee Application of Gavin/Solmonese LLC, Financial Advisor to the Official Committee of Equity Security Holders, for Compensation for Services Rendered and Reimbursement of Expenses for the Period March 1, 2014 through March 31, 2014** (the "Application"). The Application seeks the allowance of fees in the amount of **\$30,573.00** (80%, \$24,458.40) and expenses in the amount of **\$265.29** for the period **March 1, 2014 through March 31, 2014** and payment of 80% of fees in the amount of **\$24,458.40** and 100% of the expenses in the amount of **\$265.29** pursuant to the Interim Compensation Order. The Application has been filed and served on the Notice Parties pursuant to the Interim Compensation Order. Notice of the Application has been filed and served on all parties requesting notice pursuant to Bankruptcy Rule 2002.

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<sup>1</sup> 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, 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 Genetic 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.

PLEASE TAKE FURTHER NOTICE that Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or **before May 15, 2014 at 4:00 p.m. (prevailing Eastern Time)**, and a copy served upon the following parties so as to be **received no later than 4:00 p.m. (prevailing Eastern Time) on May 15, 2014**:

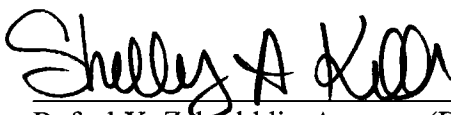
(i) the Debtors, 510 South 17th Street, Suite 104, Ames, Iowa 50010, Attn: Keith A. Maib, Chief Restructuring Officer; (ii) counsel for the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn: Robert S. Brady; (iii) counsel for the Official Committee of Unsecured Creditors: (a) Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, Delaware 19801, Attn: Sandra G. M. Selzer; and (b) Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, New Jersey, 07068, Attn: Jeffrey D. Prol; (iv) counsel for the Official Committee of Equity Security Holders: (a) Elliott Greenleaf, 1105 N. Market Street, Suite 1700, Wilmington, Delaware 19801, Attn: Rafael X. Zahralddin-Aravena; and (b) Sugar Felsenthal Grais & Hammer LLP, 30 North LaSalle Street, Suite 300, Chicago, Illinois 60602, Attn: Aaron L. Hammer; and (v) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: David B. Buchbinder (collectively, the "Notice Parties").

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE INTERIM COMPENSATION ORDER, IF NO OBJECTIONS ARE FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE ABOVE-CAPTIONED DEBTORS WILL BE AUTHORIZED TO PAY EIGHTY PERCENT (80%) OF REQUESTED FEES AND ONE HUNDRED (100%) OF REQUESTED EXPENSES WITHOUT FURTHER COURT ORDER.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE PROCEDURES SET FORTH ABOVE PURSUANT TO THE INTERIM COMPENSATION ORDER, WILL A HEARING BE HELD ON THE APPLICATION.

Dated: April 25, 2014  
Wilmington, Delaware

**ELLIOTT GREENLEAF**



Rafael X. Zahralddin-Aravena (DE Bar No. 4166)  
Eric M. Suttty (DE Bar No. 4007)  
Shelley A. Kinsella (DE Bar No. 4023)  
1105 North Market Street, Suite 1700  
Wilmington, Delaware 19801  
Telephone: (302) 384-9400  
Facsimile: (302) 384-9399  
Email: rxza@elliottgreenleaf.com  
Email: ems@elliottgreenleaf.com  
Email: sak@elliottgreenleaf.com

*Counsel to the Official Committee of  
Equity Security Holders*

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

|                                  |   |                         |
|----------------------------------|---|-------------------------|
| In re:                           | ) | Chapter 11              |
|                                  | ) |                         |
| AgFeed USA, LLC, <i>et al.</i> , | ) | Case No. 13-11761 (BLS) |
|                                  | ) |                         |
| Debtors.                         | ) | (Jointly Administered)  |
|                                  | ) |                         |

**SEVENTH MONTHLY FEE APPLICATION OF GAVIN/SOLMONESE LLC, AS  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS, FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
MARCH 1, 2014 THROUGH MARCH 31, 2014**

|   |  |
|---|--|
| Name of Applicant:  | <b>Gavin/Solmonese LLC</b>                               |
| Authorized to Provide Professional<br>Services to:                                | <b>Official Committee of Equity Security<br/>Holders</b> |
| Date of Retention:  | <b>August 23, 2013</b>                                   |
| Period for which Compensation sought as<br>actual, reasonable and necessary:      | <b>March 1, 2014 through<br/>March 31, 2014</b>          |
| Amount of Compensation sought as<br>Actual, reasonable and necessary:             | <b>\$30,573.00</b>                                       |
| Amount of Expense Reimbursement<br>sought as actual, reasonable and<br>necessary: | <b>\$265.29</b>  |
| This is a:  | <b>Monthly Fee Application</b>                           |

The total time expended for fee application is approximately 2 hours, and the corresponding compensation to be requested in the next fee application will be approximately \$400.00.

