

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

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

**NOTICE OF SEVENTH MONTHLY APPLICATION
OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL
COMMITTEE OF EQUITY SECURITY HOLDERS, FOR
COMPENSATION 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 Elliott Greenleaf, counsel to the Official Committee of Equity Security Holders in the above-captioned cases, has filed the **Seventh Monthly Application of Elliott Greenleaf, Counsel to the Official Committee of Equity Security Holders, for Compensation 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 **\$82,259.50** (80%, \$65,807.60) and expenses in the amount of **\$931.49** for the period **March 1, 2014 through March 31, 2014** 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.

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**

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, 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.

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:

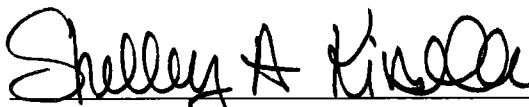
(i) the Debtors, 510 South 17th Street, Suite 104, Ames, Iowa 50010, Attn: Keith A. Maib, Chief Restructuring Officer; (ii) counsel for the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn: Robert S. Brady; (iii) counsel for the Official Committee 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 Holders: (a) Elliott Greenleaf, 1105 North 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. Suttly (DE Bar No. 4007)

Shelley A. Kinsella (DE Bar No. 4023)

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*Counsel to the Official Committee of Equity
Security Holders*

**IN THE UNITED STATES BANKRUPTCY COURT
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FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD MARCH 1, 2014 THROUGH MARCH 31, 2014**

Name of Applicant:	Elliott Greenleaf
Authorized to Provide Professional Services to:	Official Committee of Equity Security Holders
Date of Retention:	<i>Nunc Pro Tunc</i> to August 23, 2013
Period for which compensation and reimbursement sought:	March 1, 2014 through March 31, 2014
Amount of Compensation sought as <u>actual, reasonable and necessary:</u>	\$82,259.50 (80% = \$65,807.60)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$931.49

This is a: ☒ monthly: ☐ interim ☐ final application

The total time expended for fee application preparation is approximately 4 hours and the corresponding compensation requested is approximately \$1,360.00.

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If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
10/25/2013	8/23/13-8/31/13	\$ 67,903.00	\$ 0.00	\$ 67,903.00	\$ 0.00
10/25/2013	9/01/13-9/30/13	\$ 91,365.00	\$ 264.00	\$ 91,365.00	\$ 264.00
12/04/2013	10/01/13-10/31/13	\$105,888.00	\$4,756.89	\$105,888.00	\$4,756.89
12/27/2013	11/1/13-11/30/13	\$132,686.50	\$2,533.55	\$132,686.50	\$2,533.55
1/27/2014	12/1/13-12/31/13	\$146,215.00	\$ 545.78	\$146,215.00	\$ 545.78
3/11/2014	1/1/14-1/31/14	\$195,689.50	\$3,389.51	\$195,689.50	\$3,389.51
3/25/2014	2/1/14-2/28/14	\$126,450.00	\$2,190.48	\$126,450.00	\$2,190.48

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FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD MARCH 1, 2014 THROUGH MARCH 31, 2014**

Elliott Greenleaf ("EG"), counsel to the Official Committee of Equity Security Holders (the "Equity Committee") of the above-captioned debtors (the "Debtors"), hereby submits this *Seventh Monthly Application of Elliott Greenleaf, Counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the period March 1, 2014 through March 31, 2014* (the "Application"). In support thereof, EG respectfully represents as follows:

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, 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.

BACKGROUND

1. On July 15, 2013 (the “Petition Date”), the Debtors commenced their bankruptcy case (the “Bankruptcy Case”) by filing a voluntary petition for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. The Debtors continue to operate its business and manage its property as a debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. On August 23, 2013, the Office of the United States Trustee filed a Notice of Appointment of Committee of Equity Security Holders (Docket No. 195). The Equity Committee consisted of the following members: James D. Warner, Mario Grech and Andrew Ferencz. On the same date, the Equity Committee selected EG as its counsel.

4. On September 27, 2013, an order was entered authorizing the retention of EG as counsel to the Equity Committee *nunc pro tunc* to August 23, 2013 (Docket No. 380). On the same date, an order was entered authorizing the retention of Sugar Felsenthal Grais & Hammer LLP (“Sugar”) as co-counsel to the Equity Committee *nunc pro tunc* to August 23, 2013 (Docket No. 381).

5. On November 14, 2013, the Office of the United States Trustee filed a Notice of Amended Appointment of Committee of Equity Security Holders (Docket No. 581) which added additional members to the Equity Committee. Currently the Equity Committee consists of the following members: Mario Grech, James D. Warner, Michael Buck, Don Tesh and Phillip Quade.

6. Prior to the appointment of the Equity Committee, EG acted as counsel to the Ad Hoc Committee of Equity Security Holders, which included members of the Equity Committee.

JURISDICTION AND VENUE

6. 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 on this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (M).

7. The statutory bases for relief requested herein are Sections 105(a), 330 and 331 of the Bankruptcy Code.

TERMS AND CONDITIONS OF COMPENSATION OF EG

8. Subject to Court approval, EG seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by EG for the period commencing March 1, 2014 through March 31, 2014 (collectively, the “Application Period”). With the exception of copy charges (which are charged at lower rate), the rates charged by EG in this case do not materially differ from the rates charged to EG’s non-bankruptcy clients and are lower in many cases.

9. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Equity Committee during the Application Period, the regular customary billing rates and the total value of time incurred by each of the EG attorneys rendering services to the Committee is attached hereto as Exhibit A. Copies of the computer generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the *United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the “Guidelines”), are attached hereto as Exhibit B. A Statement of expenses incurred by EG during the Application Period is also included in Exhibit C. All time entries and requested expenses are

in compliance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).²

10. On August 21, 2013, this Court entered the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) (Docket No. 176). Pursuant to the Interim Compensation Order, EG and other professionals retained in this case are authorized to file and to serve upon the Debtors and the parties identified in the Interim Compensation Order monthly fee applications (the “Monthly Fee Applications”) of their fees and expenses. After the expiration of a twenty (20) day objection period, the Debtors are authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application, unless an objection specifically objects to fees and/or expenses of a professional, or the Court orders otherwise.

11. In accordance with the Interim Compensation Order, EG has filed and served upon the Notice Parties identified in the Interim Compensation Order, this Application with respect to fees and expenses incurred during the Application Period in the amount of \$82,259.50 (80%, \$64,807.60) in fees and in the amount of \$931.49 in expenses for March 1, 2014 through March 31, 2014.

12. All services and costs for which compensation is requested by EG in this Application were reasonable and necessary and were performed for and on behalf of the Equity Committee during the Application Period.

NARRATIVE SUMMARY OF SERVICES

13. EG has rendered actual and necessary services on behalf of the Equity Committee

² EG has also attempted to ensure that this Application complies with the Guidelines. To the extent that the Guidelines conflict with the Local Rules, in particular, Local Rule 2016-2, EG has chosen to comply with such Local Rule. EG will supplement this Application with additional detail or information upon request.

and is requesting reasonable compensation for their services for the Application Period. As noted above, summaries by project category are attached as Exhibit B, as are detailed time entries organized by category and chronology within the categories. EG has acted as the primary source for information and communication to and from the Equity Committee and Court, including collecting and preserving, in an electronic database, all relevant pleadings for the Equity Committee and the Equity Committee professionals. In addition, EG has provided summaries, calendaring, and periodically distributed a memorandum of all statutory and procedural deadlines to the Equity Committee professionals and the Committee.

