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 14, 2013 at 4:00 p.m.**
	)	**Hearing date: Only if objections filed.**

NOTICE OF FIRST MONTHLY APPLICATION OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD AUGUST 23, 2013 THROUGH AUGUST 31, 2013 AND FOR THE PERIOD SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

TO: (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel for the Debtors; (iii) counsel for the Official Committee of Unsecured Creditors; (iv) each of the Equity Committee members; and (v) all parties required to receive service under Rule 2002-1(b) of the Local Rules.

PLEASE TAKE NOTICE that Elliott Greenleaf, counsel to the Official Committee of Equity Security Holders in the above-captioned cases, has filed the **First Monthly Application of Elliott Greenleaf, Counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the Period August 23, 2013 through August 31, 2013 and September 1, 2013 through September 30, 2013** (the "Application"). The Application seeks the allowance of fees in the amount of **$67,903.00** (80%, $54,322.40) and expenses in the amount of **$0.00** for the period **August 23, 2013 through August 31, 2013**, and the allowance of fees in the amount of **$91,365.00** (80%, $73,092.00) and expenses in the amount of **$264.40** for the period **and September 1, 2013 through September 30, 2013** pursuant to the Interim Compensation Order. The Application has been filed and served on the Notice Parties pursuant to the Interim Compensation Order. Notice of the Application has been filed and served on all parties requesting notice pursuant to Bankruptcy Rule 2002.

[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 Genetic 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.

PLEASE TAKE FURTHER NOTICE that Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or **before November 14, 2013 at 4:00 p.m. (prevailing Eastern Time)**, and a copy served upon the following parties so as to be **received no later than 4:00 p.m. (prevailing Eastern Time) on November 14, 2013:**

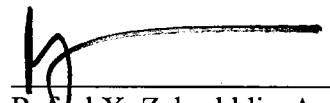
(i) the Debtors, 510 South 17th Street, Suite 104, Ames, Iowa 50010, Attn: Keith A. Maib, Chief Restructuring Officer; (ii) counsel for the Debtors, Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn: Robert S. Brady; (iii) counsel for the Official Committee of Unsecured Creditors: (a) Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, Delaware 19801, Attn: Sandra G. M. Selzer; and (b) Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, New Jersey, 07068, Attn: Jeffrey D. Prol;(iv) 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 (v) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: David B. Buchbinder (collectively, the "Notice Parties").

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE INTERIM COMPENSATION ORDER, IF NO OBJECTIONS ARE FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE ABOVE-CAPTIONED DEBTORS WILL BE AUTHORIZED TO PAY EIGHTY PERCENT (80%) OF REQUESTED FEES AND ONE HUNDRED (100%) OF REQUESTED EXPENSES WITHOUT FURTHER COURT ORDER.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE PROCEDURES SET FORTH ABOVE PURSUANT TO THE INTERIM COMPENSATION ORDER, WILL A HEARING BE HELD ON THE APPLICATION.

Dated: October 25, 2013
Wilmington, Delaware

ELLIOTT GREENLEAF



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Counsel to the Official Committee of Equity Security Holders

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)
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Debtors.	)	Jointly Administered
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FIRST MONTHLY APPLICATION OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD AUGUST 23, 2013 THROUGH AUGUST 31, 2013 AND FOR THE PERIOD SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Name of Applicant:	Elliott Greenleaf		
Authorized to Provide Professional Services to:	Official Committee of Equity Security Holders		
Date of Retention:	*Nunc Pro Tunc* to August 23, 2013		
Period for which compensation and reimbursement sought:	August 23, 2013 through August 31, 2013		
	September 1, 2013 through September 30, 2013		
Amount of Compensation sought as actual, reasonable and necessary:	$67,903.00	(80% $54,322.40)	August
	$91,365.00	(80% $73,092.00)	September
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	$0.00		August
	$264.40		September

This is a: _x_ monthly: ____ interim ___ final 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 Genetic 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.

The total time expended for fee application preparation is approximately 0 hours and the corresponding compensation requested is approximately $0.00.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses

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FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
AgFeed USA, LLC, et al.,[1]	)	Case No. 13-11761 (BLS)
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Debtors.	)	Jointly Administered
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Elliott Greenleaf ("EG"), counsel to the Official Committee of Equity Security Holders (the "Equity Committee") of the above-captioned debtors (the "Debtors"), hereby submits this *First Monthly Application of Elliott Greenleaf, Counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the period August 23, 2013 through August 31, 2013 and for the Period September 1, 2013 through September 30, 2013* (the "Application"). In support thereof, EG 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 Genetic 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.