**GAVIN/SOLMONESE LLC SUMMARY OF  
PROFESSIONALS RENDERING SERVICES FROM  
MARCH 1, 2014 THROUGH MARCH 31, 2014**

| <b>Professional Person</b> | <b>Position of the Applicant, Number of Years in that Position</b> | <b>Hourly Billing Rate (including changes)</b> | <b>Total Billed Hours</b> | <b>Total Compensation</b> |
|----------------------------|--|--|---------------------------|---------------------------|
| Wayne P. Weitz             | Managing Director, 2012  | \$475.00 (Prof.)<br>\$237.50 (Travel)          | 31.50<br>0.00             | \$14,962.50<br>\$0.00     |
| Jeremy VanEtten            | Director, 2011   | \$295.00 (Prof.)<br>\$147.50 (Travel)          | 43.90<br>0.00             | \$12,950.50<br>\$0.00     |
| Stanley W. Mastil          | Director, 2012   | \$375.00 (Prof.)<br>\$187.50 (Travel)          | 5.00<br>0.00              | \$1,875.00                |
| Joseph F. Richman          | Consultant, 2013   | \$275.00 (Prof.)<br>\$137.50 (Travel)          | 1.40<br>0.00              | \$385.00<br>\$0.00        |
| Christine M. Ward          | Other Professional Staff, 2002                                     | \$200.00 (Prof.)                               | 2.00                      | \$400.00                  |
|                            |  | <b>Totals</b>                                  | <b>83.80</b>              | <b>\$30,573.00</b>        |

**COMPENSATION BY PROJECT CATEGORY**

| <b>Project Category</b>             | <b>Total Hours</b> | <b>Total Fees</b>  |
|-------------------------------------|--------------------|--------------------|
| Business Analysis                   | 27.90              | \$10,786.50        |
| Case Administration                 | 0.30               | \$142.50           |
| Claims Administration and Objection | 19.00              | \$6,243.00         |
| Court Hearing                       | 2.70               | \$1,282.50         |
| Fee/Employment Application          | 7.60               | \$2,394.00         |
| Financing                           | 1.00               | \$385.00           |
| Litigation Support                  | 24.10              | \$8,877.50         |
| Meetings of Creditors               | 1.20               | \$462.00           |
| <b>TOTAL</b>                        | <b>83.80</b>       | <b>\$30,573.00</b> |

**EXPENSE SUMMARY**

| <b>Expense Category</b> | <b>Service<br/>Provider<br/>(if applicable)</b> | <b>Total Expenses</b> |
|-------------------------|---|-----------------------|
| Meals                   |   | \$219.29              |
| Parking                 |   | \$46.00               |
| <b>Total</b>            |   | <b>\$265.29</b>       |

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

|                                  |   |                         |
|----------------------------------|---|-------------------------|
| In re:                           | ) | Chapter 11              |
|                                  | ) |                         |
| AgFeed USA, LLC, <i>et al.</i> , | ) | Case No. 13-11761 (BLS) |
|                                  | ) |                         |
| Debtors.                         | ) | (Jointly Administered)  |
|                                  | ) |                         |

**SEVENTH MONTHLY FEE APPLICATION OF GAVIN/SOLMONESE LLC, AS  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS, FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
MARCH 1, 2014 THROUGH MARCH 31, 2014**

Pursuant to sections 328 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), and the Court’s Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated August 21, 2013 (the “Administration Order”) [D.I.176], Gavin/Solmonese LLC (“Applicant” or “G/S”) hereby files this application for monthly allowance of reasonable compensation with respect to the bankruptcy case of AgFeed USA, LLC, *et al.* (the “Debtors”) for services rendered as the Financial Advisor to the Official Committee of Equity Security Holders (the “Equity Committee”) in the amount of \$30,573.00, together with the reimbursement for actual and necessary expenses incurred in the amount of \$265.29 (the “Application”) for the period from March 1, 2014 through and including March 31, 2014 (the “Compensation Period”). In support of the Application, Applicant submits the affidavit of Edward T. Gavin, CTP attached hereto as Exhibit “A”. In further support of the Application, Applicant respectfully represents as follows:

### **JURISDICTION**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate of the Application are 11 U.S.C. §§ 328 and 1103.

### **FACTUAL BACKGROUND**

2. Agfeed USA LLC, *et al.* (the “Debtors”) filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) on July 15, 2013.

3. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, the Debtors operate their businesses as Debtors-in-possession. No trustee or examiner has been appointed in these cases.

4. On August 23, 2013, the Office of the United States Trustee, pursuant to Section 1102 of the Bankruptcy Code, appointed three members to the Equity Committee: Mario Grech, Andrew Ferencz and James D. Warner [D.I. 195]. Andrew Ferencz subsequently resigned from the Equity Committee.

5. The Equity Committee has selected the law firms Elliott Greenleaf and Sugar Felsenthal Grais and Hammer LLP as its counsel in these cases.

6. On September 30, 2013 the Court entered that certain Order Authorizing Employment and Retention of Gavin/Solmonese LLC *Nunc Pro Tunc* to August 23, 2013 as Financial Advisor to the Official Committee of Equity Security Holders [D.I. 388], approving the Equity Committee’s retention of G/S *nunc pro tunc* to August 23, 2013.

7. On November 15, 2013, the Office of the United States Trustee, pursuant to Section 1102 of the Bankruptcy Code, appointed four additional members to the Equity Committee: Dean J. Abplanalp, Michael Buck, Don Tesh and Phillip Quade [D.I. 585]. Dean J. Abplanalp subsequently resigned from the Equity Committee.

**COMPENSATION AND REIMBURSEMENT OF EXPENSES**

8. Applicant submits this Application to the Bankruptcy Court for an allowance of reasonable compensation for actual and necessary professional services provided to the Equity Committee as its Financial Advisor in this case during the Compensation Period and for reimbursement of actual and necessary out-of-pocket expenses incurred in advising the Equity Committee during the Compensation Period. All included services and costs for which Applicant seeks compensation were performed for, or on behalf of, the Equity Committee during the Compensation Period.

