

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: June 3, 2014 at 4:00 p.m.

Hearing Date: To be determined if objection filed.

COVER SHEET FOR:
NINTH MONTHLY APPLICATION OF GREENBERG TRAUIG, LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
MARCH 1, 2014 THROUGH AND INCLUDING MARCH 31, 2014

Name of Applicant:

Greenberg Traurig, LLP
Retention Order Entered September 10, 2013,
Nunc Pro Tunc to July 23, 2013

Authorized to Provide Professional Services to:

Official Committee of Unsecured Creditors

Period for which Compensation and
Reimbursement is sought:

March 1, 2014 – March 31, 2014

Amount of Compensation sought
as actual, reasonable and necessary:

Original Fees at Full Rates: \$24,596.50
Adjusted Fees based on Blended Rate Limitation²:
\$22,250.00
(80% = \$17,800.00)
(20% = \$4,450.00)
(AgFeed USA, LLC Portion: \$8,000.00)
(AgFeed Industries, Inc. Portion: \$14,250.00)

Amount of Expense Reimbursement
sought as actual, reasonable and necessary:

\$120.15
(AgFeed USA, LLC Portion: \$43.21)
(AgFeed Industries, Inc. Portion: \$76.94)

This is a(n): _____ interim X monthly _____ final fee application.

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 location of the corporate headquarters for AgFeed Industries, Inc. is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37075. The location of the corporate headquarters for the remaining Debtors is 510 South 17th Street, Suite 104, Ames, Iowa 50010.

² Pursuant to paragraph 16 of the Affidavit of Nancy A. Peterman (the "Affidavit") filed with the *Application of the Official Committee of Unsecured Creditors For Entry of an Order Authorizing the Retention and Employment of Greenberg Traurig, LLP as Co-Counsel to the Committee, Nunc Pro Tunc to July 23, 2013* [Docket No. 165], Greenberg Traurig, LLP has agreed to a Blended Rate Limitation (as defined in the Affidavit) and if the Blended Rate exceeds \$500 per hour for the application month, it will adjust the fees for that month to equal the total number of hours incurred multiplied by \$500.

TIMEKEEPER SUMMARY: MARCH 2014 [9TH MONTHLY]

| TIMEKEEPER | Position with Firm, Years in That Position, Year of Obtaining Relevant License, Experience/Practice Group | HOURLY BILLING RATE | HOURS- AGFEED INDUSTRIES | HOURS- AGFEED USA | TOTAL HOURS | FEES- AGFEED INDUSTRIES | FEES- AGFEED USA | TOTAL FEES |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------|-------------------|-------------|-------------------------|------------------|-------------|
| Matthew T. Gensburg | Shareholder; Joined firm in 1999; Member of IL Bar since 1994; Area of Experience/ Practice Group: Business Reorganization and Bankruptcy | \$850.00 | 0.80 | 0.00 | 0.80 | \$680.00 | \$0.00 | \$680.00 |
| Nancy A. Peterman | Shareholder; Joined the firm in 1999; Member of IL and NY Bar; Area of Experience/ Practice Group: Business Reorganization and Bankruptcy | \$425.00 [Reduced Travel Rate] | 5.00 | 4.80 | 9.80 | \$2,125.00 | \$2,040.00 | \$4,165.00 |
| Nancy A. Peterman | Shareholder; Joined the firm in 1999; Member of IL and NY Bar; Area of Experience/Practice Group: Business Reorganization and Bankruptcy | \$850.00 | 5.30 | 2.40 | 7.70 | \$4,505.00 | \$2,040.00 | \$6,545.00 |
| Sandra G. M. Selzer | Associate; Joined firm in 2006; Member of DE Bar; Area of Experience/ Practice Group: Business Reorganization and Bankruptcy | \$645.00 | 12.00 | 5.60 | 17.60 | \$7,740.00 | \$3,612.00 | \$11,352.00 |
| Elizabeth C. Thomas | Paralegal; Joined firm in 2001; Area of Experience/Practice Group: Business Reorganization and Bankruptcy | \$285.00 | 2.70 | 1.20 | 3.90 | \$769.50 | \$342.00 | \$1,111.50 |
| Jason R. Sparklin | Paralegal Clerk; Joined firm in 2013; Area of Experience/ Practice Group: Business Reorganization and Bankruptcy | \$170.00 | 1.30 | 0.60 | 1.90 | \$221.00 | \$102.00 | \$323.00 |