BACKGROUND

1. On July 15, 2013 (the "Petition Date"), the Debtors commenced their bankruptcy case (the "Bankruptcy Case") by filing a voluntary petition for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

2. The Debtors continue to operate its business and manage its property as a debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. On August 23, 2013, the Equity Committee was appointed (Docket No. 195). The Equity Committee consists of the following members: James D. Warner, Mario Grech and Andrew Ferencz. On the same date, the Equity Committee selected EG as its counsel.

4. On September 27, 2013, an order was entered authorizing the retention of EG as counsel to the Equity Committee *nunc pro tunc* to August 23, 2013. On the same date, an order was entered authorizing the retention of Sugar Felsenthal Grais & Hammer LLP ("Sugar") as co-counsel to the Equity Committee *nunc pro tunc* to August 23, 2013.

5. Prior to the appointment of the Equity Committee, EG acted as counsel to the Ad Hoc Committee of Equity Security Holders which included the members of the Equity Committee.

JURISDICTION AND VENUE

6. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper on this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (M).

7. The statutory bases for relief requested herein are Sections 105(a), 330 and 331 of the Bankruptcy Code.

TERMS AND CONDITIONS OF COMPENSATION OF EG

8. Subject to Court approval, EG seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by EG for the period commencing August 23, 2013 through August 31, 2013 and for the period September 1, 2013 through September 30, 2013 (collectively, the "Application Periods"). With the exception of copy charges (which are charged at lower rate), the rates charged by EG in this case do not materially differ from the rates charged to EG's non-bankruptcy clients and are lower in many cases.

9. Summaries of the hours spent, the names of each professional and paraprofessional rendering services to the Equity Committee during the Application Periods, the regular customary billing rates and the total value of time incurred by each of the EG attorneys rendering services to the Committee are attached hereto as Exhibit A and Exhibit B. Copies of the computer generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the *United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the "Guidelines"), are attached hereto as Exhibit C and Exhibit D. Statements of expenses incurred by EG during the Application Periods are also included in Exhibit E and Exhibit F. All time entries and requested expenses are in compliance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the

District of Delaware (the "Local Rules").[2]

10. On August 21, 2013, this Court entered the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Interim Compensation Order") (Docket No. 176). Pursuant to the Interim Compensation Order, EG and other professionals retained in this case are authorized to file and to serve upon the Debtors and the parties identified in the Interim Compensation Order monthly fee applications (the "Monthly Fee Applications") of their fees and expenses. After the expiration of a twenty (20) day objection period, the Debtors are authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application, unless an objection specifically objects to fees and/or expenses of a professional, or the Court orders otherwise.

11. In accordance with the Interim Compensation Order, EG has filed and served upon the Notice Parties identified in the Interim Compensation Order this Application with respect to fees and expenses incurred during the Application Periods; in the amount of $67,903.00 (80%, $54,322.40) in fees and in the amount of $0.00 in expenses for August 23, 2013 through August 31, 2013 and in the amount of $91,365.00 (80%, $73,092.00) in fees and in the amount of $264.40 in expenses for September 1, 2013 through September 30, 2013.

12. All services and costs for which compensation is requested by EG in this Application were reasonable and necessary and were performed for and on behalf of the Equity Committee during the Application Period.

[2] EG has also attempted to ensure that this Application complies with the Guidelines. To the extent that the Guidelines conflict with the Local Rules, in particular, Local Rule 2016-2, EG has chosen to comply with such Local Rule. EG will supplement this Application with additional detail or information upon request.

NARRATIVE SUMMARY OF SERVICES

13. EG has rendered actual and necessary services on behalf of the Equity Committee and is requesting reasonable compensation for their services for the Application Period. As noted above, summaries by project category are attached as Exhibit C and Exhibit D,[3] as are detailed time entries organized by category and chronology within the categories. EG has acted as the primary source for information and communication to and from the Equity Committee and Court, including collecting and preserving, in an electronic database, all relevant pleadings for the Equity Committee and the Equity Committee professionals. In addition, EG has provided summaries, calendaring, and periodically distributed a memorandum of all statutory and procedural deadlines to the Equity Committee professionals and the Committee.