14. The Equity Committee has directed its professionals to work with the Debtors to reduce costs in the case by replacing higher rate professionals with Equity Committee professionals for many of the remaining tasks. The Debtors have been very receptive to such arrangements and have requested that the Equity Committee professionals work certain projects for the benefit of both the Debtors and the Equity Committee. While this is not always possible because the Debtors and the Equity Committee are adverse parties, both parties have worked cooperatively to consolidate tasks and resources to reduce the impact of professional fees on the estate, where possible. In addition, the Official Committee of Unsecured Creditors (the "Creditors' Committee") requested that the Equity Committee work to either resolve claims or designate which claims would require further investigation and thus, would require a reserve. The Equity Committee agreed to do so in order to expedite and facilitate the filing of an updated plan and disclosure statement and so that the role of the Creditors' Committee and accompanying administrative expenses of its professionals could be reduced and eventually eliminated.

15. As a result, Equity Committee professionals expended a significant effort during the Application Period, often at the request of the Debtors, Creditors' Committee or other parties

in interest, to help position the Debtors' estates to make distributions to stakeholders in as prompt a manner as practicable under the circumstances and to otherwise facilitate the administration of these Cases. Accordingly, the time spent and expenses incurred during the Application Period were necessary and appropriate under the circumstances, with EG attending to the following essential tasks during the Application Period:

- At the request of the Debtors and the Creditors' Committee, EG and other Equity Committee professionals undertook a claims reconciliation process that began in December 2013 and continued through the Application Period ("*Claims Reconciliation*"), which is helping compress the time in which claims against the Debtors' estates are reconciled and should help facilitate timely distributions to stakeholders following the anticipated effective date of the Debtors' liquidation plan (the "Plan"). As part of this effort, EG was primarily responsible for negotiating potential settlements with the holders of large claims held by the Debtors' prepetition professionals. EG reviewed each claim in detail, analyzed potential objections to such claims and engaged in settlement negotiations with each creditor. These efforts enabled EG to reach agreements with certain of the creditors. As a result, distributions will be made to the stakeholders in a timely manner following confirmation of the Plan.
- Participating with the Debtors and Creditors' Committee in continued negotiation over, and related drafting of, the Plan and related documents, including discussions on the most effective and expedient manner to make as prompt of distributions as possible to stakeholders in these Cases.
- At the direction of the Equity Committee, EG began a due diligence review the Debtors' U.S. corporate records to develop causes of action in order to maximize shareholder recoveries.
- Preparing for a global mediation with the Debtors' directors and officers insurance policy carriers, class action plaintiffs and certain other parties (the "D&O Carrier Mediation"), a process in which the Equity Committee was and continues to be an essential participant. At the direction of the Debtors, EG was primarily responsible for investigating, evaluating and, if necessary, pursuing certain insurance related issues at the D&O Carrier Mediation.

16. EG has filed with the Court and assisted in preparation of all documents filed on behalf of the Equity Committee. As noted below, primary responsibility for substantive issues in

the case have been allocated between Sugar and EG to avoid duplication. EG has reviewed all filings in the case to conform Equity Committee filings to the requirements of local practice and the applicable local rules and chambers procedures. EG has also provided substantive review of all Delaware case law in Equity Committee filings. EG has assisted the Equity Committee professionals in other substantive areas in which it has specific expertise beyond Delaware law, such as in the area of corporate law, international and comparative law and commercial litigation.

COMPENSATION REQUESTED

17. EG coordinated its efforts with the Equity Committee's co-counsel, Sugar, to avoid duplication of efforts. EG and Sugar have divided primary tasks between the respective firms. In furtherance of this effort, the firms have developed a status chart to assign tasks and responsibilities and to keep each firm apprised of the status of each task. The firms update the status chart on a regular basis.

18. EG expended 184.80 hours during the period March 1, 2014 through March 31, 2014 in furtherance of its efforts on behalf of the Equity Committee. EG requests allowance of compensation in amount of \$82,259.50 for legal services rendered during the period March 1, 2014 through March 31, 2014 at a blended hourly rate of \$340.00. Pursuant to the Interim Compensation Order, EG requests payment of 80% of the total fees requested, or \$65,807.60. None of the requested fees detailed herein have been paid.

REIMBURSEMENT OF EXPENSES

19. During the Application Period, EG incurred certain necessary expenses in rendering legal services to the Equity Committee as set forth in Exhibit C. Exhibit C sets forth in summary detail the expenses incurred during the Application Period (copies of invoices from

EG's vendors are available for inspection upon request). Telecopying services completed in-house by EG were charged at \$1.00 per page for outgoing facsimiles only. EG represents that its rate for duplication is \$0.10 per page, consistent with the Local Rules and Guidelines. In order to more efficiently handle the voluminous copying of pleadings served and filed in this case, EG on occasion retained third-party duplication service providers. EG seeks reimbursement only for the actual expenses charged by such third-party service providers. Finally, EG seeks reimbursement for computer assisted research, which is the actual cost of such charges, if any.

20. EG seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period for the total amount of \$931.49.

LEGAL STANDARD

21. Section 330(a)(1) of the Bankruptcy Code allows the payment of:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Reasonableness of compensation is driven by the "market-driven approach" which considers the nature, extent and value of services provided by the professional and cost of comparable services in the non-bankruptcy contexts. *See Zolfo Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Building Ctr., Inc.*, 19 F.3d 833, 849 (3d Cir. 1994). Thus, the "baseline rule is for firms to receive their customary rates." *Zolfo Cooper*, 50 F.3d at 259.

22. In accordance with its practices in non-bankruptcy matters, EG has calculated its compensation requested in their Application by applying the standard hourly rates. EG's calculation is based upon hourly rates that are well within the range of rates that are charged by

comparable firms in similar bankruptcy cases. Accordingly, EG's rates should be determined to be reasonable under Section 330 of the Bankruptcy Code.

23. EG's fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity, accelerated deadlines, aggressive sale schedule, and size of the Debtors' Chapter 11 case. EG's fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar Chapter 11 cases. Accordingly, EG's fees are reasonable pursuant to Section 330 of the Bankruptcy Code.

24. Section 330(a)(1)(B) of the Bankruptcy Code permits reimbursement for actual, necessary expenses. EG's legal services and expenses incurred during the Application Period are set forth in this Application and constitute only those necessary expenses that were incurred for the benefit of the Equity Committee. EG has properly requested reimbursement of only actual, necessary and appropriate legal expenses.

25. Except as permitted by Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), no agreement or understanding exists between EG and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Application were rendered at the request of and solely on behalf of the Equity Committee.

26. Pursuant to the standards set forth in Sections 330 and 331 of the Bankruptcy Code, EG submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code.

27. The time records annexed to this Application constitute only a general statement

of the services rendered and time expended without description of the pressure and constraints under which EG actually rendered these services. The considerable challenges of this case have been attended to and managed by EG at all levels, promptly and expertly. EG submits, therefore, that its fees and expenses were actually, necessary, reasonable and justified, and should be allowed in full.

NOTICE AND NO PRIOR APPLICATION

28. No trustee or examiner has been appointed in this Chapter 11 case. Notice and service of this Application has been given to the Debtors; counsel to the Debtors; the UST; and counsel to the Official Committee of Unsecured Creditors pursuant to the Interim Compensation Order. Pursuant to the Bankruptcy Rule 2002(a)(6), Notice of this Application has also been given to all parties requesting notices. In light of the nature of the relief requested herein, EG submits that no further or other notice is required.

29. No previous application for the relief sought herein has made to this or any other Court.

VERIFICATION

30. I am familiar with the work performed on behalf of the Equity Committee by the lawyers and paraprofessionals in the firm.

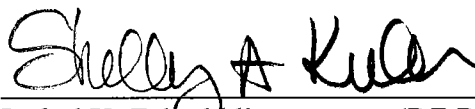
31. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2, and submit that the Application substantially complies with such Local Rule.

WHEREFORE, EG requests that its Application for fees in the amount of \$82,259.50 and expenses in the amount of \$931.49 for the period March 1, 2014 through March 31, 2014 be allowed and that if no objections are filed, 80% of the requested fees in the amount of

\$65,807.60 and 100% of the amount of \$931.49 be paid for reimbursement of actual and necessary costs and expenses incurred during the period March 1, 2014 through March 31, 2014 and further requests such other and further relief as the court may deem just and proper.