TIMEKEEPER SUMMARY: MARCH 2014 [9TH MONTHLY]

| TIMEKEEPER | Position with Firm, Years in That Position, Year of Obtaining Relevant License, Experience/Practice Group | HOURLY BILLING RATE | HOURS- AGFEED INDUSTRIES | HOURS- AGFEED USA | TOTAL HOURS | FEE- AGFEED INDUSTRIES | FEE- AGFEED USA | TOTAL FEES |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------|--------------------------|-------------------|-------------|------------------------|-----------------|-------------|
| Carla Greenberg | Paralegal Clerk; Joined firm in 2001; Area of Experience/ Practice Group: Business Reorganization and Bankruptcy | \$150.00 | 1.40 | 1.40 | 2.80 | \$210.00 | \$210.00 | \$420.00 |
| TOTALS | | | 28.50 | 16.00 | 44.50 | \$16,250.50 | \$8,346.00 | \$24,596.50 |
| <i>Less Discount using Blended Rate Limitation:</i> | | | | | | | | |
| ADJUSTED TOTAL: | | | | | | -\$2,000.50 | -\$346.00 | -\$2,346.50 |
| <i>Blended Rate Before Discount: \$552.73</i> | | | | | | | | |
| ** Pursuant to paragraph 16 of the Affidavit of Nancy A. Peterman filed with the Application of the Official Committee of Unsecured Creditors For Entry of an Order Authorizing the Retention and Employment of Greenberg Traurig, LLP as Co-Counsel to the Committee, Nunc Pro Tunc to July 23, 2013 [Docket No. 165], Greenberg Traurig, LLP has agreed to a Blended Rate Limitation and if the Blended Rate exceeds \$500 per hour for the application month, it will adjust the fees for that month to equal the total number of hours incurred multiplied by \$500. | | | | | | | | |
| | | | | | | | | |

| CODE | PROJECT CATEGORY | HOURS - AGFEED INDUSTRIES | HOURS - AGFEED USA | TOTAL HOURS | FEES-AGFEED INDUSTRIES | FEES - AGFEED USA | TOTAL FEES |
|------|-----------------------------------|---------------------------------|--------------------------|----------------|---------------------------|----------------------|--------------------|
| 804 | Case Administration | 2.60 | 0.90 | 3.50 | \$960.00 | \$318.50 | \$1,278.50 |
| 805 | Claims Administration/Objections | 2.60 | 0.70 | 3.30 | \$1,902.50 | \$451.50 | \$2,354.00 |
| 808 | UST Examiner Motion | 1.10 | 0.90 | 2.00 | \$832.50 | \$683.00 | \$1,515.50 |
| 812 | Plan & Disclosure Statement | 0.30 | 0.20 | 0.50 | \$193.50 | \$129.00 | \$322.50 |
| 813 | Fee/Employment Applications | 10.00 | 4.30 | 14.30 | \$5,941.00 | \$2,292.50 | \$8,233.50 |
| 824 | Review Reports | 0.20 | 0.20 | 0.40 | \$129.00 | \$129.00 | \$258.00 |
| 828 | Non-Working Travel Time | 5.00 | 4.80 | 9.80 | \$2,125.00 | \$2,040.00 | \$4,165.00 |
| 831 | General Creditors Committee | 0.60 | 0.40 | 1.00 | \$428.00 | \$278.50 | \$706.50 |
| 832 | Creditor Inquiries | 0.20 | 0.20 | 0.40 | \$170.00 | \$170.00 | \$340.00 |
| 833 | Court Hearings | 5.80 | 3.40 | 9.20 | \$3,504.50 | \$1,854.00 | \$5,358.50 |
| 835 | Leases & Executory Contracts | 0.10 | 0.00 | 0.10 | \$64.50 | \$0.00 | \$64.50 |
| | TOTALS: | 28.50 | 16.00 | 44.50 | \$16,250.50 | \$8,346.00 | \$24,596.50 |
| | Less Discount using Blended Rates | | | | -\$2,000.50 | -\$346.00 | -\$2,346.50 |
| | ADJUSTED TOTALS: | | | | \$14,250.00 | \$8,000.00 | \$22,250.00 |

| EXPENSE CATEGORY | SERVICE PROVIDER (IF APPLICABLE) | TOTAL EXPENSES- AGFEED INDUSTRIES* |
|---------------------------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------------|
| Overnight Mail Charges | UPS | \$24.85 |
| Photocopy Charges (Internal) | | \$93.50 |
| Information and Research | PACER | \$1.80 |
| TOTALS: | | \$120.15 |
| *Expenses are allocated as follows: 35.96% (\$43.21) to AgFeed USA and 64.04% (\$76.94) to AgFeed Industries. | | |

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: June 3, 2014 at 4:00 p.m.