9. By this Application, Applicant thus seeks (a) allowance of compensation in the amount of \$30,573.00 for services rendered as Financial Advisor during the Compensation period; (b) authority for immediate payment to Applicant of 80% of such compensation (\$24,458.40) pursuant to paragraph 2(b) of the Administration Order; and (c) allowance of reimbursement and immediate payment in the amount of \$265.29 for expenses incurred and disbursed during the Compensation Period.

9. Exhibit "B" is a summary covering all the services performed by Applicant with respect to this matter during the Compensation Period. This detailed itemization complies with Local Bankruptcy Rules in that each time entry contains a separate time allotment; a description of the type of activity and the subject matter of the activity; all time is billed in increments of one-tenth of an hour; the time entries are presented chronologically in categories; and all



meetings or hearings are individually identified. Following is the detailed itemization, by task category, of all services performed by Applicant with respect to this matter during the Compensation Period. Non-working travel time (to the extent applicable) is billed at 50% of normal rates.

10. The Applicant has divided its time into the following categories:

- a) **Business Analysis (27.90 Hours - \$10,786.50)** This category includes time spent in the review of debtor's business plan; development and review of strategies; preparation and review of cash flow forecasts and feasibility studies and general review of business matters as they pertain to the bankruptcy case.
- b) **Case Administration (0.30 Hours - \$142.50)** This category includes time spent in coordination and compliance matters including case management tasks; schedules; contacts with the Office of the United States Trustee; general record keeping and documentation requirements.
- c) **Claims Administration and Objections (19.00 Hours - \$6,243.00)** This category includes specific claim inquiries; bar date motions; and claim analysis objections and allowance of claims.
- d) **Court Hearing (2.70 Hours - \$1,282.50)** Time billed to this category includes time related to attending and preparing for hearings held before the United States Bankruptcy Court for the District of Delaware. During the Compensation Period, the Applicant, among other things, attended hearings before the Bankruptcy Court.

- e) **Fee/Employment Application (7.60 Hours - \$2,394.00)** This category includes the preparation and/or review of employment and fee applications for self or others; motions to establish interim procedures.
- f) **Financing (1.00 Hours - \$385.00)** Matters under §§ 361, 363 and 364 including cash collateral and secured claims; debtor-in-possession credit facilities; loan document analysis and tasks related thereto.
- g) **Litigation Support (24.10 Hours - \$8,877.50)** Time billed to this category represents the Financial Advisor's efforts in preparing and reviewing motions, objections and supporting data related to bring or defending adversarial proceedings or objections to pending or future motions.
- h) **Meetings of Creditors (1.20 Hours - \$462.00)** Time billed to this category represents the Applicant's interactions with members of and counsel for the Equity Committee.

11. Attached hereto as Exhibit "C" is a summary of the costs actually expended by the Applicant in the performance of services rendered on behalf of the Equity Committee. The costs for which reimbursement is requested total \$265.29. The breakdown of the costs includes the rate of copying charges (\$.10/page) and the basis for each rate, telephone charges, facsimile charges (\$1.00/page – outgoing transmission only), messenger service, travel expenses, court reporter services, overnight delivery fees, outside reproduction, legal research and PACER charges. By this Application, the Applicant does not seek expenses for incoming facsimile transmissions.

WHEREFORE, G/S respectfully requests (i) allowance of compensation in the amount of \$30,573.00 for professional services rendered and \$265.29 for reimbursement for actual and necessary costs; (ii) immediate payment of \$24,458.40 which is 80% of the allowed compensation of \$30,573.00; (iii) allowance and immediate payment of 100% of the allowed actual and necessary costs of \$265.29; and (iv) such other and further relief as this Court deems necessary and just.

Dated: April 23, 2014

A handwritten signature in black ink, appearing to read "Edward T. Gavin", is written over a horizontal line.

Edward T. Gavin, CTP  
Gavin/Solmonese LLC  
919 N. Market Street, Suite 600  
Wilmington, DE 19801  
(302) 655-8997 ext. 151

## **EXHIBIT “A”**

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

|                                  |   |                         |
|----------------------------------|---|-------------------------|
| In re:                           | ) | Chapter 11              |
|                                  | ) |                         |
| AgFeed USA, LLC, <i>et al.</i> , | ) | Case No. 13-11761 (BLS) |
|                                  | ) |                         |
| Debtors.                         | ) | (Jointly Administered)  |
|                                  | ) |                         |

**AFFIDAVIT OF EDWARD T. GAVIN, CTP**

|                   |   |     |
|-------------------|---|-----|
| STATE OF DELAWARE | ) |     |
|                   | ) | SS. |
| NEW CASTLE COUNTY | ) |     |

BE IT REMEMBERED, that on this 23<sup>rd</sup> day of April, 2014, personally appeared before me, the Subscriber, a Notary Public for the State and County aforesaid, **EDWARD T. GAVIN, CTP**, and being duly sworn according to law, deposes and says as follows:

1. I am a Managing Director of the firm of Gavin/Solmonese LLC ("G/S"), which has served as Financial Advisor to the Official Committee of Equity Security Holders of the above-referenced bankruptcy case.

2. I have read the foregoing Application of G/S for allowance of compensation and reimbursement of expenses and know the contents thereof and that the same are true and correct, to the best of my knowledge, information and belief.

