

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

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

Objection Deadline: May 27, 2014 at 4:00 p.m. (ET)

**EIGHTH COMBINED² MONTHLY APPLICATION OF YOUNG
CONAWAY STARGATT & TAYLOR, LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014**

Name of Applicant:	Young Conaway Stargatt & Taylor, LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Effective Date of Retention:	July 15, 2013
Period for which compensation and reimbursement is sought:	February 1, 2014 through February 28, 2014
Amount of Compensation sought as actual, reasonable and necessary:	\$160,165.00 (AgFeed USA, LLC Share: \$30,775.50) (AgFeed Industries, Inc. Share: \$129,389.50)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$4,474.35 (AgFeed USA, LLC Share: \$892.70) (AgFeed Industries, Inc. Share: \$3,581.65)

This is an: X monthly ____ final application

These applications include 2.40 hours with a value of \$621.50 incurred in connection with the preparation of Fee Applications.

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 Ave., Suite 1280, Austin, Texas 787101.

² This fee application includes fees and expenses incurred for AgFeed USA, LLC ("AgFeed USA") and AgFeed Industries, Inc. ("AgFeed Industries").

Prior applications:

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
9/4/13; 274	7/15/13 - 7/31/13	\$160,697.00	\$13,577.71	\$160,697.00	\$8,070.16
10/1/13; 394	8/1/13 - 8/31/13	\$304,951.00	\$20,142.90	\$304,951.00	\$16,002.70
11/18/13; 592	9/1/13 - 9/30/13	\$270,556.50	\$26,407.10	\$270,556.50	\$26,407.10
1/21/14; 799	10/1/13 – 10/31/13	\$202,982.00	\$3,038.13	\$202,982.00	\$3,038.13
1/21/14; 800	11/1/13 – 11/30/13	\$232,035.00	\$7,841.65	\$232,035.00	\$7,841.65
2/5/14; 857	12/1/13 – 12/31/13	\$218,053.00	\$7,538.73	\$218,053.00	\$7,538.73
3/11/14; 958	1/1/14 – 1/31/14	\$170,859.50	\$1,840.43	PENDING	PENDING

COMPENSATION BY INDIVIDUAL FOR AGFEED USA, LLC

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Robert S. Brady	Partner since 1998. Joined firm as associate in 1990. Member of DE Bar since 1990. Member of NY Bar since 2007.	\$765.00	0.10	\$76.50
Donald J. Bowman	Joined firm as associate in 2005. Member of DE Bar since 2003. Member of DC Bar since 2011. Member of NY Bar since 2012.	\$440.00	30.10	\$13,244.00
Ian J. Bambrick	Joined firm as associate in 2010. Member of DE Bar since 2010.	\$320.00	28.00	\$8,960.00
Ashley E. Markow	Joined firm as associate in 2011. Member of DE Bar since 2011.	\$300.00	16.40	\$4,920.00
Dennis Mason	Paralegal	\$240.00	0.40	\$96.00
Michael Girello	Paralegal	\$240.00	0.10	\$24.00
Troy Bollman	Paralegal	\$170.00	0.40	\$68.00
Chad Corazza	Paralegal	\$160.00	21.10	\$3,376.00
Patsy Petlock	Clerk	\$55.00	0.20	\$11.00
Grand Total:			96.80	\$30,775.50
Blended Rate:		\$317.93		

COMPENSATION BY INDIVIDUAL FOR AGFEED INDUSTRIES, INC.

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Craig D. Grear	Partner since 2000. Joined firm as partner in 1996. Member of DE Bar since 1994. Member of PA Bar since 1995.	\$765.00	6.80	\$5,202.00
Robert S. Brady	Partner since 1998. Joined firm as associate in 1990. Member of DE Bar since 1990. Member of NY Bar since 2007.	\$765.00	66.60	\$50,949.00
Donald J. Bowman	Joined firm as associate in 2005. Member of DE Bar since 2003. Member of DC Bar since 2011. Member of NY Bar since 2012.	\$440.00	88.40	\$38,896.00
Ian J. Bambrick	Joined firm as associate in 2010. Member of DE Bar since 2010.	\$320.00	34.20	\$10,944.00
Ashley E. Markow	Joined firm as associate in 2011. Member of DE Bar since 2011.	\$300.00	17.10	\$5,130.00
Elizabeth S. Justison	Joined firm as associate in 2013. Member of DE Bar since 2013.	\$280.00	1.90	\$532.00
Debbie Laskin	Paralegal	\$240.00	36.40	\$8,736.00
Michael Girello	Paralegal	\$240.00	3.00	\$720.00
Lisa Eden	Paralegal	\$180.00	11.20	\$2,016.00
Chad Corazza	Paralegal	\$160.00	19.10	\$3,056.00
Beth Olivere	Paralegal	\$155.00	20.70	\$3,208.50
Grand Total:			305.40	\$129,389.50
Blended Rate:		\$423.67		