Hearing Date: To be determined if objection filed.

**NINTH MONTHLY APPLICATION OF GREENBERG TRAURIG, LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
MARCH 1, 2014 THROUGH AND INCLUDING MARCH 31, 2014**

Greenberg Traurig, LLP (“**Greenberg Traurig**”), co-counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby submits its ninth monthly application (the “**Application**”) for compensation and reimbursement of expenses for the period from March 1, 2014 through and including March 31, 2014 (the “**Application Period**”) pursuant to sections 330 and 331 of title 11 of the United States Code §§ 101-1532 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and this Court’s *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 176] (the “**Interim Compensation Order**”).

By this Application, Greenberg Traurig seeks a monthly interim allowance of compensation in the amount of \$22,250.00², which reflects a \$2,346.50 discount in accordance

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 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.

with the Blended Rate Limitation as described in footnote 2, and seeks actual expenses in the amount of \$120.15 for an aggregate total of \$22,370.15 in accordance with the Interim Compensation Order. The compensation being sought represents (i) \$14,250.00 designated for legal services with regards to AgFeed Industries, Inc. (“**AgFeed Industries**”) and (ii) \$8,000.00 designated for legal services with regards to AgFeed USA, LLC (“**AgFeed USA**”). Greenberg Traurig hereby seeks payment of \$17,800.00 (80% of the allowed fees) and reimbursement of \$120.15 (100% of allowed expenses), for an aggregate total payment of \$17,920.15 for the Application Period upon the filing of a certificate of no objection. In support of the Application, Greenberg Traurig respectfully represents as follows:

Background

1. On July 15, 2013 (the “**Petition Date**”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their property as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court has ordered joint administration of these chapter 11 cases (the “**Cases**”).

2. On or about July 23, 2013, the U.S. Trustee’s Office appointed an official committee of unsecured creditors pursuant to 11 U.S.C. §1102(a)(1).

² Pursuant to paragraph 16 of the Affidavit of Nancy A. Peterman (the “**Affidavit**”) filed with the *Application of the Official Committee of Unsecured Creditors For Entry of an Order Authorizing the Retention and Employment of Greenberg Traurig, LLP as Co-Counsel to the Committee, Nunc Pro Tunc to July 23, 2013* [Docket No. 165], Greenberg Traurig has agreed to a Blended Rate Limitation (as defined in the Affidavit) and if the Blended Rate exceeds \$500 per hour for the application month, it will adjust the fees for that month to equal the total number of hours incurred multiplied by \$500.

3. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. § 1408. This matter is core within the meaning of 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2.

5. On September 10, 2013, this Court entered an order authorizing the employment and retention of Greenberg Traurig as co-counsel to the Committee in the Cases *nunc pro tunc* to July 23, 2013 [Docket No. 292], a copy of which is attached hereto as **Exhibit "A"**.

Summary of Services Rendered³

6. This Application is the ninth monthly fee application filed by Greenberg Traurig in these Cases. In connection with the professional services described below, by this Application, Greenberg Traurig seeks allowance of compensation in the amount of \$22,250.00 for the Application Period.

7. In preparing this Application, Greenberg Traurig has attached two invoices – one invoice relating to work performed for AgFeed USA and one invoice relating to work performed for AgFeed Industries. In allocating the legal charges to either AgFeed USA or AgFeed Industries, Greenberg Traurig employed the following methodology. Greenberg Traurig reviewed the time entries and categorized each time entry as (i) AgFeed USA; (ii) AgFeed Industries; or (iii) Both, depending upon which Debtor estate (or both estates) benefited from the services provided. With respect to any time entry categorized as “Both,” Greenberg Traurig assigned 50% of the charges to AgFeed USA and 50% to AgFeed Industries. Therefore, there are some identical time entries included in each invoice that represent a split of the time between estates. To the extent that time entries identified as “Both” could not be split equally between AgFeed USA and AgFeed

³ Fees for each category below are listed both at the full billing rates of Greenberg Traurig, as well as, the Blended Rate Limitation of \$500 per hour.