Dated: April 25, 2014
Wilmington, Delaware

ELLIOTT GREENLEAF

A handwritten signature in black ink, appearing to read "Shelley A. Kinsella", written over a horizontal line.

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

Eric M. Suttty (DE Bar No. 4007)

Shelley A. Kinsella (DE Bar No. 4023)

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*Counsel to the Official Committee of Equity
Security Holders*

EXHIBIT A

**SUMMARY OF PROFESSIONAL AND PARAPROFESSIONALS
RENDERING SERVICES FROM
MARCH 1, 2014 THROUGH MARCH 28, 2014**

Name of Professional	Position	Total Billed Hours	Hourly Billing Rate	Total Compensation
Smith, Heidi R.	Paralegal	1.5	\$ 175.00	\$ 262.50
Roberts, Sandra I.	Paralegal	9.9	\$ 225.00	\$ 2,227.50
Densmore, Ian D.	Paralegal	17.2	\$ 225.00	\$ 3,870.00
Ford, Jennifer, L.	Paralegal	4.3	\$ 225.00	\$ 967.50
Soloway, Russell M.	Associate	31.7	\$ 325.00	\$10,302.50
Stemerman, Jonathan M.	Associate	0.7	\$ 375.00	\$ 262.50
Sutty, Eric M.	Of Counsel	48.3	\$ 450.00	\$21,735.00
Kinsella, Shelley A.	Shareholder	5.0	\$ 450.00	\$ 2,250.00
Zahralddin-Aravena, Rafael X.	Shareholder	66.2	\$ 610.00	\$40,382.00
Total:		184.8		\$82,259.50
Blended Rate:			\$ 340.00	

EXHIBIT B**Task Billing Summary Page
February 1, 2014 through February 28, 2014**

Re: In re AgFeed USA, LLC, et al., Case No. 13-11761

Case Administration	1.1	\$ 440.00
Asset Analysis & Recovery	92.8	\$42,182.00
Asset Disposition	0.5	\$ 225.00
Meetings of and Comm. With Creditors	9.9	\$ 4,407.50
Relief from Stay/Adequate Protection Proceedings		
EG Retention		
Employment & Retention Application - Other	2.4	\$ 829.00
EG Fee Applications	13.0	\$ 4,836.50
EG Fee Objections	0.1	\$ 22.50
Fee Applications and Invoices - Other	5.3	\$ 1,778.00
Fee Objections - Others	13.5	\$ 4,912.00
Non-Working Travel		
Assumption/Rejection of Leases and Contracts		
Business Operations	0.5	\$ 202.50
Employee Benefits/Pensions		
Tax Issues		
Claims and Plan		
Claims Administration and Objections	6.9	\$ 3,616.00
Plan and Disclosure Statement	12.7	\$ 7,128.50
Financing/Cash Collections		
Court Hearings	11.2	\$ 4,592.50
Schedules and Statements		
Labor Issues		
Insurance Matters	1.4	\$ 738.50
Litigation	13.5	\$ 6,349.00
Other		
Legal Research		
Total Fees	282.5	\$126,450.00

Elliott Greenleaf

www.elliottgreenleaf.com

ELLIOTT GREENLEAF
P.O. Box 3010
Blue Bell, Pennsylvania 19422
EIN #23-2617189

AgFeed USA, LLC
510 South 17th Street
Suite 104
Ames IA 50010

April 25, 2014
Bill Number 122041
File Number 60417-002

FOR PROFESSIONAL SERVICES RENDERED

Re: AgFeed Official Committee of Equity Security Holders

LEGAL SERVICES

Through March 31, 2014

Case Administration

03/13/14	IDD	[B110-] Analyze docket for recent activity (.2); circulate report to attorneys (.1)	0.30 Hrs	
03/13/14	RXZ	[B110-] Email from I. Densmore with docket activity report (.1) and related instructions re: committee communications (.3)	0.40 Hrs	
03/28/14	IDD	[B110-] Analyze docket for recent activity (.2); summarize and send report to attorneys (.1)	0.30 Hrs	
03/28/14	RXZ	[B110-] Email from I. Densmore with docket activity report	0.10 Hrs	
	Totals		1.10 Hrs	\$440.00
	Case Administration Totals		1.10 Hrs	\$440.00

Asset Analysis and Recovery

03/01/14	RXZ	[B120-] Emails to and from M.Buck (.2) further emails from M. Melickian and related analysis (.3) analyze NERA Shareholder analysis (.6) and related record (.3)	1.40 Hrs	
03/04/14	RXZ	[B120-] Investigation and analysis of summaries and notes prepared by R. Soloway and E. Suttly re: [REDACTED] (6.2) related strategy meetings re: [REDACTED] (.8)	7.00 Hrs	
03/04/14	EMS	[B120-] Due diligence with respect to U.S. corporate records	2.10 Hrs	

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03/05/14	RXZ	[B120-] Meeting with S. Kinsella re: China recovery investigation	0.40 Hrs
03/05/14	RXZ	[B120-] Analyze summaries and information forwarded by A. Gonce of FTI record for continuing litigation assessment	2.30 Hrs
03/05/14	RXZ	[B120-] Call to committee member Don Tesh re: follow up on potential cause of action	0.30 Hrs
03/07/14	RXZ	[B120-] Further investigation into S&L corporate files for AgFeed USA documents (1.5) and related review of summaries and selected segregated files and reports from E. Suttly and R. Soloway (1)	2.50 Hrs
03/10/14	RXZ	[B120-] Further investigation of claims and review of FTI summaries and files	2.70 Hrs
03/11/14	EMS	[B120-] Analyze documents received from [REDACTED] and forward to equity committee professionals	1.50 Hrs
03/11/14	SIC	[B120-] Preparation of [REDACTED] documents for Due Diligence file for E. Suttly	0.60 Hrs
03/13/14	RXZ	[B120-] Email to/from E. Suttly re: George Kelakos (.2) analyze information from US corporate records due diligence (.8) and instructions to R. Soloway re: recovery targets (.3)	1.30 Hrs
03/14/14	RXZ	[B120-] Emails to/from A. Hammer, R. Brady re: status of the NTB post closing adjustment	0.30 Hrs
03/14/14	HRS	[B120-] Organize records for U.S. corporate entities	1.50 Hrs
03/14/14	RXZ	[B120-] Analyze records from US corporate documents related to insider holdings	2.40 Hrs
03/17/14	RMS	[B120-] Due diligence review of U.S. corporate records	5.70 Hrs
03/17/14	EMS	[B120-] Due diligence review of U.S. corporate records	5.80 Hrs
03/17/14	EMS	[B120-] Call to M. Melickian regarding U.S. corporate records	0.10 Hrs
03/17/14	EMS	[B120-] Call with A. Hammer regarding strategy plan meeting	0.20 Hrs
03/18/14	RXZ	[B120-] Working Teleconference	1.00 Hrs
03/24/14	RMS	[B120-] Due diligence review of U.S. corporate records	7.30 Hrs
03/24/14	RXZ	[B120-] Analyze NERA reports and related documents from due diligence on US corporate records	1.20 Hrs
03/24/14	RXZ	[B120-] Emails from Debtors re: SEC agreement with NERA assessment (.2) related follow up with E. Suttly (.2) and A. Hammer (.2)	0.60 Hrs
03/25/14	RMS	[B120-] Due Diligence	8.40 Hrs
03/25/14	SIC	[B120-] Prepare working file for R. Soloway re: US corporate records review	0.80 Hrs
03/26/14	EMS	[B120-] Analyze revised waterfall liquidation analysis from Debtors	0.50 Hrs
03/26/14	RMS	[B120-] Due diligence review of U.S. corporate records	5.60 Hrs
03/26/14	SIC	[B120-] Correspondence with R. Soloway and research re: memo with additional COA	0.20 Hrs
03/26/14	RXZ	[B120-] Research and analysis of factual investigation by E. Suttly and R. Soloway re: [REDACTED] issue and influence on stock price (2.3) Calls and emails regarding same (.5)	2.80 Hrs
03/26/14	RXZ	[B120-] Calls and emails (.5) re: [REDACTED] and related factual investigation (2.1)	2.60 Hrs