COMPENSATION BY PROJECT CATEGORY FOR AGFEED USA, LLC

Project Category	Total Hours	Total Fees
Case Administration (B001)	5.20	\$1,421.00
Court Hearings (B002)	9.70	\$1,832.00
Schedules & Statements, U.S. Trustee Reports (B004)	6.20	\$1,928.00
Lease/Executory Contract Issues (B005)	5.90	\$1,966.00
Claims Analysis, Objections and Resolutions (B007)	16.80	\$5,616.00
Other Adversary Proceedings (B011)	0.90	\$256.00
Plan and Disclosure Statement (B012)	14.10	\$5,998.00
Creditor Inquiries (B013)	0.20	\$62.00
General Corporate Matters (B014)	0.40	\$176.00
Retention of Professionals / Fee Issues (B017)	36.10	\$11,224.00
Fee Application Preparation (B018)	1.30	\$296.50
TOTALS	96.80	\$30,775.50

COMPENSATION BY PROJECT CATEGORY FOR AGFEED INDUSTRIES, INC.

Project Category	Total Hours	Total Fees
Case Administration (B001)	76.70	\$17,431.00
Court Hearings (B002)	9.30	\$2,163.50
Schedules & Statements, U.S. Trustee Reports (B004)	3.80	\$1,326.00
Use, Sale or Lease of Property (363 issues) (B006)	7.10	\$5,009.00
Claims Analysis, Objections and Resolutions (B007)	79.00	\$33,699.50
Other Adversary Proceedings (B011)	4.40	\$1,973.50
Plan and Disclosure Statement (B012)	76.50	\$46,302.50
Creditor Inquiries (B013)	1.60	\$1,117.00
General Corporate Matters (B014)	22.20	\$9,937.50
Asset Analysis (B016)	2.60	\$1,989.00
Retention of Professionals / Fee Issues (B017)	21.10	\$8,116.00
Fee Application Preparation (B018)	1.10	\$325.00
TOTALS	305.40	\$129,389.50

EXPENSE SUMMARY FOR AGFEED USA, LLC

Expenses Category (Examples)	Total Expenses
Reproduction Charges	892.70
TOTAL DISBURSEMENTS	\$892.70

EXPENSE SUMMARY FOR AGFEED INDUSTRIES, INC.

Expenses Category (Examples)	Total Expenses
Reproduction Charges	\$920.30
Facsimile	\$102.00
Deposition/Transcript	\$87.30
Delivery/Courier	\$67.50
Hotel/Lodging	\$755.00
Working Meals	\$608.70
Teleconference/Video Conference	\$407.49
Staff Overtime	\$69.75
Computerized Legal Research	\$460.61
Docket Retrieval/Search	\$103.00
TOTAL DISBURSEMENTS	\$3,581.65

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

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 13-11761 (BLS)

Jointly Administered

Objection Deadline: May 27, 2014 at 4:00 p.m. (ET)

**EIGHTH COMBINED² MONTHLY APPLICATION OF YOUNG
CONAWAY STARGATT & TAYLOR, LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the law firm of Young Conaway Stargatt & Taylor, LLP (hereinafter “YCS&T”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors-in-possession (collectively the “Debtors”) in the amount of \$30,775.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$892.70 for AgFeed USA, LLC (“AgFeed USA”), and for reasonable compensation in the amount of \$129,389.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$3,581.65 for AgFeed Industries, Inc. (“AgFeed Industries”) for the period commencing February 1, 2014 through and including February 28, 2014 (the “Fee Period”). In support of its Application, YCS&T 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 Genetics Land, LLC (1921). The Debtors’ mailing address is 816 Congress Ave., Suite 1280, Austin, Texas 78701.

² This fee application includes fees and expenses incurred for AgFeed USA, LLC (“AgFeed USA”) and AgFeed Industries, Inc. (“AgFeed Industries”).