Industries, Greenberg Traurig generally included more of the time in the AgFeed Industries invoice given Greenberg Traurig's role in the Cases. For example, if a .50 time entry was identified as "Both," generally .30 of the time would be allocated to AgFeed Industries and .20 of the time would be allocated to AgFeed USA. Greenberg Traurig submits that the described protocol is both accurate and efficient, and provides for a fair and reasonable fee allocation between the Debtor estates of AgFeed USA and AgFeed Industries.

8. The majority of services rendered by Greenberg Traurig during the Application Period as counsel to the Committee are summarized below. Each of the following is set forth in **Exhibit "B1"**, for AgFeed USA services, and in **Exhibit "B2"**, for AgFeed Industries services, attached hereto: (i) the identity of the professional or paraprofessional performing the services; (ii) the date the services were performed; (iii) a detailed description of the nature of the services and the related time expended; and (iv) a summary of the fees and hours of each professional and other timekeepers listed by project category (which applicable categories are set forth below). Specifically, Greenberg Traurig rendered the following services during the Application Period as counsel to the Committee:

a. Case Administration (804)

| | |
|--------------------------------------------------------------------|-----------------------|
| Fees: \$1,278.50 | Hours: 3.50 |
| Fees at Blended Rate Limitation: | \$1,750.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$318.50 (\$450.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$960.00 (\$1,300.00) |

This category includes services relating to the general administration of these Cases, including, without limitation, distribution of pleadings, pleadings review and analysis, maintaining the schedule of critical dates, and scheduling and docketing information relating to these Cases.

b. Claims Administration (805)

| | |
|--------------------------------------------------------------------|-------------------------|
| Fees: \$2,354.00 | Hours: 3.30 |
| Fees at Blended Rate Limitation: | \$1,650.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$451.50 (\$350.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$1,902.50 (\$1,300.00) |

This category includes services relating to the review of the Debtors' omnibus objections to various claims, and the Debtors' motion to approve a settlement agreement with the SEC.

c. U.S. Trustee Examiner Motion (808)

| | |
|--------------------------------------------------------------------|---------------------|
| Fees: \$1,515.50 | Hours: 2.00 |
| Fees at Blended Rate Limitation: | \$1,000.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$683.00 (\$450.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$832.50 (\$550.00) |

This category includes services relating to the scheduling of the U.S. Trustee's amended motion to appoint a trustee and preparing an objection to same.

d. Plan & Disclosure Statement (812)

| | |
|--------------------------------------------------------------------|---------------------|
| Fees: \$322.50 | Hours: 0.50 |
| Fees at Blended Rate Limitation: | \$250.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$129.00 (\$100.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$193.50 (\$150.00) |

This category includes services relating to the review and analysis of the Debtors' motion to extend the exclusivity and solicitation periods and subsequent order extending the periods.

e. Fee/Employment Applications (813)

| | |
|-------------------------------------------------------------|-------------------------|
| Fees: \$8,233.50 | Hours: 14.30 |
| Fees at Blended Rate Limitation: | \$7,150.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$2,292.50 (\$2,150.00) |

| | |
|--------------------------------------------------------------------|-------------------------|
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$5,941.00 (\$5,000.00) |
|--------------------------------------------------------------------|-------------------------|

This category includes services relating to addressing fee-related issues, preparing and filing Greenberg Traurig's monthly fee applications, reviewing and filing the monthly fee applications of Lowenstein Sandler and CohnReznick, reviewing fee applications of the Debtors' professionals and the Equity Committee's professionals, and preparing and filing certifications of counsel for Committee professionals' monthly fee applications.

f. Review Reports (824)

| | |
|--------------------------------------------------------------------|---------------------|
| Fees: \$258.00 | Hours: 0.40 |
| Fees at Blended Rate Limitation: | \$200.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$129.00 (\$100.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$129.00 (\$100.00) |

This category includes services relating to reviewing the Debtors' monthly operating reports.

g. Non-Working Travel Time (828)

| | |
|--------------------------------------------------------------------|-------------------------|
| Fees: \$4,165.00 | Hours: 9.80 |
| Fees at Blended Rate Limitation: | \$4,900.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$2,040.00 (\$2,400.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$2,125.00 (\$2,500.00) |

This category includes travel time for the Committee's attorneys to and from Wilmington, Delaware to attend hearings on behalf of the Committee. As required by Rule 2016-2(d) of the Local Rules of Bankruptcy Practice and Procedure, this non-working travel time has been adjusted by reducing by half the rate billed by Greenberg Traurig professionals for such non-working travel time.

h. General – Creditors’ Committee (831)

| | |
|--------------------------------------------------------------------|---------------------|
| Fees: \$706.50 | Hours: 1.00 |
| Fees at Blended Rate Limitation: | \$500.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$278.50 (\$200.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$428.00 (\$300.00) |