3. As noted in the Application for Employment of G/S, G/S is a national firm with a well-established reputation in providing financial and management advisory services. Including NHB Advisors, which G/S is in the process of acquiring, G/S has two Managers, One Shareholder Principal: Edward T. Gavin, CTP (the "Shareholder Principal") and two non-shareholder Principals, several Employees, Independent Contractors or Managing Directors, Senior Consultants, and other associates (collectively, the "Associates"). The Shareholder

Principal owns a separate business entity (corporation, limited liability company, or other legal entity) of which the Shareholder Principal is the primary employee. This entity provides the services of the Shareholder Principal to G/S and its clients pursuant to independent contractor agreements between each such entity and G/S. Compensation received by the Shareholder Principal's business entities is unrelated to fees received by G/S from any particular client. Compensation received by Employees is substantially unrelated to fees received by G/S from any particular client. Entities controlled by the non-shareholder Principal and Associates also have written employment and independent contractor agreements with G/S pursuant to which they provide services to G/S and its clients. Each of the non-shareholder Principal and Associates through their respective business entities does all or substantially all of its business with G/S. Compensation received by such entities is based in substantial part upon fees received by G/S from each of G/S's clients. Other than the foregoing, there is no agreement or understanding between G/S, and any other person for a division of compensation as consultants to the Debtor.

4. No division prohibited by the Bankruptcy Code will be made by G/S.

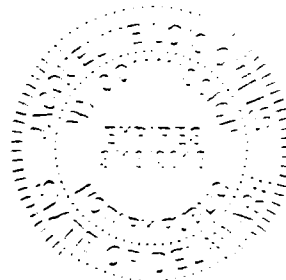
5. The undersigned hereby certifies, in accordance with Del. Bankr. L.R. 2016-2(f), that he has reviewed Del. Bankr. L.R. 2016-2, this Application and the exhibits thereto, and that such Application and its exhibits comply with Del. Bankr. L.R. 2016-2.

6. No agreement prohibited by Title 18, Section 155 has been made.



Edward T. Gavin, CTP

SWORN TO AND SUBSCRIBED before me this 23<sup>rd</sup> day of April, 2014.

  
 NOTARY PUBLIC


## **EXHIBIT “B”**

**COMPENSATION BY PROJECT CATEGORY**

| <b>Project Category</b>             | <b>Total Hours</b> | <b>Total Fees</b>  |
|-------------------------------------|--------------------|--------------------|
| Business Analysis                   | 27.90              | \$10,786.50        |
| Case Administration                 | 0.30               | \$142.50           |
| Claims Administration and Objection | 19.00              | \$6,243.00         |
| Court Hearing                       | 2.70               | \$1,282.50         |
| Fee/Employment Application          | 7.60               | \$2,394.00         |
| Financing                           | 1.00               | \$385.00           |
| Litigation Support                  | 24.10              | \$8,877.50         |
| Meetings of Creditors               | 1.20               | \$462.00           |
| <b>TOTAL</b>                        | <b>83.80</b>       | <b>\$30,573.00</b> |



## **EXHIBIT “C”**

**EXPENSE SUMMARY**

| <b>Expense Category</b> | <b>Service<br/>Provider<br/>(if applicable)</b> | <b>Total Expenses</b> |
|-------------------------|---|-----------------------|
| Meals                   |   | \$219.29              |
| Parking                 |   | \$46.00               |
| <b>Total</b>            |   | <b>\$265.29</b>       |

Gavin/Solmonese, LLC  
919 N. Market Street  
Suite 600  
Wilmington, DE 19801

Invoice submitted to:  
AgFeed USA LLC/Official Committee of Equity Security Holders  
C/O Rafael X. Zahralddin, Esq.  
Elliott Greenleaf  
1105 Market Street, Suite 1700  
Wilmington, DE 19801  
Rafael X. Zahralddin, Esq.

Invoice #23850                      Services Through 3/31/2014

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|                         |                    |
|-------------------------|--------------------|
| Total Professional Fees | \$30,573.00        |
| Expenses                | \$265.29           |
| Total This Invoice      | \$30,838.29        |
| <b>Balance due</b>      | <b>\$30,838.29</b> |

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**Please remit to the address shown:**

Wire transfer instructions:

ABA# 031-000053  
Account #86-0583-9972  
PNC Bank, N.A. Philadelphia, PA  
Telephone notification to Judy Sacher - (302) 655-8997

Principal \_\_\_\_\_

## AgFeed USA LLC/Official Committee of Equity Security Holders

| Consultant Summary |  |       |             |
|--------------------|--|-------|-------------|
| Name               |  | Hours | Amount      |
| Jeremy VanEtten    |  | 43.90 | \$12,950.50 |
| Stanley W. Mastil  |  | 5.00  | \$1,875.00  |
| Wayne P. Weitz     |  | 31.50 | \$14,962.50 |
| Christine Ward     |  | 2.00  | \$400.00    |
| Joseph F. Richman  |  | 1.40  | \$385.00    |