14. EG has filed with the Court and assisted in preparation of all documents filed on behalf of the Equity Committee. As noted below, primary responsibility for substantive issues in the case have been allocated between Sugar and EG to avoid duplication. EG has reviewed all filings in the case to conform Equity Committee filings to the requirements of local practice and the applicable local rules and chambers procedures. EG has also provided substantive review of all Delaware case law in Equity Committee filings. EG has assisted the Equity Committee professionals in other substantive areas in which it has specific expertise beyond Delaware law, such as in the area of corporate law, international and comparative law and commercial litigation.

[3] The time records have been redacted where necessary to preserve the attorney-client privilege and the Equity Committee's confidential litigation strategy.

COMPENSATION REQUESTED

15. EG coordinated its efforts with the Equity Committee's co-counsel, Sugar, to avoid duplication of efforts. EG and Sugar have divided primary tasks between the respective firms. In furtherance of this effort, the firms have developed a status chart to assign tasks and responsibilities and to keep each firm apprised of the status of each task. The firms update the status chart on a regular basis.

16. EG expended 158.6 hours during the period August 23, 2013 through August 31, 2013 in furtherance of its efforts on behalf of the Equity Committee. EG requests allowance of compensation in amount of $67,903.00 for legal services rendered during the period August 23, 2013 through August 31, 2013 at a blended hourly rate of $618.00. Pursuant to the Interim Compensation Order, EG requests payment of 80% of the total fees requested, or $54,322.40. None of the requested fees detailed herein have been paid.

17. EG expended 204.8 hours during the period September 1, 2013 through September 30, 2013 in furtherance of its efforts on behalf of the Equity Committee. EG requests allowance of compensation in amount of $91,365.00 for legal services rendered during the period September 1, 2013 through September 30, 2013 at a blended hourly rate of $364.17. Pursuant to the Interim Compensation Order, EG requests payment of 80% of the total fees requested, or $73,092.00. None of the requested fees detailed herein have been paid.

REIMBURSEMENT OF EXPENSES

18. During the Application Period, EG incurred certain necessary expenses in rendering legal services to the Equity Committee as set forth in Exhibit E and Exhibit F. Exhibit E and Exhibit F set forth in summary detail the expenses incurred during the Application Period (copies of invoices from EG's vendors are available for inspection upon request). Telecopying

services completed in-house by EG were charged at $1.00 per page for outgoing facsimiles only. EG represents that its rate for duplication is $0.10 per page, consistent with the Local Rules and Guidelines. In order to more efficiently handle the voluminous copying of pleadings served and filed in this case, EG on occasion retained third-party duplication service providers. EG seeks reimbursement only for the actual expenses charged by such third-party service providers. Finally, EG seeks reimbursement for computer assisted research, which is the actual cost of such charges, if any.

19. EG seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period for the total amount of $264.40.

LEGAL STANDARD

20. Section 330(a)(l) of the Bankruptcy Code allows the payment of:

> (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and
>
> (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Reasonableness of compensation is driven by the "market-driven approach" which considers the nature, extent and value of services provided by the professional and cost of comparable services in the non-bankruptcy contexts. *See Zolfo Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Building Ctr., Inc.*, 19 F.3d 833, 849 (3d Cir, 1994). Thus, the "baseline rule is for films to receive their customary rates." *Zolfo Cooper*, 50 F.3d at 259.

21. In accordance with its practices in non-bankruptcy matters, EG has calculated its compensation requested in their Application by applying the standard hourly rates. EG's calculation is based upon hourly rates that are well within the range of rates that are charged by

comparable firms in similar bankruptcy cases. Accordingly, EG's rates should be determined to be reasonable under Section 330 of the Bankruptcy Code.

22. EG's fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity, accelerated deadlines, aggressive sale schedule, and size of the Debtors' Chapter 11 case. EG's fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar Chapter 11 cases. Accordingly, EG's fees are reasonable pursuant to Section 330 of the Bankruptcy Code.

23. Section 330(a)(1)(B) of the Bankruptcy Code permits reimbursement for actual, necessary expenses. EG's legal services and expenses incurred during the Application Period are set forth in this Application and constitute only those necessary expenses that were incurred for the benefit of the Equity Committee. EG has properly requested reimbursement of only actual, necessary and appropriate legal expenses.

