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: November 11, 2014 at 4:00 p.m. (ET)

DEBTORS' NOTICE OF CLAIMS PREVIOUSLY SATISFIED

AgFeed USA, LLC ("AgFeed USA") and its above-captioned affiliated debtors and debtors in possession (each, a "Debtor," and collectively, the "Debtors"), by and through their undersigned counsel, hereby file this notice (the "Notice") identifying claims filed against and/or scheduled by the Debtors that have been satisfied in full or in part or by post-petition payments made pursuant to an order of the Court authorizing such payments (the "Satisfied Claims"). In support of this Notice, the Debtors respectfully represent as follows:

BACKGROUND

1. On July 15, 2013 (the "Petition Date"), the Debtors filed voluntary petitions (collectively, the "Chapter 11 Cases") for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their properties and have continued to operate and maintain their business as debtors in possession pursuant to sections 1107(a) and 1108 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, 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 the Debtors is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37075.

2. On July 23, 2013, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On August 23, 2013, the U.S. Trustee appointed an official committee of equity security holders (the "Equity Holders' Committee," and, together with the Creditors' Committee, the "Committees").

3. On August 1, 2013, the Court entered an order [Docket No. 103] (the "AgFeed USA Bidding Procedures Order"), approving, among other things, certain bidding procedures for the sale of substantially all of the assets of AgFeed USA and its Debtor subsidiaries (the "AgFeed USA Sale"). On August 26, 2013, in accordance with the AgFeed USA Bidding Procedures Order, the Debtors held an auction at which the bid submitted by High Plains Pork, LLC, Cohoma Pork, LLC, and Murphy-Brown, LLC (the "AgFeed USA Purchasers") was identified as the Prevailing Bid (as defined in the AgFeed USA Bidding Procedures Order) in connection with the AgFeed USA Sale. In accordance with the AgFeed USA Bidding Procedures Order, a hearing for the Court to consider approval of the AgFeed USA Sale to the AgFeed USA Purchasers was held on August 29, 2013, at the conclusion of which, the Court entered an order [Docket No. 257] approving the AgFeed USA Sale. The AgFeed USA Sale closed on September 12, 2013.

4. On September 13, 2013, AgFeed Industries, Inc. ("AgFeed Industries"), as seller, Good Charm International Development Ltd., as purchaser (the "Proposed BVI Purchaser"), and Ningbo Tech-Bank Co., Ltd., as parent of the Proposed BVI Purchaser, executed a stock purchase agreement, subject to higher and better offers and Court approval, for the sale (the "AgFeed Industries Sale") of AgFeed Industries' stock in AgFeed Industries, Inc. (British Virgin Islands) ("AgFeed BVI"). On October 10, 2013, the Court entered an order

[Docket No. 436] (the "AgFeed Industries Bidding Procedures Order") approving the Proposed BVI Purchaser as the stalking-horse bidder and certain bidding procedures for the AgFeed Industries Sale. The Debtors did not receive any other Qualifying Bids (as defined in the AgFeed Industries Bidding Procedures Order) by the bid deadline, and in accordance with the AgFeed Industries Bidding Procedures Order, the Debtors cancelled the auction. A hearing to consider approval of the AgFeed Industries Sale was held on November 26, 2013, at the conclusion of which, the Court entered an order approving the sale of AgFeed Industries' stock in AgFeed BVI to the Proposed BVI Purchaser. The AgFeed Industries Sale closed on December 6, 2013.

5. On December 18, 2013, the Debtors filed the *Debtors' Joint Chapter 11 Plan of Liquidation* [Docket No. 699] and related disclosure statement [Docket No. 705] with the Bankruptcy Court for the District of Delaware (the "Court"). On May 9, 2014, the Debtors filed the *Debtors' First Amended Chapter 11 Plan of Liquidation Supported by the Official Committee of Equity Security Holders* [Docket No. 1075] and the related disclosure statement [Docket No. 1076]. On July 22, 2014, the Debtors filed the *Debtors' Second Amended Chapter 11 Plan of Liquidation Supported by the Official Committee of Equity Security Holders* [Docket No. 1075] and the related disclosure statement [Docket No. 1076]. On September 12, 2014, the Debtors filed the *Debtors' Revised Second Amended Chapter 11 Plan of Liquidation Supported by the Official Committee of Equity Security Holders* [Docket No. 1192] and the related disclosure statement [Docket No. 1193], the conformed versions of which are on file as Docket Nos. 1370 (the "Plan") and 1371 (the "Disclosure Statement"). The Court approved the Disclosure Statement on September 15, 2014 [Docket No. 1367]. A hearing to consider confirmation of the Second Amended Plan (the "Confirmation Hearing") is scheduled for October 27, 2014.

