

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AgFeed USA, LLC, *et al.*,¹

Debtors.

Chapter 11

Case Nos. 13-11761 (BLS)

Jointly Administered

Ref. Dkt. #166

ORDER PURSUANT TO §§ 328 AND 1103 OF THE BANKRUPTCY CODE AND
AND FED. R. BANKR. P. 2014 AUTHORIZING THE EMPLOYMENT AND
RETENTION OF COHNREZNICK LLP AS FINANCIAL ADVISORS
TO THE COMMITTEE NUNC PRO TUNC TO JULY 25, 2013

Upon consideration of the Application (the "Application")² of the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtors ("Debtors") seeking to retain CohnReznick LLP ("CohnReznick") as its financial advisors in this proceeding, effective as of July 25, 2013, and upon the Konicov Declaration in support of the Application; and the Court being satisfied that CohnReznick represents no interest adverse to the Committee in the matters with respect to which it is to be employed; and notice of the Application being sufficient; and sufficient cause appearing therefor;

IT IS HEREBY:

ORDERED that the Application is granted; and it is further

ORDERED that pursuant to sections 328 and 1103(a) of the Bankruptcy Code,

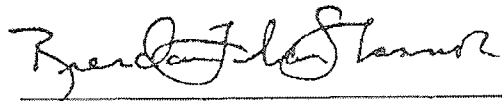
¹ The Debtors and the last four digits of their federal tax identification numbers are: AgFeed USA, LLC (8748); AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, L.C. (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage 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 Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms the Application.

the Committee is authorized to employ CohnReznick as its financial advisor *nunc pro tunc* to July 25, 2013; and it is further

ORDERED that CohnReznick shall file applications and be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and such other procedures as may be fixed by order of this court; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.



HON. BRENDAN LINEHAN SHANNON
UNITED STATES BANKRUPTCY JUDGE

Dated: Sept. 9, 2013

EXHIBIT B

AgFeed USA, LLC, et al
United States Bankruptcy Court for the District of Delaware
Case No. 13-11761 (BLS)
Summary of Fees and Expenses
For the Period March 1, 2014 through March 31, 2014

<u>Name of Professional</u>	<u>Level</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Howard Konicov	Partner	0.90	\$ 675	\$ 607.50
Roberta Probbler	Manager	1.00	495	495.00
Jeremy Smith	Senior	9.10	370	3,367.00
Rosellen Martoken	Staff	1.60	280	448.00
		<u>12.60</u>		<u>\$ 4,917.50</u>
Less: Agreed-upon discount - 10%				(491.75)
Net Fees:				<u>\$ 4,425.75</u>
Blended Hourly Rate:		\$	351.25	
Expenses:				
Travel - round trip train to/from Delaware				\$ 208.00
Out-of-town meals				6.84
				<u>\$ 214.84</u>
Total fees and disbursements				<u>\$ 4,640.59</u>
Allocation of Discounted Fees:				
USA Debtors				\$ 2,212.88
Industries Debtors				2,212.88
All Debtors				<u>\$ 4,425.75</u>

Date	Professional	Activity	Description	Hours	Rate	Fee
03/04/14	Howard Konicov	Gen corres rev	Review and approval of proposed CNO prepared by counsel	0.50	\$ 675	\$ 337.50
03/24/14	Howard Konicov	Br review trans	Review of case status and activities	0.40	675	270.00
03/05/14	Howard Konicov Total			0.90		607.50
03/05/14	Jeremy Smith	Br fee app	Travel to/from contested fee app hearing in Wilmington, DE. (1/2 travel time)	1.50	370	555.00
03/05/14	Jeremy Smith	Br fee app	Attended contested fee app hearing in Wilmington, DE with counsel.	1.90	370	703.00
03/07/14	Jeremy Smith	Br Budget Rev.	Reviewed previously discussed wind down schedule and current cash position for potential equity shareholder recovery percentage.	2.30	370	851.00
03/10/14	Jeremy Smith	Br Dividend analy	Updated waterfall recovery analysis	1.20	370	444.00
03/14/14	Jeremy Smith	Br Doc review	Reviewed SEC complaint	2.20	370	814.00
03/14/14	Jeremy Smith Total			9.10		3,367.00
03/14/14	Roberta Probbler	Br Comm.	Committee Call	0.40	495	198.00
03/20/14	Roberta Probbler	Br fee app	Provide recap of activities for fee application.	0.20	495	99.00
03/28/14	Roberta Probbler	Br Comm.	Committee Call	0.40	495	198.00
03/17/14	Roberta Probbler Total			1.00		495.00
03/17/14	Rosellen Martoken	Gen corres rev	Receipt and review of email from counsel regarding 2nd interim fee approvals.	0.10	280	28.00
03/18/14	Rosellen Martoken	Br Case Admin.	Review email from counsel re: fees to be distributed.	0.20	280	56.00
03/19/14	Rosellen Martoken	Br Case Admin.	Discuss fee schedule with H. Konicov; file review to verify amounts; email to counsel	0.40	280	112.00
03/20/14	Rosellen Martoken	Br fee app	Prepare/review fee application - monthly fee statement for January - finalize and send to counsel for filing; various emails regarding same.	0.70	280	196.00
03/25/14	Rosellen Martoken	Gen corres rev	Receipt and review of correspondence/documents - email from counsel and filed copies of CR monthly application.	0.20	280	56.00
	Rosellen Martoken Total			1.60		448.00
	Grand Total			12.60		4,917.50