24. Except as permitted by Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), no agreement or understanding exists between EG and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Application were rendered at the request of and solely on behalf of the Equity Committee.

25. Pursuant to the standards set forth in Sections 330 and 331 of the Bankruptcy Code, EG submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code.

26. The time records annexed to this Application constitute only a general statement

of the services rendered and time expended without description of the pressure and constraints under which EG actually rendered these services. The considerable challenges of this case have been attended to and managed by EG at all levels, promptly and expertly. EG submits, therefore, that its fees and expenses were actually, necessary, reasonable and justified, and should be allowed in full.

NOTICE AND NO PRIOR APPLICATION

27. No trustee or examiner has been appointed in this Chapter 11 case. Notice and service of this Application has been given to the Debtors; counsel to the Debtors; the UST; and counsel to the Official Committee of Unsecured Creditors pursuant to the Interim Compensation Order. Pursuant to the Bankruptcy Rule 2002(a)(6), Notice of this Application has also been given to all parties requesting notices. In light of the nature of the relief requested herein, EG submits that no further or other notice is required.

28. No previous application for the relief sought herein has made to this or any other Court.

VERIFICATION

29. I am familiar with the work performed on behalf of the Equity Committee by the lawyers and paraprofessionals in the firm.

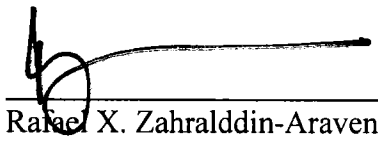
30. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2, and submit that the Application substantially complies with such Local Rule.

WHEREFORE, EG requests that (i) its Application for fees in the amount of $67,903.00 and expenses in the amount of $0.00 for the period August 23, 2013 through August 31, 2013 be allowed and that if no objections are filed, 80% of the requested fees in the amount of

$54,322.40 and 100% of the amount of $0.00 be paid for reimbursement of actual and necessary costs and expenses incurred during the period August 23, 2013 through August 31, 2013; (ii) that its Application for fees in the amount of $91,365.00 and expenses in the amount of $264.40 for the period September 1, 2013 through September 30, 2013 be allowed and that if no objections are filed, 80% of the requested fees in the amount of $73,092.00 and 100% of the amount of $264.40 be paid for reimbursement of actual and necessary costs and expenses incurred during the period September 1, 2013 through September 30, 2013; and (iii) further requests such other and further relief as the court may deem just and proper.

Dated: October 25, 2013
Wilmington, Delaware

ELLIOTT GREENLEAF



Rafael X. Zahralddin-Aravena (DE Bar No. 4166)
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Email: ems@elliottgreenleaf.com

Counsel to the Official Committee of Equity Security Holders

EXHIBIT A

SUMMARY OF PROFESSIONAL AND PARAPROFESSIONALS RENDERING SERVICES FROM AUGUST 23, 2013 THROUGH AUGUST 31, 2013

Name of Professional	Position	Total Billed Hours	Hourly Billing Rate	Total Compensation
Roberts, Sandra I.	Paralegal	24.9	$ 225.00	$ 5,602.50
Densmore, Ian D.	Paralegal	3.5	$ 225.00	$ 787.50
Ford, Jennifer, L.	Paralegal	12.3	$ 225.00	$ 2,767.50
Lyles, Aurelia	Paralegal	7.5	$ 225.00	$ 1,687.50
Stemerman, Jonathan M.	Associate	3.6	$ 375.00	$ 1,350.00
Sutty, Eric M.	Of Counsel	58.6	$ 450.00	$26,370.00
Kinsella, Shelley A.	Of Counsel	0.4	$ 450.00	$ 180.00
Zahralddin-Aravena, Rafael X.	Shareholder	47.8	$ 610.00	$29,158.00
Total:				**$67,903.00**
Blended Rate:			**$ 348.13**	