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03/26/14	RXZ	[B120-] Partial participation via phone regarding strategy conference in preparation for 3/27/14 omnibus hearing	0.50 Hrs	
03/27/14	EMS	[B120-] Calls and emails with J. Fons regarding [REDACTED] interview	0.20 Hrs	
03/28/14	JF1	[B120-] Email to A. Hammer, R. Zahralddin W. Weitz and M. Melickian re: teleconference concerning US corporate records review	0.10 Hrs	
03/28/14	RMS	[B120-] Due diligence review of U.S. corporate records	3.40 Hrs	
03/28/14	SIC	[B120-] Inform attorneys re: teleconference with R. Fons	0.10 Hrs	
03/28/14	EMS	[B120-] Call and email with R. Fons regarding [REDACTED] interview	0.20 Hrs	
03/28/14	EMS	[B120-] Analyze U.S. Corporate records	5.90 Hrs	
03/28/14	RXZ	[B120-] Analyze US corporate files and summaries prepared by R. Soloway and E. Suttly	2.80 Hrs	
03/31/14	SAK	[B120-] Conference with E. Suttly re U.S. corporate records review (.1); instructions to H. Smith re same (.1)	0.20 Hrs	
03/31/14	EMS	[B120-] Professionals call regarding document review causes of action, and strategy going forward	1.00 Hrs	
03/31/14	EMS	[B120-] Due diligence review of U.S. Corporate records	4.20 Hrs	
03/31/14	EMS	[B120-] Call with R. Fons regarding [REDACTED]	0.50 Hrs	
03/31/14	RMS	[B120-] Teleconference re: U.S. corporate records review (1.0); follow-up Conference with R. Zahralddin and E. Suttly (.3)	1.30 Hrs	
03/31/14	RXZ	[B120-] Prepare for (.8) and strategy call with G/S and SFGH re: asset analysis (litigation and settlement issues) and due diligence (1.0); related follow up with R. Soloway and E. Suttly (.3)	2.10 Hrs	
03/31/14	SIC	[B120-] Preparation of FTI Work Product file for E. Suttly and W. Weitz	1.20 Hrs	

Totals

92.80 Hrs \$42,182.00

Asset Analysis and Recovery Totals

92.80 Hrs \$42,182.00

Asset Disposition

03/17/14	EMS	[B130-] Call with A. Hammer and C. Gear regarding post-closing adjustments	0.50 Hrs	
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Totals

0.50 Hrs \$225.00

Asset Disposition Totals

0.50 Hrs \$225.00

Meetings of and Communications with Creditors

03/01/14	EMS	[B150-] Emails with committee regarding outstanding shares	0.30 Hrs	
03/10/14	EMS	[B150-] Revise minutes from 2/26 meeting	0.30 Hrs	
03/10/14	EMS	[B150-] Draft agenda for 3/12 meeting	0.40 Hrs	
03/10/14	JF1	[B150-] Email to Equity Committee and Professionals re: meeting minutes of February 26th and agenda for March 12th	0.10 Hrs	

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03/10/14	JF1	[B150-] Draft meeting minutes from February 26th and agenda for March 12th (.4); meeting with E. Suttly re: same (.3); revise meeting minutes and agenda (.2); meeting with R. Zahralddin re: same (.2); revise meeting minutes and agenda (.2); email to Professionals draft meeting minutes and agenda (.1)	1.40 Hrs	
03/10/14	RXZ	[B150-] Finalize meeting minutes and agenda for committee call	0.50 Hrs	
03/11/14	EMS	[B150-] Professionals call regarding assignments case status and updates	0.90 Hrs	
03/12/14	EMS	[B150-] Shareholder inquires regarding SEC lawsuit	0.40 Hrs	
03/12/14	EMS	[B150-] Email to committee members regarding SEC complaint	0.30 Hrs	
03/12/14	EMS	[B150-] Committee meeting	0.60 Hrs	
03/12/14	JF1	[B150-] Weekly Equity Committee teleconference	0.60 Hrs	
03/12/14	JF1	[B150-] Telephone message to/from M. Brandess re: shareholder inquiry	0.10 Hrs	
03/12/14	RXZ	[B150-] Email to paralegals re: instructions for a fax from D. Tesh	0.10 Hrs	
03/12/14	RXZ	[B150-] Email to/from A. Hammer re: strategy session on March 26th hearing on March 27th	0.20 Hrs	
03/12/14	RXZ	[B150-] Email to/from A. Hammer re: professional call	0.20 Hrs	
03/12/14	RXZ	[B150-] Email to/from S. Hickey re: SEC	0.20 Hrs	
03/12/14	RXZ	[B150-] Email to A. Hammer and W. Weitz re: shareholders settlement, Debtors SEC proposal and advancement and indemnity issues	0.30 Hrs	
03/12/14	RXZ	[B150-] Emails to/from S. Kinsella, I. Densmore and E. Suttly re: Rust Omni invoice	0.20 Hrs	
03/12/14	RXZ	[B150-] Email to E. Everett re: summary of SEC Complaint	0.40 Hrs	
03/13/14	RXZ	[B150-] Emails to/from B. Lawson, E. Suttly and B. Phipps re: review of documents at YCST	0.20 Hrs	
03/13/14	RXZ	[B150-] Emails to/from A. Hammer, W. Weitz and S. Kinsella re: fee estimates for Elliott Greenleaf, Sugar Felsenthal	0.50 Hrs	
03/13/14	SAK	[B150-] Email exchanges with J. Holley re Committee's estimated future fees/expenses	0.10 Hrs	
03/14/14	SAK	[B150-] Email to J. Holley re fee estimates (.1); conference with R. Zahralddin re same (.1)	0.20 Hrs	
03/18/14	JF1	[B150-] Email to Professionals re: teleconference and preparations	0.10 Hrs	
03/25/14	EMS	[B150-] Emails regarding committee meeting	0.20 Hrs	
03/25/14	RXZ	[B150-] Call with J. Ford re: meeting minutes (.2) and analysis/recommendation on settlements for resolved claims (.5)	0.70 Hrs	
03/26/14	JF1	[B150-] Email to Committee and Professionals re: rescheduled weekly teleconference to April 2, 2014	0.10 Hrs	
03/31/14	JF1	[B150-] Emails to/from A. Hammer and W. Weitz re: OEC weekly teleconference and calendar invite (.2); email to OEC Committee and professionals re: same (.1)	0.30 Hrs	
Totals			9.90 Hrs	\$4,407.50
Meetings of and Communications with Creditors Totals			9.90 Hrs	\$4,407.50
<u>Employment & Retention Application Other</u>				

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03/03/14	EMS	[B165-] Analyze application to retain NERA	0.50 Hrs	
03/10/14	IDD	[B165-] Analyze J. Regnate objection to NERA retention application (.2); summarize and circulate to committee and professionals per E. Suttty (.1)	0.30 Hrs	
03/21/14	RXZ	[B165-] Email to A. Hammer re: J. Regnate objection to NERA retention	0.10 Hrs	
03/26/14	RXZ	[B165-] Analyze NERA Order (.2) and forward instructions to I. Densmore re: same (.1)	0.30 Hrs	
03/27/14	IDD	[B165-] Analyze order authorizing retention of NERA (.1); circulate to committee and professionals (.1)	0.20 Hrs	
03/27/14	IDD	[B165-] Serve order approving NERA retention application on 2002 list per E. Suttty	0.40 Hrs	
03/27/14	SAK	[B165-] Analyze Order Authorizing the Official Committee of Equity Security Holders to Employ and Retain an Economic Consultant Retroactive to December 30, 2013	0.10 Hrs	
03/28/14	IDD	[B165-] Draft affidavit of service of order granting NERA retention application per E. Suttty (.3); file same with Court (.2)	0.50 Hrs	
	Totals		2.40 Hrs	\$829.00
	Employment & Retention Application Other Totals		2.40 Hrs	\$829.00

