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 22, 2014 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

TO: (I) DEBTORS; (II) UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (III) OFFICIAL COMMITTEE OF UNSECURED CREDITORS; AND (IV) OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS

PLEASE TAKE NOTICE that Latham & Watkins LLP (the "Applicant") has filed its **Seventh Monthly Application for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Special Counsel to the Debtors and Debtors-in-Possession for the Period January 1, 2014 through January 31, 2014** (the "Application") with the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that the Application seeks allowance and approval of fees in the amount of $78,702.00 and expenses in the amount of $404.00.

PLEASE TAKE FURTHER NOTICE that Objections to the Application, if any, are required to be filed on or before **May 22, 2014 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the Objection so as to be received by the following on or before the Objection Deadline: (i) William R. Baker III, Latham & Watkins LLP, 555 Eleventh Street, NW, Suite 1000, Washington, D.C. 20004-1304, (ii) the Debtors, 816 Congress Avenue, Suite 1280, Austin, Texas 78701, Attn: Josh Holley, Chief Restructuring Officer; (iii) counsel for the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn: Robert S. Brady; (iv) counsel for the Official Committee of Unsecured Creditors: (a) Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Suite 1200,

[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 Genetics Land, LLC (1921). The Debtors' mailing address is 816 Congress Avenue, Suite 1280, Austin, Texas 78701.

Wilmington, Delaware 19801, Attn: Sandra G. M. Selzer; and (b) Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, New Jersey, 07068, Attn: Jeffrey D. Prol; (v) 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 (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: David B. Buchbinder.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER AUTHORIZING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 176], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED INTERIM FEES AND 100% OF THE REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE APPLICATION.

Dated: May 2, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Donald J. Bowman, Jr.
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Donald J. Bowman, Jr. (No. 4383)
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