1. YCS&T was employed under a general retainer to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, pursuant to an Order entered by this Court on August 21, 2013. The Order authorized YCS&T to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

2. All services for which compensation is requested by YCS&T were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period for AgFeed USA showing the amount of \$30,775.50 due for fees. Attached hereto as Exhibit B is a detailed statement of fees incurred during the Fee Period for AgFeed Industries showing the amount of \$129,389.50 due for fees. Attached hereto as Exhibit C is a detailed statement of expenses paid during the Fee Period for AgFeed USA showing the amount of \$892.70 for reimbursement of expenses. Attached hereto as Exhibit D is a detailed statement of expenses paid during the Fee Period for AgFeed Industries showing the amount of \$3,581.65 for reimbursement of expenses.

4. The services rendered by YCS&T during the Fee Period are grouped into the categories set forth in Exhibit A and Exhibit B. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

5. YCS&T has incurred out-of-pocket disbursements during the Fee Period for AgFeed USA in the amount of \$892.70 and AgFeed Industries in the amount of \$3,581.65. This disbursement sum is broken down into categories of charges, including, among other things,

telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Fee Period may be found in the attachments hereto as Exhibit C and Exhibit D. To the extent such itemization is insufficient to satisfy the requirements of Del. Bankr. LR 2016-2(e)(ii), YCS&T respectfully requests that the Court waive strict compliance with such rule.

6. Costs incurred for overtime and computer assisted research are not included in YCS&T's normal hourly billing rates and, therefore, are itemized and included in YCS&T's disbursements. Pursuant to Local Rule 2016-2, YCS&T represents that its rate for duplication is \$.10 per page, its rate for outgoing telecopier transmissions is \$1.00 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

VALUATION OF SERVICES

7. Attorneys and paraprofessionals of YCS&T have expended a total of 96.80 hours in connection with AgFeed USA and a total of 305.40 hours in connection with AgFeed Industries for this matter during the Fee Period.

8. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A and Exhibit B. These are YCS&T's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by YCS&T for the Period as counsel for the

Debtors in these cases under Chapter 11 is \$30,775.50 for AgFeed USA and \$129,389.50 for AgFeed Industries.

9. YCS&T believes that the time entries included in Exhibit A and Exhibit B attached hereto and the expense breakdown set forth in Exhibit C and Exhibit D hereto are in compliance with the requirements of Local Rule 2016-2.

10. In accordance with the factors enumerated in 11 U.S.C. §330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

11. This Application covers the period February 1, 2014 through and including February 28, 2014. YCS&T has and will continue to perform additional necessary services subsequent to February 28, 2014, for which YCS&T will file subsequent fee applications.

WHEREFORE, YCS&T requests that allowance be made to it in the sum of \$30,775.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period for AgFeed USA and the sum of \$892.70 for reimbursement of actual and necessary costs incurred during the Fee Period for AgFeed USA, and that allowance be made to it in the sum of \$129,389.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period for AgFeed Industries and the sum of \$3,581.65 for reimbursement of actual and necessary costs incurred during the Fee Period for AgFeed Industries, and further

requests such other and further relief as this Court may deem just and proper.

Dated: Wilmington, Delaware
May 6, 2014

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Robert S. Brady

Robert S. Brady (No. 2847)

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

Robert F. Poppiti, Jr. (No. 5052)

Ian J. Bambrick (No. 5455)

1000 N. King Street

Rodney Square

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

Counsel for the Debtors and Debtors in Possession

VERIFICATION

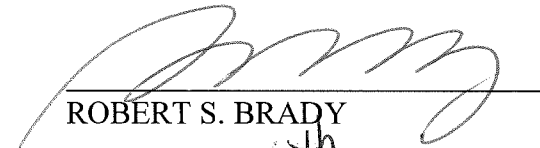
STATE OF DELAWARE)
)
NEW CASTLE COUNTY) SS:

Robert S. Brady, Esquire, after being duly sworn according to law, deposes and says:

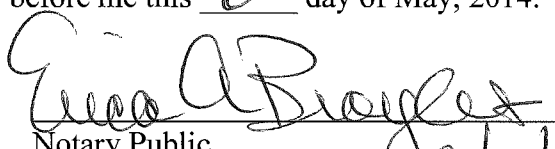
1. I am a Partner in the applicant firm, Young Conaway Stargatt & Taylor, LLP, and have been admitted to the bar of the Supreme Court of Delaware since 1990.

2. I have personally performed many of the legal services rendered by Young Conaway Stargatt & Taylor, LLP, as counsel for the Debtors, and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and paraprofessionals in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


ROBERT S. BRADY

SWORN TO AND SUBSCRIBED before me this 6th day of May, 2014.


Notary Public

My Commission Expires: 08/14/15

ERICA A. BROYLES
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Aug. 14, 2015