EG Fee Applications

03/05/14	SAK	[B170-] Review revised Exhibit B for Elliott Greenleaf's January monthly fee application and note potential redactions of confidential information (.7); instructions to R. Zahralddin and I. Densmore re same (.2)	0.90 Hrs	
03/05/14	RXZ	[B170-] Updates to Exhibits for EG January Fee Applications and related redaction for protection of confidentiality	0.80 Hrs	
03/10/14	IDD	[B170-] Draft EG Fee Application for January 2014	1.20 Hrs	
03/10/14	SAK	[B170-] Email exchange with J. Ford and co-counsel re preliminary Elliott Greenleaf fee/expense invoice for January 2014; communications with Committee re same	0.20 Hrs	
03/10/14	JF1	[B170-] Instructions from R. Zahralddin re: Elliott Greenleaf January invoice (.1); email to Committee and Professionals re: same (.1)	0.20 Hrs	
03/11/14	EMS	[B170-] Finalize January fee application and oversee filing and service of same	1.40 Hrs	
03/11/14	IDD	[B170-] Revisions to EG's 5th Monthly Fee Application per E. Suttty	1.40 Hrs	
03/11/14	IDD	[B170-] File EG's 5th monthly fee application with the court	0.40 Hrs	
03/11/14	IDD	[B170-] Serve EG's 5th monthly fee application on required parties	1.10 Hrs	
03/11/14	SAK	[B170-] Detailed email to J. Holley re Elliott Greenleaf fee application / quarterly application calculations	0.50 Hrs	
03/11/14	IDD	[B170-] Update critical dates memo re: EG 5th monthly fee application objection deadline	0.10 Hrs	
03/24/14	SAK	[B170-] Conference with R. Zahralddin re revisions to Exhibit for Elliott Greenleaf monthly fee application; email exchanges re same	0.20 Hrs	
03/24/14	IDD	[B170-] Circulate Elliott Greenleaf's February 2014 draft invoice to Committee for approval per R. Zahralddin	0.10 Hrs	

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03/24/14	RXZ	[B170-] Emails from paralegals re invoice and time detail approval and update (.2); update time detail (.4); instructions to I. Densmore re approval from committee (.2); prepare summary and re: fee application to committee (.3)	1.10 Hrs	
03/24/14	RXZ	[B170-] Emails from J. Stemerman re: February fee application (.1); analyze same (.5) and email to J. Stemerman and paralegals to approve for filing (.1); instructions to paralegals re: committee approval (.2); prepare email for committee (.1)	1.00 Hrs	
03/25/14	IDD	[B170-] Draft Elliott Greenleaf's 6th monthly fee application (1.2); revisions per R. Zahralddin (.3)	1.50 Hrs	
03/25/14	JXS	[B170-] Analyze EG February fee application	0.20 Hrs	
03/25/14	IDD	[B170-] File Elliott Greenleaf's 6th monthly fee application	0.30 Hrs	
03/25/14	IDD	[B170-] Serve Elliott Greenleaf's 6th monthly fee application on required parties	0.20 Hrs	
03/27/14	SAK	[B170-] Review filed Elliott Greenleaf 6th Monthly Fee Application	0.20 Hrs	
Totals			13.00 Hrs	\$4,836.50
EG Fee Applications Totals			13.00 Hrs	\$4,836.50

Fee Objections EGS

03/26/14	SIC	[B171-] Correspondence with R. Zahralddin, E. Suttty and I. Densmore re: filing of CNO for January fee application	0.10 Hrs	
Totals			0.10 Hrs	\$22.50
Fee Objections EGS Totals			0.10 Hrs	\$22.50

Fee Applications and Invoices - Other

03/05/14	IDD	[B175-] Review proposed order regarding 2nd interim fee applications per E. Suttty	0.20 Hrs	
03/10/14	RXZ	[B175-] Instructions to E. Suttty and I. Densmore re: professionals' fee applications	0.20 Hrs	
03/11/14	IDD	[B175-] Update spreadsheet listing all professional fee applications per R. Zahralddin	0.20 Hrs	
03/12/14	SAK	[B175-] Multiple email exchange and conference with I. Densmore re Rust Omni fees and related procedures (.3) ; conference with E. Suttty re same (.1)	0.40 Hrs	
03/13/14	SAK	[B175-] Email exchanges with R. Zahralddin and E. Suttty re payment of individual committee member expenses	0.30 Hrs	
03/17/14	SAK	[B175-] Analyze Debtors' summary of professional fees for second interim period	0.20 Hrs	
03/21/14	SIC	[B175-] Update fee application deadline memo and circulate to counsel for reference	0.80 Hrs	
03/24/14	IDD	[B175-] Circulate Gavin/Solmonese 6th monthly fee application to committee members for approval per R. Zahralddin	0.10 Hrs	
03/24/14	JXS	[B175-] Analyze Gavin/Solomonese fee application	0.20 Hrs	
03/24/14	IDD	[B175-] Circulate SugarFGH 6th monthly fee application to committee members for approval per E. Suttty	0.10 Hrs	

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03/24/14	SIC	[B175-] Correspondence with A. Ferencz re: expected payment of committee expenses	0.10 Hrs	
03/24/14	RXZ	[B175-] Instructions to paralegals regarding circulation of SugarFGH February fee application to committee (.2); analyze same (.3); forward approval for filing under bar number subject to committee approval (.1)	0.60 Hrs	
03/25/14	IDD	[B175-] Analyze SugarFGH 6th monthly fee application (.2); draft certificate of service for same (.1)	0.30 Hrs	
03/25/14	IDD	[B175-] File SugarFGH's 6th monthly fee application	0.30 Hrs	
03/25/14	JXS	[B175-] Analyze SugarFHG February fee application	0.20 Hrs	
03/25/14	JXS	[B175-] Execute G/S February fee application notice and certificate of service	0.10 Hrs	
03/25/14	IDD	[B175-] Analyze Gavin/Solmonese 6th monthly fee application (.2); draft notice and certificate of service for same (.1)	0.30 Hrs	
03/25/14	IDD	[B175-] File Gavin/Solmonese's 6th monthly fee application	0.30 Hrs	
03/25/14	IDD	[B175-] Serve SugarFGH's 6th monthly fee application on required parties	0.20 Hrs	
03/25/14	IDD	[B175-] Serve Gavin/Solmonese's 6th monthly fee application on required parties	0.20 Hrs	
Totals			5.30 Hrs	\$1,778.00
Fee Applications and Invoices - Other Totals			5.30 Hrs	\$1,778.00

Fee Objections - Others

03/03/14	SAK	[B176-] Review communication from J. Holley re Debtors' fee application procedures and instructions from R. Zahraiddin re same	0.20 Hrs	
03/05/14	SAK	[B176-] Analyze Order (OMNIBUS) Approving Second Interim Fee Applications of Professionals	0.10 Hrs	
03/10/14	IDD	[B176-] Analyze J. Regnate objection to SugarFGH and Gavin/Solmonese January fee applications (.2); summarize and circulate to committee and professionals per E. Suttly (.1)	0.30 Hrs	
03/10/14	SAK	[B176-] Analyze James Regnante's objection to professionals' fee applications	0.20 Hrs	
03/12/14	SAK	[B176-] Communications with J. Holley re fee application payments	0.10 Hrs	
03/12/14	SIC	[B176-] Circulate Interim Compensation Order to S. Kinsella for review	0.10 Hrs	
03/13/14	RXZ	[B176-] Email from A. Ferencz re: reimbursements (.1); email to S. Kinsella, E. Suttly and S. Roberts re: reimbursement status chart (.3)	0.40 Hrs	
03/13/14	SIC	[B176-] Communications with S. Kinsella, E. Suttly and R. Zahraiddin re: payment of EC expense reimbursement	0.20 Hrs	
03/13/14	SIC	[B176-] Draft spreadsheet re payment of EC expense reimbursement (.7) and e-mail re: same (.1)	0.80 Hrs	
03/19/14	RXZ	[B176-] Emails to/from I. Densmore and J. Holley re: professional fee accruals as of March 14, 2014	0.30 Hrs	
03/20/14	RXZ	[B176-] Instructions to S. Roberts re: update to Fee Application Deadline Memos (.2) and to I. Densmore re: critical dates and analyze same (.4)	0.60 Hrs	
03/25/14	RXZ	[B176-] Emails and calls re: attempt to resolve Regnante objection with A. Hammer (.4) and D. Bowman (.1)	0.50 Hrs	