## Professional Services

|           |       |   | Hours | Amount   |
|-----------|-------|---|-------|----------|
| 3/1/2014  | - JV  | Litigation Support<br>Review of work product received from NERA   | 0.60  | 177.00   |
| 3/5/2014  | - WPW | Court Hearing<br>Prepare for and attend hearing   | 1.20  | 570.00   |
|           | - WPW | Business Analysis<br>T/c K. Maib re: equity rollforward analysis  | 0.50  | 237.50   |
| 3/7/2014  | - WPW | Business Analysis<br>Review equity roll-forward analysis; t/c M. Melickian re: same                                   | 2.30  | 1,092.50 |
| 3/9/2014  | - WPW | Business Analysis<br>Email corr NERA re: equity roll-forward analysis   | 0.40  | 190.00   |
|           | - WPW | Fee/Employment Application<br>Review February fee application supporting material                                     | 0.50  | 237.50   |
| 3/10/2014 | - JV  | Claims Administration and Objections<br>Review of Foley claim and engagement letters re: pre-petition interest charge | 1.40  | 413.00   |
|           | - JV  | Business Analysis<br>Prepare electronic model of January - March 2014 cash balance reports                            | 2.70  | 796.50   |
|           | - JV  | Business Analysis<br>Corr. WPW re: cash balance report model  | 0.30  | 88.50    |
|           | - JV  | Claims Administration and Objections<br>Corr. WPW re: Foley interest calculation                                      | 0.30  | 88.50    |
|           | - WPW | Business Analysis<br>Review media accounts of account irregularities and Debtors' use of professionals                | 2.10  | 997.50   |

## AgFeed USA LLC/Official Committee of Equity Security Holders

|           |       |   | <u>Hours</u> | <u>Amount</u> |
|-----------|-------|---|--------------|---------------|
| 3/10/2014 | - WPW | Business Analysis<br>Corr. JV re: cash balance report model   | 0.30         | 142.50        |
|           | - WPW | Claims Administration and Objections<br>Corr. JV re: Foley interest calculation                           | 0.30         | 142.50        |
| 3/11/2014 | - JV  | Litigation Support<br>Strategy meeting with OEC professionals   | 0.80         | 236.00        |
|           | - WPW | Claims Administration and Objections<br>Analysis of Foley invoices and claim; corr R. Zahralddin re: same | 1.50         | 712.50        |
|           | - WPW | Litigation Support<br>Review bank transfer data   | 0.50         | 237.50        |
|           | - WPW | Litigation Support<br>OEC professionals conf call   | 0.80         | 380.00        |
|           | - JV  | Litigation Support<br>Conf. WPW re: Foley claim merits and interest charges                               | 0.80         | 236.00        |
|           | - JV  | Litigation Support<br>Initial review of documents re: bank transfers                                      | 0.40         | 118.00        |
|           | - WPW | Litigation Support<br>Conf. JV re: Foley claim merits and interest charges                                | 0.80         | 380.00        |
| 3/12/2014 | - JV  | Meetings of Creditors<br>OEC conference call  | 0.60         | 177.00        |
|           | - JV  | Fee/Employment Application<br>Review of fee applications, order, and COC, corr. J. Holly re: same         | 0.70         | 206.50        |
|           | - WPW | Business Analysis<br>Conf call A. Hammer and R. Zahralddin re: case update and indemnification analysis   | 0.70         | 332.50        |
|           | - WPW | Meetings of Creditors<br>OEC conference call  | 0.60         | 285.00        |
|           | - WPW | Business Analysis<br>Review SEC filing and associated press releases and news coverage                    | 1.80         | 855.00        |
| 3/13/2014 | - WPW | Fee/Employment Application<br>Email corr OEC and Debtors' professionals re: fee estimates and budgets     | 0.60         | 285.00        |

## AgFeed USA LLC/Official Committee of Equity Security Holders

|           |       |  | <u>Hours</u> | <u>Amount</u> |
|-----------|-------|--|--------------|---------------|
| 3/13/2014 | - JV  | Claims Administration and Objections<br>Review of Committee expenses chart and related CNOs                  | 0.60         | 177.00        |
|           | - JV  | Claims Administration and Objections<br>Review and update claims analysis document                           | 1.20         | 354.00        |
| 3/14/2014 | - JV  | Fee/Employment Application<br>Review of February fee estimate, corr.J. Holley re: same                       | 0.60         | 177.00        |
|           | - JV  | Litigation Support<br>Prepare electronic model of bank account data received                                 | 2.60         | 767.00        |
| 3/17/2014 | - JV  | Business Analysis<br>Update to cash balance tracking document  | 0.20         | 59.00         |
|           | - JV  | Litigation Support<br>Conf. WPW re: bank transfer documents  | 0.50         | 147.50        |
|           | - JV  | Fee/Employment Application<br>Review of correspondence re: fee applications, review applications accordingly | 0.30         | 88.50         |
|           | - WPW | Litigation Support<br>T/c K. Maib re: shareholder analysis; f/u email corresp. OEC professionals re: same    | 1.20         | 570.00        |
|           | - WPW | Claims Administration and Objections<br>Email corr re: indemnification claims                                | 0.80         | 380.00        |
|           | - WPW | Litigation Support<br>Conf. JV re: bank transfer documents   | 0.50         | 237.50        |
| 3/18/2014 | - JV  | Litigation Support<br>OEC Professionals strategy meeting   | 0.50         | 147.50        |
|           | - JV  | Fee/Employment Application<br>Conf. WPW re: fees   | 0.20         | 59.00         |
|           | - JV  | Fee/Employment Application<br>Review of fees due   | 0.40         | 118.00        |
|           | - JV  | Fee/Employment Application<br>Corr. J. Holley re: fees   | 0.20         | 59.00         |