EXHIBIT B

SUMMARY OF PROFESSIONAL AND PARAPROFESSIONALS RENDERING SERVICES FROM SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Name of Professional	Position	Total Billed Hours	Hourly Billing Rate	Total Compensation
Roberts, Sandra I.	Paralegal	36.9	$ 225.00	$ 8,302.50
Ford, Jennifer, L.	Paralegal	8.0	$ 225.00	$ 1,800.00
Lyles, Aurelia	Paralegal	4.5	$ 225.00	$ 1,012.50
Sutty, Eric M.	Of Counsel	90.1	$ 450.00	$40,545.00
Kinsella, Shelley A.	Of Counsel	0.8	$ 450.00	$ 360.00
Zahralddin-Aravena, Rafael X.	Shareholder	64.5	$ 610.00	$39,345.00
Total:				**$91,365.00**
Blended Rate:			**$ 364.17**	

EXHIBIT C

Task Billing Summary Page
August 23, 2013 through August 31, 2013

Re: In re AgFeed USA, LLC, et al., Case No. 13-11761

Case Administration	1.9	**$ 645.00**
Asset Disposition	59.8	**$30,024.50**
Meetings of and Comm. With Creditors	29.2	**$13,183.50**
Relief from Stay/Adequate Protection Proceedings	0.2	**$ 45.00**
EG Retention	24.7	**$ 7,091.00**
Employment & Retention Application - Other	14.1	**$ 5,203.00**
EG Fee Applications		**$**
EG Fee Objections		**$**
Fee Applications and Invoices - Other	0.9	**$ 517.00**
Fee Objections - Others		**$**
Non-Working Travel		**$**
Claims Administration and Objections	0.2	**$ 45.00**
Assumption/Rejection of Leases and Contracts	0.6	**$ 270.00**
Business Operations	0.7	**$ 363.00**
Employee Benefits/Pensions		**$**
Tax Issues		**$**
Plan and Disclosure Statement		**$**
Financing/Cash Collections	1.6	**$ 819.00**
Court Hearings	15.1	**$ 5,439.50**
Schedules and Statements	2.1	**$ 787.50**
Labor Issues		**$**
Litigation	7.5	**$ 3,470.00**
Research		**$**
Total Fees		**$67,903.00**

Elliott Greenleaf

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ELLIOTT GREENLEAF
P.O. Box 3010
Blue Bell, Pennsylvania 19422
EIN #23-2617189

AgFeed USA, LLC
510 South 17th Street
Suite 104
Ames IA 50010

October 25, 2013
Bill Number 118513
File Number 60417-002

FOR PROFESSIONAL SERVICES RENDERED

Re: AgFeed Official Committee of Equity Security Holders

LEGAL SERVICES

Through August 31, 2013

Case Administration

08/23/13	EMS	[B110-] Emails with professionals and committee regarding appointment of official committee and due diligence	0.80 Hrs	
08/26/13	JXS	[B110-] Analyze notice of appearance; instructions to S. Collazo re: same	0.10 Hrs	
08/27/13	EMS	[B110-] Update and finalize pro hac motion for C. Horvay	0.10 Hrs	
08/28/13	SIC	[B110-] Preparation of 2002 list	0.80 Hrs	
08/30/13	SIC	[B110-] Updates to critical dates memo re: Notice of Appointment of Equity Committee	0.10 Hrs	
	Totals		1.90 Hrs	$645.00
Case Administration Totals			1.90 Hrs	$645.00

Asset Disposition

08/23/13	RXZ	[B130-] E-mails and update from G/S re: [redact] Tri-Oak] prospective bid	0.40 Hrs	
08/23/13	RXZ	[B130-] E-mails from R. Brady re: professionals only update on sale	0.30 Hrs	
08/24/13	RXZ	[B130-] E-mails to and from R. Brady re: CIM and updated Tracker (.1) and related documents (1.2)	1.30 Hrs	
08/24/13	RXZ	[B130-] E-mails to and from R. Brady re: qualified bidder notice	0.20 Hrs	