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03/26/14	IDD	[B176-] Confer with A. Hammer and E. Suttly regarding J. Regnate objections to SugarFGH and Gavin/Solmonese 5th monthly fee applications	0.30 Hrs	
03/26/14	IDD	[B176-] Analyze Lowenstein Sandler 7th monthly fee application (.1); forward same with summary to committee and professionals (.1)	0.20 Hrs	
03/26/14	JF1	[B176-] Conference with S. Roberts re: AgFeed Professionals fee summary chart from J. Holley (.2); research R. Zahralddin's email re: same (.3)	0.50 Hrs	
03/26/14	SIC	[B176-] Correspondence with R. Zahralddin and J. Holley re: fee/expense payment schedule procedures	0.60 Hrs	
03/26/14	RXZ	[B176-] Calls with S. Roberts re: fee application memo for OEC professionals for deadlines, hearings and CNO filings and review of OCUC and Debtors fee applications pursuant to interim compensation order (.3) analyze and update same (.2) email and call re: payment schedule and related instructions (.3)	0.80 Hrs	
03/26/14	RXZ	[B176-] Analyze memo from I. Densmore re: updated fees and professional rate burn (.4) and instructions re: same including distribution to Equity Committee (.2)	0.60 Hrs	
03/26/14	IDD	[B176-] Analyze Greenberg Traurig 7th monthly fee application (.1); forward same with summary to committee and professionals (.1)	0.20 Hrs	
03/26/14	IDD	[B176-] Analyze CohnReznick 7th monthly fee application (.1); forward same with summary to committee and professionals (.1)	0.20 Hrs	
03/27/14	IDD	[B176-] Draft certification of counsel regarding SugarFGH's 5th monthly fee application per E. Suttly (.3); draft proposed order re: same (.3)	0.60 Hrs	
03/27/14	IDD	[B176-] Revise certification of counsel regarding SugarFGH's 5th monthly fee application per E. Suttly comments (.1); revise proposed order per E. Suttly comments (.1)	0.20 Hrs	
03/27/14	IDD	[B176-] File certification of counsel re: SugarFGH's 5th monthly fee application (.2); serve on required parties (.4)	0.50 Hrs	
03/27/14	SIC	[B176-] Correspondence with R. Zahralddin re: payment schedule (.2); update fee application deadlines memo per R. Zahralddin comments (1.6); circulate to committee and professionals for record (.1)	1.90 Hrs	
03/27/14	SAK	[B176-] Review updated fee application procedures / schedule forwarded by Debtors; instructions to S. Roberts re same	0.20 Hrs	
03/27/14	EMS	[B176-] Revise certifications of counsel regarding SFG&H and GS January fee applications and related emails	1.20 Hrs	
03/27/14	RXZ	[B176-] Finalize fee application memo for OEC professionals for deadlines, hearings and CNO/COC filings and review of OCUC and Debtors fee applications pursuant to interim compensation order	0.30 Hrs	
03/27/14	IDD	[B176-] Draft certification of counsel regarding Gavin/Solmonese 5th monthly fee application per E. Suttly (.3); draft proposed order re: same (.3)	0.60 Hrs	
03/27/14	IDD	[B176-] File certification of counsel re: Gavin/Solmonese's 5th monthly fee application (.2); serve on required parties (.4)	0.50 Hrs	
03/27/14	RXZ	[B176-] Respond to inquiries from J. Holley re: professional fee accrual	0.20 Hrs	
03/31/14	IDD	[B176-] Circulate BMC Group (claims & noticing agent) invoice for February 2014 to committee and professionals per E. Suttly	0.10 Hrs	
Totals			13.50 Hrs	\$4,912.00

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Fee Objections - Others Totals	13.50 Hrs	\$4,912.00
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Business Operations

03/28/14	SIC	[B210-] Circulate MOR to J. VanEtten for summary	0.10 Hrs	
03/31/14	EMS	[B210-] Analyze MOR for February 2014	0.40 Hrs	
	Totals		0.50 Hrs	\$202.50
	Business Operations Totals		0.50 Hrs	\$202.50

Claims Administration and Objections

03/05/14	RXZ	[B310-] Call from J. Crocket of Protiviti re: claim	0.10 Hrs	
03/07/14	RXZ	[B310-] Further review of Foley claim issues (.9) and related negotiation and related prep to resolve same (.7)	1.60 Hrs	
03/17/14	RXZ	[B310-] Emails to/from W. Weitz, A. Hammer re: indemnification claims and expenses	0.30 Hrs	
03/18/14	EMS	[B310-] Professionals meeting regarding indemnification claims	0.50 Hrs	
03/18/14	RXZ	[B310-] Call with counsel for [REDACTED] re: factual investigation and indemnification claim	0.50 Hrs	
03/24/14	JF1	[B310-] Email from R. Zahralddin re: FTI and Marcum settlements (.1); research re: same (.3); email to R. Zahralddin, W. Weitz re: same (.1)	0.50 Hrs	
03/24/14	RXZ	[B310-] Updates and respond to inquiries by W. Weitz re: resolved claims for updates to waterfall (.8); analyze related record (.5); instructions to J. Ford re: same (.2); further replies to W. Weitz re: Marcum and FTI claim (.2)	1.70 Hrs	
03/26/14	IDD	[B310-] Analyze notice of withdrawal of Debtors' objection to claim of Z. Yang and update record	0.10 Hrs	
03/26/14	RXZ	[B310-] Email to I. Densmore re: notice of withdrawal (.1); replies and follow up re: claim (.3)	0.40 Hrs	
03/27/14	EMS	[B310-] Review notice of withdrawal of Debtors' objection to claim number 63	0.40 Hrs	
03/31/14	IDD	[B310-] Analyze 7th and 8th omnibus objections to claims (.3); draft brief summary of objections and email to committee per R. Zahralddin (.1)	0.40 Hrs	
03/31/14	EMS	[B310-] Analyze SEC settlement memorandum	0.40 Hrs	
	Totals		6.90 Hrs	\$3,616.00
	Claims Administration and Objections Totals		6.90 Hrs	\$3,616.00

Plan and Disclosure Statement

03/03/14	SIC	[B320-] Review Motion to Extend Exclusivity (.2); summarize (.3); circulate to Committee and Professionals for review (.1)	0.60 Hrs	
03/03/14	SAK	[B320-] Analyze Debtors' third exclusivity motion to extend time to file plan of reorganization	0.20 Hrs	
03/03/14	EMS	[B320-] Teleconference with Debtors and equity committee professionals regarding plan issues	1.00 Hrs	
03/03/14	EMS	[B320-] Analyze motion to extend exclusivity	0.40 Hrs	