## AgFeed USA LLC/Official Committee of Equity Security Holders

|           |       |  | <u>Hours</u> | <u>Amount</u> |
|-----------|-------|--|--------------|---------------|
| 3/18/2014 | - JV  | Business Analysis<br>Review and update daily cash balance document   | 0.20         | 59.00         |
|           | - WPW | Litigation Support<br>Conf call OEC professionals re: indemnification  | 0.50         | 237.50        |
|           | - WPW | Fee/Employment Application<br>Mtg JV re: fee applications and payments   | 0.20         | 95.00         |
| 3/19/2014 | - JV  | Litigation Support<br>Review of SEC Complaint  | 1.20         | 354.00        |
|           | - JV  | Claims Administration and Objections<br>Review of indemnification claims and supporting documentation                | 1.30         | 383.50        |
|           | - JV  | Claims Administration and Objections<br>Prepare summary and chart of indemnification claims                          | 0.80         | 236.00        |
|           | - JV  | Business Analysis<br>Review document and estimate total amount of shares held by SEC defendants                      | 1.60         | 472.00        |
|           | - JV  | Claims Administration and Objections<br>Review of statements and schedules re: additional claims held by indemnitees | 0.50         | 147.50        |
|           | - JV  | Business Analysis<br>Review and update daily cash balance document   | 0.20         | 59.00         |
| 3/20/2014 | - JV  | Litigation Support<br>Document research re: bank transfer documents  | 1.20         | 354.00        |
|           | - JV  | Business Analysis<br>Corr. WPW and Counsel re: bank transfer documents   | 0.60         | 177.00        |
|           | - JV  | Business Analysis<br>Update to cash balance tracking document  | 0.20         | 59.00         |
|           | - WPW | Fee/Employment Application<br>Review/edit fee application  | 0.60         | 285.00        |
|           | - WPW | Business Analysis<br>Mtg JV to review analysis of bank transfers; f/u t/c JV and A. Hammer re: same                  | 0.60         | 285.00        |

## AgFeed USA LLC/Official Committee of Equity Security Holders

|           |       |  | <u>Hours</u> | <u>Amount</u> |
|-----------|-------|--|--------------|---------------|
| 3/21/2014 | - JV  | Fee/Employment Application<br>Review of 2nd interim fee application  | 0.70         | 206.50        |
|           | - JV  | Fee/Employment Application<br>Corr. Counsel and J. Holley re: payments to OCEC members                               | 0.40         | 118.00        |
|           | - WPW | Business Analysis<br>Email corr re: updated waterfall analysis   | 0.60         | 285.00        |
| 3/24/2014 | - JV  | Claims Administration and Objections<br>Review and update indemnification claim matrix                               | 0.40         | 118.00        |
|           | - JV  | Claims Administration and Objections<br>Corr. WPW and J. Holley re: indemnification claims                           | 0.30         | 88.50         |
|           | - JV  | Claims Administration and Objections<br>Corr. J. Holley re: Committee member reimbursement check                     | 0.20         | 59.00         |
|           | - JV  | Claims Administration and Objections<br>Review of Marcum claim calculation and supporting documentation              | 0.80         | 236.00        |
|           | - JV  | Claims Administration and Objections<br>Conf. WPW re: Marcum claim calculation and supporting documentation          | 0.60         | 177.00        |
|           | - WPW | Claims Administration and Objections<br>Conf call R. Zahraiddin and A. Hammer re: indemnification claims             | 0.50         | 237.50        |
|           | - WPW | Financing<br>Mtg JV re: waterfall and cash position  | 0.50         | 237.50        |
|           | - WPW | Business Analysis<br>Email corr re: waterfall analysis   | 0.40         | 190.00        |
|           | - CMW | Fee/Employment Application<br>Prepared/Finalized and e-mailed to counsel the 6th monthly fee application for filing. | 2.00         | 400.00        |
|           | - WPW | Claims Administration and Objections<br>Conf. JV re: Marcum claim calculation and supporting documentation           | 0.60         | 285.00        |
|           | - JV  | Financing<br>Mtg WPW re: waterfall and cash position   | 0.50         | 147.50        |
| 3/25/2014 | - JV  | Claims Administration and Objections<br>Review and update analysis of bank account transfers                         | 1.50         | 442.50        |



## AgFeed USA LLC/Official Committee of Equity Security Holders

|           |       |   | <u>Hours</u> | <u>Amount</u> |
|-----------|-------|---|--------------|---------------|
| 3/25/2014 | - JV  | Claims Administration and Objections<br>Review of Pazdro indemnification invoices, prepare summary and totals | 0.90         | 265.50        |
|           | - JV  | Claims Administration and Objections<br>Review indemnification claims supporting data, update summary         | 1.10         | 324.50        |
| 3/26/2014 | - JV  | Business Analysis<br>Committee Professionals strategy meeting at Elliott Greenleaf                            | 3.00         | 885.00        |
|           | - JV  | Claims Administration and Objections<br>Review and update indemnification claim totals                        | 0.60         | 177.00        |
|           | - JV  | Claims Administration and Objections<br>Review and update analysis of indemnification claims                  | 0.40         | 118.00        |
|           | - WPW | Business Analysis<br>OEC professionals strategy conference  | 3.00         | 1,425.00      |
|           | - WPW | Business Analysis<br>Dinner meeting - OEC professionals   | 1.50         | 712.50        |
|           | - JV  | Business Analysis<br>Dinner meeting - OEC professionals   | 1.50         | 442.50        |
| 3/27/2014 | - WPW | Court Hearing<br>Prepare for hearing  | 0.50         | 237.50        |
|           | - WPW | Court Hearing<br>Attend court hearing re: NERA retention and Regnante objections                              | 1.00         | 475.00        |
|           | - WPW | Case Administration<br>Email corr, t/cs re: meeting schedule coordination                                     | 0.30         | 142.50        |
| 3/28/2014 | - WPW | Litigation Support<br>T/c JV re: causes of action   | 0.50         | 237.50        |
|           | - JV  | Business Analysis<br>Review of updated waterfall analysis, reconcile with prior versions                      | 1.30         | 383.50        |
|           | - JV  | Litigation Support<br>Multiple corr. re: box review   | 0.30         | 88.50         |
|           | - WPW | Litigation Support<br>Email corr re: review of financial information contained in Debtors' records            | 0.70         | 332.50        |