6. Additional information about the Debtors' business and the events leading up to the Petition Date can be found in the *Declaration of Keith A. Maib in Support of First Day Motions* [Docket No. 4], filed on the Petition Date and incorporated by reference herein.

BAR DATE AND PROOFS OF CLAIM

7. On July 16, 2013, the Court entered an order appointing BMC Group, LLC ("BMC") as the official claims and noticing agent to the Debtors in these Chapter 11 Cases [Docket No. 6]. Accordingly, BMC is authorized to maintain all proofs of claim filed against the Chapter 11 Cases and the Debtors, and to maintain an official claims register by docketing all proofs of claim in a claims database containing, inter alia, information regarding the name and address of each claimant, the date the proof of claim was received by BMC, the claim number assigned to the proof of claim, and the asserted amount and classification of the claim.

8. On September 27, 2013 the Court entered an order (the "Bar Date Order") [Docket No. 289]: (i) establishing November 12, 2013 at 4:00 p.m. (prevailing Eastern Time) (the "General Bar Date") as the deadline by which each Entity (as defined in the Bar Date Order), other than Governmental Units (as defined in the Bar Date Order), asserting a Claim against any of the Debtors that arose prior to the Petition Date and/or an administrative expense claim pursuant to section 503 of the Bankruptcy Code against AgFeed USA or any of its Debtor subsidiaries that arose post-petition through September 12, 2013 must file a proof of claim; (ii) establishing January 13, 2014 at 4:00 (prevailing Eastern Time) (the "Governmental Bar Date", and together with the General Bar Date, the "Bar Dates") as the deadline that governmental entities may file a proof of claim against the Debtors; and (iii) approving the form and manner of notice of the Bar Dates. In accordance with the Bar Date Order, actual notice of the Bar Dates was sent to all known entities holding potential prepetition claims. In addition,

notice of the Bar Dates was published in The New York Times on October 17, 2013, in accordance with the Bar Date Order. To date, more than 500 proofs of claim have been filed in these Chapter 11 Cases.

CLAIMS SATISFIED SINCE THE PETITION DATE

9. In connection with the Debtors' review of all claims filed to date against the Debtors' estates, as well as items listed in the Debtors' schedules of assets and liabilities for which no claim was filed, the Debtors have identified the Satisfied Claims as claims that the Debtors believe were satisfied after the Petition Date by payments authorized pursuant to certain "first day" orders (the "First Day Orders") or orders related to the settlement the Debtors reached with general unsecured creditors (the "GUC Settlement Orders") entered by the Court. The First Day Orders include, but are not limited to:

a. *Order (I) Authorizing the Debtors to (A) Pay Unpaid Wages Payroll Deductions, and Employee Expense Obligations; (B) Honor Certain of the Debtors' Obligations Under the Earned Bonus Program; (C) Honor Certain of the Debtors' Obligations With Respect to the Severance Plan; (D) Honor Employee Benefits; (E) Pay Workers' Compensation Obligations; (F) Honor Obligations With Respect to Temporary Placement Agencies; and (G) Make Payments to Third Parties in Connection With the Foregoing; and (II) Authorizing and Directing Applicable Banks and Other Financial Institutions to Process and Pay All Checks Presented for Payment and to Honor All Funds Transfer Requests Made By the Debtors Related to the Foregoing* [Docket No. 29];

b. *Order, Pursuant to Sections 105(a), 363(b), 1107 and 1108 of the Bankruptcy Code, Authorizing, But Not Directing, the Debtors to Honor Prepetition Obligations to Feed Component Providers, Finishing Farms and Feed Providers* [Docket No. 30];

c. *Order, Pursuant to Sections 105(a) and 363(b) and (c) of the Bankruptcy Code, Authorizing the Payment of Pre-Petition Claims of Shippers* [Docket No. 31]; and

d. *Order, Pursuant to Sections 105(a), 363, 364, 1107(a) and 1108 of the Bankruptcy Code: (I) Authorizing the Debtors to (A) Continue Pre-Petition Insurance Coverage and Enter Into New Insurance Policies and*