In re Agfeed USA, LLC - Case No. 13-11761

03/03/14	RXZ	[B320-] Call with the Debtors re: Plan and Disclosure Statement issues	1.00 Hrs	
03/11/14	RXZ	[B320-] Case strategy meeting re: plan	0.80 Hrs	
03/11/14	RXZ	[B320-] OEC Professional Working Group teleconference re: plan	1.00 Hrs	
03/11/14	RXZ	[B320-] Preparation for case strategy meeting re: plan	0.30 Hrs	
03/12/14	RXZ	[B320-] Calls with A. Hammer and Weritz re: plan update and indemnification proposal	1.00 Hrs	
03/17/14	RXZ	[B320-] Email inquiry from K. Gudhus re: exclusivity	0.20 Hrs	
03/18/14	RXZ	[B320-] Emails re: renewed inquiry from committee for updated waterfall	0.20 Hrs	
03/19/14	RXZ	[B320-] Research on SEC claims and related issues re: Plan and Disclosure Statement (1.9) analyze related record and prior research (1.4)	3.30 Hrs	
03/20/14	IDD	[B320-] Analyze order further extending plan exclusivity period (.2); circulate order with summary to committee and professionals (.1)	0.30 Hrs	
03/20/14	SAK	[B320-] Analyze order extending exclusivity period	0.10 Hrs	
03/20/14	RXZ	[B320-] Emails and calls re: plan issues with A. Hammer	0.30 Hrs	
03/20/14	RXZ	[B320-] Analyze exclusivity order and provide instructions to I. Densmore re: same	0.20 Hrs	
03/21/14	RXZ	[B320-] Calls with A. Hammer re: Plan	0.20 Hrs	
03/25/14	RXZ	[B320-] Analyze revised waterfall (.3) emails to and from Debtors (.2) to and from OEC professionals (.3)	0.80 Hrs	
03/26/14	RXZ	[B320-] Instructions to I. Densmore re: exclusivity deadlines	0.20 Hrs	
03/27/14	RXZ	[B320-] Plan discussion re: updated plan and disclosure statement with A. Hammer and E. Suttly	0.60 Hrs	
Totals			12.70 Hrs	\$7,128.50
Plan and Disclosure Statement Totals			12.70 Hrs	\$7,128.50

Court Hearings

03/03/14	EMS	[B430-] Analyze agenda for 3/5 hearing	0.20 Hrs	
03/04/14	SIC	[B430-] Preparation of Hearing binder for E. Suttly for March 5, 2014 hearing	0.70 Hrs	
03/05/14	EMS	[B430-] Hearing preparation including analyzing proposed order discussion and with Debtors' counsel and conference with co-counsel	2.50 Hrs	
03/05/14	EMS	[B430-] Attend hearing	1.50 Hrs	
03/07/14	IDD	[B430-] Analyze agenda for hearing on 3-11-2014 (.1); draft summary of same and e-mail agenda with summary to committee and professionals (.1)	0.20 Hrs	
03/07/14	EMS	[B430-] Analyze agenda for 3/11/14 hearing and directions to IDD to circulate to committee members and professionals	0.20 Hrs	
03/10/14	EMS	[B430-] Review amended agenda for 3/11 hearing and direct I. Densmore to circulate to committee	0.20 Hrs	
03/10/14	EMS	[B430-] Review transcript of 3/5 hearing and direct Rust Omni to post on website	0.50 Hrs	

In re Agfeed USA, LLC - Case No. 13-11761

03/10/14	IDD	[B430-] Analyze amended agenda for 3-11-2014 hearing (.1); circulate agenda to committee and professionals advising that hearing is cancelled (.1)	0.20 Hrs	
03/10/14	RXZ	[B430-] Instructions to I. Densmore re: agenda for upcoming hearing	0.10 Hrs	
03/14/14	IDD	[B430-] Analyze notice of cancellation of hearing on 3-18-2014 per R. Zahralddin (.1); advise attorneys no such hearing exists in this matter (.1)	0.20 Hrs	
03/18/14	IDD	[B430-] Email instructions from R. Zahralddin re: new hearing/objection dates for US Trustee's Amended Motion to Appoint a Ch. 11 Trustee (.1); update critical dates memo re: same (.1)	0.20 Hrs	
03/25/14	IDD	[B430-] Assemble binder for hearing on 3-27-2014	0.30 Hrs	
03/25/14	IDD	[B430-] Analyze agenda for hearing on 3-27-2014 (.1); draft summary (.1) and send with agenda to committee and professionals (.1)	0.30 Hrs	
03/25/14	EMS	[B430-] Analyze agenda for 3/27 hearing	0.20 Hrs	
03/25/14	RXZ	[B430-] Analyze agenda for hearing (.1) and related follow up with E. Suttty and A. Hammer (.2)	0.30 Hrs	
03/26/14	EMS	[B430-] Review amended agenda (.1) and call to D. Bowman re: same (.1)	0.20 Hrs	
03/26/14	IDD	[B430-] Assist A. Hammer with preparation for hearing on 3-27-2014	0.40 Hrs	
03/26/14	RXZ	[B430-] Analyze docket notice re: amended agenda (.1) and instructions to I. Densmore re: same (.1)	0.20 Hrs	
03/26/14	IDD	[B430-] Analyze amended agenda for 3-27-2014 hearing (.1); circulate to committee and professionals with brief summary of changes (.1)	0.20 Hrs	
03/27/14	EMS	[B430-] Prepare for hearing	0.40 Hrs	
03/27/14	EMS	[B430-] Attend hearing	1.10 Hrs	
03/27/14	EMS	[B430-] Post-hearing meeting with R. Zaharlddin and A. Hammer	0.50 Hrs	
03/27/14	RXZ	[B430-] Hearing report from A. Hammer and E. Suttty	0.40 Hrs	
Totals			11.20 Hrs	\$4,592.50
Court Hearings Totals			11.20 Hrs	\$4,592.50

Insurance Matters

03/15/14	RXZ	[B460-] Emails (.3) and analysis (.5) re: trade restrictions on D&O shares	0.80 Hrs	
03/18/14	JF1	[B460-] Emails from R. Zahralddin and W. Weitz re: indemnification issues	0.30 Hrs	
03/18/14	RXZ	[B460-] Prepare for teleconference with A. Hammer, W. Weitz and M. Melickian re: indemnification	0.30 Hrs	
Totals			1.40 Hrs	\$738.50
Insurance Matters Totals			1.40 Hrs	\$738.50

Litigation

03/05/14	RXZ	[B600-] Emails re: trustee motion and related continuance	0.20 Hrs	
03/11/14	SIC	[B600-] Preparation of Examiner and Trustee appointment documents for R. Zahralddin research and review	0.90 Hrs	

In re Agfeed USA, LLC - Case No. 13-11761

03/12/14	EMS	[B600-] Analyze SEC complaint and orders regarding Sadler and Marshal	2.60 Hrs	
03/12/14	EMS	[B600-] Analyze motion to approve settlement agreement with SEC (.9); summarize for distribution to committee members and professional (.5)	1.40 Hrs	
03/12/14	RXZ	[B600-] Analyze SEC complaint and related record	0.90 Hrs	
03/12/14	RXZ	[B600-] Email instructions to S. Roberts and E. Suttty re: summary for Motion to Approve Compromise under Rule 9019	0.10 Hrs	
03/12/14	SAK	[B600-] Analyze Debtors' 's Motion for approval of Proposed Settlement Agreement with the Securities and Exchange Commission	0.40 Hrs	
03/12/14	RXZ	[B600-] Update call with the Debtors on plan issues and related mediation follow up on SEC, indemnification, and shareholder class action	1.00 Hrs	
03/12/14	SIC	[B600-] Circulate 9019 Motion to E. Suttty for review and summary	0.10 Hrs	
03/19/14	RXZ	[B600-] Email updates from A. Hammer re: SEC issues (.2) and related follow up with same (.3)	0.50 Hrs	
03/25/14	EMS	[B600-] Analyze update from SEC	0.20 Hrs	
03/26/14	EMS	[B600-] Strategy meeting with co-counsel and G/S	4.30 Hrs	
03/31/14	IDD	[B600-] Analyze order approving settlement with SEC (.1); forward order to committee and professionals including earlier summary of settlement by E. Suttty (.1)	0.20 Hrs	
03/31/14	RXZ	[B600-] Analyze SEC settlement order (.2) and forward instructions to I. Densmore re: communication to EC (.1)	0.30 Hrs	
03/31/14	RXZ	[B600-] Analyze email and memo from R. Brady (.2) re: SEC and follow up call with A. Hammer (.2)	0.40 Hrs	
Totals			13.50 Hrs	\$6,349.00
Litigation Totals			13.50 Hrs	\$6,349.00
			TOTAL LEGAL SERVICES	\$82,259.50