## AgFeed USA LLC/Official Committee of Equity Security Holders

|           |       |   | <u>Hours</u> | <u>Amount</u> |
|-----------|-------|---|--------------|---------------|
| 3/28/2014 | - SWM | Litigation Support<br>Multiple corr. related to forensic document review  | 0.30         | 112.50        |
|           | - JV  | Litigation Support<br>T/c WPW re: causes of action  | 0.50         | 147.50        |
| 3/31/2014 | - SWM | Litigation Support<br>T/c with WPW, JV, and counsel re: document review and related follow up meeting             | 1.00         | 375.00        |
|           | - JFR | Claims Administration and Objections<br>Corr with JV on Omnibus Objections 7 and 8                                | 0.40         | 110.00        |
|           | - JFR | Claims Administration and Objections<br>Update Claims Register with Omnibus objections 7 and 8                    | 1.00         | 275.00        |
|           | - SWM | Litigation Support<br>Review SEC complaint and related documents  | 2.60         | 975.00        |
|           | - SWM | Litigation Support<br>Preliminary review of FTI documents   | 1.10         | 412.50        |
|           | - WPW | Litigation Support<br>Conf call OEC professionals re: document review and case strategy                           | 1.00         | 475.00        |
|           | - WPW | Litigation Support<br>T/c JV, A. Hammer re: SEC settlement proposal   | 0.50         | 237.50        |
|           | - JV  | Litigation Support<br>Conf. Counsel, WPW and SWM re: box review and litigation strategy                           | 1.00         | 295.00        |
|           | - JV  | Litigation Support<br>Conf. WPW re: Liquidation Analysis  | 0.60         | 177.00        |
|           | - JV  | Business Analysis<br>Prepare electronic model of SEC settlement analysis and waterfall, prepare various scenarios | 1.90         | 560.50        |
|           | - JV  | Litigation Support<br>Conf. A. Hammer and WPW re: SEC settlement model  | 0.50         | 147.50        |
|           | - JV  | Claims Administration and Objections<br>Review of 7th & 8th Omnibus objections                                    | 0.60         | 177.00        |
|           | - JV  | Claims Administration and Objections<br>Corr. JFR re: 7th & 8th Omnibus objections                                | 0.40         | 118.00        |

## AgFeed USA LLC/Official Committee of Equity Security Holders

|           |   | <u>Hours</u> | <u>Amount</u> |
|-----------|---|--------------|---------------|
| 3/31/2014 | - JV Fee/Employment Application<br>Review of January fee app, corr. J. Holley re: same              | 0.20         | 59.00         |
| - WPW     | Litigation Support<br>Conf. JV re: Liquidation Analysis   | 0.60         | 285.00        |
| <hr/>     |   |              |               |
|           | For professional services rendered  | 83.80        | \$30,573.00   |
| <hr/>     |   |              |               |
|           | Expenses:   |              |               |
| 3/26/2014 | - WPW Expense Rate<br>Parking - dinner mtg with A. Hammer, M. Melickian, R. Soloway and JV          |              | 18.00         |
| - JV      | Expense Rate<br>Dinner and drinks with Hammer/Melickian from SFGH, WPW, and Russel Soloway from E-G |              | 219.29        |
| - JV      | Expense Rate<br>Parking for dinner with AgFeed professionals  |              | 28.00         |
| <hr/>     |   |              |               |
|           | Total expenses  |              | \$265.29      |
| <hr/>     |   |              |               |
|           | Total amount of this bill   |              | \$30,838.29   |

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

|                                       |                           |
|---------------------------------------|---------------------------|
| In re:                                | ) Chapter 11              |
|                                       | )                         |
| AgFeed USA, LLC, et al., <sup>1</sup> | ) Case No. 13-11761 (BLS) |
|                                       | )                         |
| Debtors.                              | ) Jointly Administered    |
|                                       | )                         |

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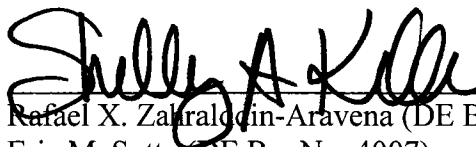
**CERTIFICATE OF SERVICE**

I hereby certify that I caused a copy of the *Seventh Monthly Fee Application of Gavin/Solmonese LLC, Financial Advisor to the Official Committee of Equity Security Holders, for Compensation for Services Rendered and Reimbursement of Expenses for the Period March 1, 2014 through March 31, 2014* (the "Application") to be served on all Notice Parties, as defined in the Interim Compensation Order (Docket No. 176) via First Class Mail on Exhibit A, attached hereto.

I also caused a copy of the Notice to the Application to be served on the attached 2002 service list via First Class U.S. Mail.