This category includes services relating to communicating with co-counsel on committee matters, preparing for and attending Committee calls, addressing Committee governance issues, and addressing Committee member questions.

i. Creditor Inquiries (832)

| | |
|--------------------------------------------------------------------|---------------------|
| Fees: \$340.00 | Hours: 0.40 |
| Fees at Blended Rate Limitation: | \$200.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$170.00 (\$100.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$170.00 (\$100.00) |

This category includes services relating to responding to creditor’s inquiries concerning the status of the Cases.

j. Court Hearings (833)

| | |
|--------------------------------------------------------------------|-------------------------|
| Fees: \$5,358.50 | Hours: 9.20 |
| Fees at Blended Rate Limitation: | \$4,600.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$1,854.00(\$1,700.00) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$3,504.50 (\$2,900.00) |

This category includes services relating to preparing for, and as necessary, attending hearings on behalf of the Committee.

k. Leases & Executory Contracts (835)

| | |
|--------------------------------------------------------------------|-------------------|
| Fees: \$64.50 | Hours: 0.10 |
| Fees at Blended Rate Limitation: | \$50.00 |
| Fees Designated to AgFeed USA (Blended Rate Limitation): | \$0 (\$0) |
| Fees Designated to AgFeed Industries (Blended Rate Limitation): | \$64.50 (\$50.00) |

This category includes services relating to reviewing the order approving the Debtors' third omnibus motion to reject leases and contracts.

Summary of Expenses

9. During the Application Period, Greenberg Traurig incurred or disbursed actual and necessary costs and expenses related to these Cases in the aggregate amount of \$120.15. The expenses incurred include, among other things, on-site photocopying charges, overnight mail services, and PACER charges. A detailed description of the necessary costs and expenses incurred by Greenberg Traurig is attached hereto as **Exhibit "C"**.

10. Because expenses were not easily allocated to AgFeed USA or AgFeed Industries, all of the expenses are included in the invoice relating to AgFeed Industries and are allocated, by this Application, based on the percentage of legal fees relating to AgFeed USA and AgFeed Industries. 35.96% of legal fees incurred related to AgFeed USA and 64.04% of the legal fees incurred related to AgFeed Industries. Greenberg Traurig allocated the expenses based upon these percentages. Therefore, \$43.21 (or 35.96%) of the expenses are allocated to AgFeed USA and \$76.94 (or 64.04%) of the expenses are allocated to AgFeed Industries. Greenberg Traurig submits that the described protocol is both accurate and efficient, and provides for a fair and reasonable expense allocation between the Debtor estates of AgFeed USA and AgFeed Industries.

11. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure, Greenberg Traurig represents as follows with regard to its charges for actual and necessary costs and expenses:

- a. Copy Charges are set at \$.10 per page, which charge is reasonable and customary in the legal industry and represents the costs of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of related expenditures. In addition, Greenberg Traurig often utilizes outside copier services for high volume projects, and this Application seeks the recovery of those costs, if applicable;
- b. Incoming facsimiles are not billed;
- c. Out-going facsimiles are billed at the rate of \$1.00 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of related expenditures;
- d. Toll telephone charges are not billed; and
- e. Computer assisted legal research charges are billed at actual costs.

Valuation of Services

12. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amounts requested herein for compensation and expense reimbursement are fair and reasonable given (a) the complexity of these Cases, (b) the time expended by the attorneys and paraprofessionals at Greenberg Traurig, (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.

13. Greenberg Traurig hereby certifies (i) that it has reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures and (ii) that this Application complies with such rule.

14. Greenberg Traurig has provided a copy of this Application to the Debtors, the Committee members, the United States Trustee and all parties required to be given notice as set forth in Paragraph 2(a) of the Interim Compensation Order.

WHEREFORE, Greenberg Traurig respectfully requests (a) that it be allowed compensation in the amount of \$22,250.00 for professional services rendered and expenses in the amount of \$120.15; and (b) that the Court authorize and direct the Debtors to pay Greenberg Traurig the amounts due and owing hereunder in accordance with the Interim Compensation Order (80% of fees and 100% of expenses) upon the filing of a certificate of no objection for the Application Period.

Dated: May 14, 2014

GREENBERG TRAURIG, LLP

/s/ Sandra G. M. Selzer

Sandra G. M. Selzer (Bar No. 4283)
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-and-

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Creditors*