(B) Maintain Pre-Petition Premium Financing Agreement and Enter Into New Post-Petition Premium Financing Agreements; and (II) Authorizing and Directing the Debtors' Banks and Other Financial Institutions to Process, Honor and Pay Certain Checks and Fund Transfer Requests [Docket No. 32].

In addition, GUC Settlement Orders include:

a. *Order, Pursuant to 363(b)(1) and 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Authorizing and Approving (I) Certain Settlements of General Unsecured Claims and (II) the Terms and Procedure by Which a Settlement Will Be Offered to All Holders of Allowed General Unsecured Claims* [Docket No. 1317]

b. *Supplemental Order, Pursuant to 363(b)(1) and 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Authorizing and Approving (I) Certain Settlements of General Unsecured Claims and (II) the Terms and Procedure by Which a Settlement Will Be Offered to All Holders of Allowed General Unsecured Claims* [Docket No. 1326]

10. In connection with the AgFeed USA Sale, certain executory contracts and/or unexpired leases were assumed by the Sellers and assigned to the AgFeed USA Purchasers. In accordance with the order approving the AgFeed USA Sale, the outstanding obligations in connection with those executory contracts and unexpired leases were satisfied and any subsequent obligations were assumed by the AgFeed USA Purchasers. Therefore, the Debtors have no outstanding obligations with respect to those executory contracts and unexpired leases which were assumed and assigned as part of the AgFeed USA Sale. Additionally, in connection with the AgFeed Industries Sale, certain claims were satisfied in whole or in part at closing, and therefore, the Debtors have no remaining obligations.

11. The Debtors have reviewed their books and records and have determined for the reasons described above that the Satisfied Claims listed on Exhibit A have been satisfied in full or in part by payments made after the Petition Date, and that no further distributions are required on account of such claims, except as set forth on Exhibit A. Accordingly, the Debtors intend to

designate the Satisfied Claims on their claims and distribution registers as having been previously satisfied in full or in part so that their records are accurate for purposes of making distributions under the Plan.

12. Out of an abundance of caution, the Debtors are serving this Notice on all parties holding Satisfied Claims and providing such parties with an opportunity to object to the Debtors' position that such claims have been satisfied as shown on Exhibit A.

13. Any party disputing the Debtors' position that any of the Satisfied Claims have been satisfied as set forth on Exhibit A must file a written response with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 and serve such response on the undersigned counsel to the Debtors on or before **November 11, 2014 at 4:00 p.m. (ET)**. The Debtors, or their successor, will then make every effort to review the Satisfied Claim with the claimant to determine whether any obligation remains outstanding other than as set forth on Exhibit A.[2] In the event that the parties are unable to reach a resolution, the Debtors will request that the Court schedule a hearing on the matter. If no objections or responses are received by the aforementioned deadline, then the Debtors shall direct BMC to designate the Satisfied Claims on their claims and distribution registers as having been previously satisfied in full or in part, as it is indicated on the Exhibit A, attached hereto.

RESERVATION OF RIGHTS

14. The Debtors expressly reserve the right to file additional objections to any claims filed in these Chapter 11 Cases including, without limitation, the claims that are the subject of this Notice.

[2] Pursuant to the Plan, the Debtors' estates shall be transferred to the Liquidating Trust and administered by the Liquidating Trustee (each as defined in the Plan). To the extent that the Plan goes effective, the Liquidating Trustee will review the Satisfied Claim and determine to what extent that the Satisfied Claim has been satisfied.

Dated: October 21, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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