Dated: April 25, 2014  
Wilmington, Delaware

**ELLIOTT GREENLEAF**



Rafael X. Zalralddin-Aravena (DE Bar No. 4166)

Eric M. Suttly (DE Bar No. 4007)

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*Counsel to the Official Committee of  
Equity Security Holders*

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<sup>1</sup> 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, 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 Genetic 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.

EXHIBIT A

AgFeed USA, LLC  
816 Congress Ave., Suite 1280  
Austin, TX 78701  
(Debtor)

David L. Buchbinder, Esq.  
Office of the United States Trustee  
844 N. King Street, Suite 2207  
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Paul T. Fox, Esq.  
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Wilmington, DE 19801

Keith A. Maib  
Chief Restructuring Officer  
Mackinac Partners LLC  
180 High Oak, Suite 100  
Bloomfield Hills, MI 48304

Robert S. Brady  
Young Conaway Stargatt & Taylor, LLP  
1000 North King Street  
Wilmington, DE 19801

2002 Service List

AgFeed USA, LLC  
816 Congress Ave., Suite 1280  
Austin, TX 78701  
(Debtor)

David Buchbinder, Esq.  
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Securities and Exchange Commission  
Secretary of the Treasury  
100 F Street NE  
Washington, DC 20549

Securities and Exchange Commission  
George S. Canellos, Reg. Director  
New York Regional Office  
3 World Financial Center, Suite 400  
New York, NY 10281-1022

ADM Alliance Nutrition Inc.  
(Re: Unsecured Creditors Committee)  
Brandon Ledger  
4666 Faries Parkway  
Decatur, IL 62526

US Attorneys Office  
1007 N Orange St., Ste 700  
PO Box 2046  
Wilmington, DE 19899

LCSWMA  
(Re: Equity Security Holders Committee)  
James Warner, CEO  
PO Box 4425  
Lancaster, PA 17604

Don Tesh  
536 Shadow Lane  
Winston-Salem, NC 27107

2002 Service List

Marcum Bernstein and Pinchuk  
(Re: Unsecured Creditors Committee)  
7 Penn Plaza, Suite 830  
New York, NY 10001

Ives Co. Holdings LLC  
(Re: Unsecured Creditors Committee)  
P.O. Box 20900  
Dallas, TX 75320-9000

Phillip Quade  
260 Randolph Street  
PO Box 137  
Douglas, MI 49406

Mario Grech  
(Re: Equity Security Holders Committee)  
38 Grenville Street  
Toronto, ON M4Y 1A5  
CANADA

Agri-Vest Inc  
Attn: Bruce Klostermann  
2998 197th Street  
Earlville, IA 52041

Protiviti Risk & Business Consulting  
(Re: Unsecured Creditors Committee)  
Suite 2618, Central Plaza  
No. 381 Huai Ha Zhong Rd.  
Shanghai, 200020  
PEOPLE'S REPUBLIC OF CHINA

Bass Berry & Sims PLC  
Attn: Overton Thompson, III  
150 Third Ave South, Suite 2800  
Nashville, TN 37201

Bank of the West  
Attn: Sharon Harms  
25227 Camina Ramon  
Nc-B07-3b-H  
San Ramon, CA 94583

Youngblood Land & Livestock  
Attn: Bruce Youngblood  
1068 M Avenue  
Jefferson, IA 50129

Blank Rome LLP  
Michael B. Schaedle  
One Logan Square  
130 North 18th Street  
Philadelphia, PA 19103-6998

C/O Recovery Mgmt Systems Corp  
(Re: GE Capital Retail Bank)  
25 SE 2nd Avenue  
Suite 1120  
Miami, FL 33131-1605

Bryan Cave LLP  
Brian C Walsh  
211 North Broadway, Suite 3600  
St. Louis, MO 63102-2750

Enterprise Fleet Services  
Attn: Christina Skelton  
Enterprise Fleet Mgt. Customer Billing  
5359 Merriam Drive  
Kansas City, MO 64180-0089

C&N Livestock Farms, LLC  
Attn: Jon Bjornstad  
3627 Lakeview Trail  
Eagan, MN 55122

2002 Service List

Jery Seitz DBA Some Box LLC  
Attn: Jeremy Seitz  
228 Park Avenue South, #35693  
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Attn: Mark Hood  
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Iowa Attorney General  
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Internal Revenue Service  
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Philadelphia, PA  
19101-7346

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Newfeeds LLC  
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Kalros, LLC  
Attn: Roger Baker  
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Cedar Rapids, IA 52411

Riverside Claims LLC  
PO Box 626  
Planetarium Station  
New York, NY 10024

Internal Revenue Service  
Centralized Insolvency Operation  
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Philadelphia, PA 19104-5002

Shuttleworth & Ingersoll, PLC  
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Stephen M Miller  
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Wilmington, DE 19801-1494

Vet Rx, Inc.  
Director, Officer or Managing Agent  
1196 Hwy 3 South  
Northfield, MN 55057

Perrinjaquet Fekkether Site, LLC  
Attn: Kevin Perrinjaquet  
1986 Highway 3  
Edgewood, IA 52042



2002 Service List

The Colony Club  
Director, Officer or Managing Agent  
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Alan M. Root, Esq.  
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Division of Corporations  
Franchise Tax  
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Delaware State Treasury  
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Dover, DE 19904

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Michael Buck  
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Raleigh, NC 27699-9001

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Denver, CO 80203

Oklahoma Attorney General  
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