LEGAL SERVICES SUMMARY

Smith, Heidi R.	1.50 Hrs	175 /hr	\$262.50
Densmore, Ian D.	17.20 Hrs	225 /hr	\$3,870.00
Ford, Jennifer L.	4.30 Hrs	225 /hr	\$967.50
Roberts, Sandra I	9.90 Hrs	225 /hr	\$2,227.50
Soloway, Russell M.	31.70 Hrs	325 /hr	\$10,302.50
Stemerman, Jonathan M.	0.70 Hrs	375 /hr	\$262.50
Kinsella, Shelley A.	5.00 Hrs	450 /hr	\$2,250.00
Suttty, Eric M	48.30 Hrs	450 /hr	\$21,735.00
Zahraiddin-Aravena, Rafael X.	66.20 Hrs	610 /hr	\$40,382.00
	<u>184.80 Hrs</u>		<u>\$82,259.50</u>

Reimbursement for out of pocket expenses**COMPUTERIZED LEGAL RESEARCH**

In re Agfeed USA, LLC - Case No. 13-11761

03/26/14	☐ LEXISNEXIS (BB/WB/SC/DE)---INV #3090005834 DTD 02/28/14: LEGAL RESEARCH FOR THE PERIOD: FEB 01, 2014 - FEB 28, 2014	95.88	
03/26/14	☐ LEXISNEXIS (BB/WB/SC/DE)---INV #3090005834 DTD 02/28/14: LEGAL RESEARCH FOR THE PERIOD: FEB 01, 2014 - FEB 28, 2014	63.24	
			\$159.12
DOCKETS			
04/18/14	☐ PACER SERVICE CENTER (DE)---INV # 01/01/14-03/31/14 DTD 04/07/14: DOCKET RETRIEVAL FOR THE PERIOD: 01/01/14-03/31/14	5.70	
			\$5.70
EXPRESS MAIL			
04/08/14	☐ FEDERAL EXPRESS CORPORATION (DE)--- INV # 2-608-19322 DTD 04/01/14 OVERNIGHT PACKAGE DELIVERY TO JAMIE NETZNIK SUGAR FELSENTAL GRAIS & HAM CHICAGO, IL ON 03/25/14 HRS	83.71	
			\$83.71
MEALS			
04/17/14	☐ RMS---INV #03/12-03/26/14 RMS DTD 04/11/14 EXPENSE VOUCHER DOCUMENT REVIEW IN DE OFFICE 03/12, 03/24, 03/26/14	52.00	
			\$52.00
PARKING			
04/17/14	☐ RMS---INV #03/12-03/26/14 RMS DTD 04/11/14 EXPENSE VOUCHER DOCUMENT REVIEW IN DE OFFICE 03/12, 03/24, 03/26/14	40.00	
			\$40.00
POSTAGE			
02/28/14	☐ Postage	136.89	
03/11/14	☐ Postage	67.23	
03/25/14	☐ Postage	26.61	
03/25/14	☐ Postage	5.73	
03/25/14	☐ Postage	57.12	
03/27/14	☐ Postage	85.29	
			\$378.87
TELEPHONE			
03/20/14	☐ THE CONFERENCE GROUP, LLC ---INV#158 - FEB 2014 DTD 02/01/14 DE CONFERENCE CALL FEES FOR THE PERIOD: 01/01/14-01/31/14	118.92	

In re Agfeed USA, LLC - Case No. 13-11761

03/20/14 [] THE CONFERENCE GROUP, LLC ---INV#159 - MAR 93.17
 2014 DTD 03/01/14 DE CONFERENCE CALL FEES FOR
 THE PERIOD: 02/01/14-02/28/14

\$212.09

Total Reimbursement for out of pocket expenses \$931.49

TOTAL THIS BILL \$83,190.99

PREVIOUS BILLS OUTSTANDING

121070	03/11/14	39,137.90
121348	03/25/14	128,640.48
		<u>\$167,778.38</u>

GRAND TOTAL DUE \$250,969.37

PREVIOUS BILLS OUTSTANDING

121070	03/11/14	39,137.90
121348	03/25/14	128,640.48
		<u>\$167,778.38</u>

TOTAL DUE \$250,969.37

In re Agfeed USA, LLC - Case No. 13-11761

Task Billing Summary Page

Re: AgFeed Official Committee of Equity Security Holders

	<u>Current Bill</u>
<u>Case Administration</u>	
	\$440.00
Subtotals	\$440.00
<u>Asset Analysis and Recovery</u>	
	\$42,182.00
Subtotals	\$42,182.00
<u>Asset Disposition</u>	
	\$225.00
Subtotals	\$225.00
<u>Meetings of and Communications with Creditors</u>	
	\$4,407.50
Subtotals	\$4,407.50
<u>Employment & Retention Application Other</u>	
	\$829.00
Subtotals	\$829.00
<u>EG Fee Applications</u>	
	\$4,836.50
Subtotals	\$4,836.50
<u>Fee Objections EGS</u>	
	\$22.50
Subtotals	\$22.50
<u>Fee Applications and Invoices - Other</u>	
	\$1,778.00
Subtotals	\$1,778.00
<u>Fee Objections - Others</u>	
	\$4,912.00
Subtotals	\$4,912.00
<u>Business Operations</u>	
	\$202.50
Subtotals	\$202.50
<u>Claims Administration and Objections</u>	

In re Agfeed USA, LLC - Case No. 13-11761

	\$3,616.00
Subtotals	\$3,616.00
<u>Plan and Disclosure Statement</u>	
	\$7,128.50
Subtotals	\$7,128.50
<u>Court Hearings</u>	
	\$4,592.50
Subtotals	\$4,592.50
<u>Insurance Matters</u>	
	\$738.50
Subtotals	\$738.50
<u>Litigation</u>	
	\$6,349.00
Subtotals	\$6,349.00
Totals	\$82,259.50

Amounts outstanding over 30 days are subject to 1 1/4% interest per month.

Payments received after prior posting may not be reflected.

For credit card payment, please contact
Patricia Rooney at (215) 977-1014

EXHIBIT C

**SUMMARY OF EXPENSES FOR THE PERIOD
FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014**

<u>Expense Category</u>	<u>Total Expenses</u>
Computerized Legal Research	\$ 159.12
Dockets	\$ 5.70
Overnight Mail	\$ 83.71
Meals	\$ 52.00
Parking	\$ 40.00
Postage	\$ 378.87
Conference Call Fees	\$ 212.09
TOTAL:	\$ 931.49

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

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

CERTIFICATE OF SERVICE

I hereby certify that I caused a copy of the *Seventh Monthly Application of Elliott Greenleaf, counsel to the Official Committee of Equity Security Holders, for Compensation 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) as listed on Exhibit A, attached hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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, 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.

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. Zahra (DE Bar No. 4166)

Eric M. Sutt (DE Bar No. 4007)

Shelley A. Kinsella (DE Bar No. 4023)

1105 North Market Street, Suite 1700

Wilmington, Delaware 19801

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Email: rxza@elliottgreenleaf.com

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Email: sak@elliottgreenleaf.com

*Counsel to the Official Committee
of Equity Security Holders*

EXHIBIT A

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Wilmington, DE 19801

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
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Wilmington, DE 19899

LCSWMA
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Don Tesh
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Mario Grech
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Toronto, ON M4Y 1A5
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2998 197th Street
Earlville, IA 52041

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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

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C/O Recovery Mgmt Systems Corp
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Enterprise Fleet Services
Attn: Christina Skelton
Enterprise Fleet Mgt. Customer Billing
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Centralized Insolvency Operation
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Perrinjaquet Fekkether Site, LLC
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