In re Agfeed USA, LLC - Case No. 13-11761

08/24/13	RXZ	[B130-] E-mails to and from A. Hammer to R. Brady re: NDA (.2); update summary and recommendation from A. Hammer to committee and committee professionals on progress and updated meeting agenda (.2)	0.40 Hrs
08/24/13	RXZ	[B130-] Analyze Tri-Oak bid package	0.50 Hrs
08/24/13	RXZ	[B130-] Updates from Debtors re: Cargill (.1) and related emails and comminucations to W. Weitz and R.Waetzman (.2)	0.30 Hrs
08/24/13	RXZ	[B130-] Further e-mails and related equity committee professionals calls re: valuation	0.30 Hrs
08/24/13	RXZ	[B130-] Further e-mails and related equity committee professionals calls re: valuation	0.30 Hrs
08/24/13	EMS	[B130-] Professionals conference call regarding sales and auction	0.80 Hrs
08/24/13	EMS	[B130-] Review updated Tracker and CIM	0.50 Hrs
08/24/13	EMS	[B130-] Review various emails regarding bids and auction	0.40 Hrs
08/24/13	RXZ	[B130-] E-mails to and from committee and committee professionals re: bid analysis and confidentiality issues (.2); follow up with clients (.2) and related call with A. Ferencz (.1)	0.50 Hrs
08/24/13	RXZ	[B130-] E-mails to and from Debtors counsel re: confidentiality agreement (.1); analyze attached draft from B. Brady (.4); call and e-mails to A. Hammer re: same (.3); address inquiry re: NDA provision from W. Weitz (.2); agreement with Debtors re: interim confidentiality measures and professional eyes only agreement (.2)	0.90 Hrs
08/25/13	RXZ	[B130-] E-mails to and from W. Weitz re: meeting with the Debtor and related update on marketing process	0.30 Hrs
08/25/13	RXZ	[B130-] E-mails to and from R. Brady re: meeting with the Debtor and related update on marketing process	0.10 Hrs
08/25/13	RXZ	[B130-] Prepare for conference call with client (.5); analyze fiduciary duty memo from E. Sutty (.3)	0.80 Hrs
08/25/13	RXZ	[B130-] E-mails re: AgFeed USA Intralinks dataroom from BDA and forward instructions to J. Ford re: same	0.20 Hrs
08/25/13	RXZ	[B130-] Respond to 1102 inquiry from J. Lustig re: auction	0.20 Hrs
08/25/13	RXZ	[B130-] Various correspondence with Debtors re: sale process, auction and related updates	0.40 Hrs
08/25/13	EMS	[B130-] Emails regarding tonight's meeting with Debtors and UCC on bids received	0.20 Hrs
08/25/13	EMS	[B130-] Call with Debtors, and Debtors' counsel, BDA, co-counsel and advisors regarding bids	1.00 Hrs
08/25/13	EMS	[B130-] Call with committee members and professionals regarding bids and auction	1.10 Hrs
08/25/13	RXZ	[B130-] Professionals call re: meeting between BDA, Committee and Debtors (.3); related follow up re: access to auction via teleconference (.2)	0.50 Hrs
08/26/13	EMS	[B130-] Review and analyze bidding procedures order	0.30 Hrs
08/26/13	EMS	[B130-] Pre-auction meeting with W. Weitz and R. Zahralddin	1.00 Hrs
08/26/13	EMS	[B130-] Attend auction	13.80 Hrs
08/26/13	EMS	[B130-] Post-auction meeting with R. Zahralddin and W. Weitz	0.40 Hrs
08/26/13	JF1	[B130-] Analyze and calendar dates from Bidding Procedures Order	3.10 Hrs

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08/26/13	RXZ	[B130-] Prepare for auction (.6); e-mails and calls to W. Weitz re: auction and outline of potential issues related to bids (.5)	1.10 Hrs	
08/26/13	RXZ	[B130-] Attend auction	12.00 Hrs	
08/27/13	EMS	[B130-] Review bid analysis and waterfall and call to W. Weitz to clarify	0.60 Hrs	
08/27/13	EMS	[B130-] Draft statement in support of sale motion	1.50 Hrs	
08/27/13	RXZ	[B130-] Call to A. Hammer re: sale order and related follow up via email	0.20 Hrs	
08/27/13	RXZ	[B130-] Analyze summary and notes from S. Collazo re: sale motion and analyze related record (.7) and prepare summary and recommendation re: same for committee and committee professionals (1.2)	1.90 Hrs	
08/27/13	RXZ	[B130-] Calls and emails to and from R. Brady and A. Hammer re: sale order and resolution of objections	0.30 Hrs	
08/27/13	RXZ	[B130-] E-mails and related calls to and from W. Weitz re: waterfall analysis post auction	0.60 Hrs	
08/27/13	RXZ	[B130-] Instructions to E. Sutty re: statement of support for sale	0.30 Hrs	
08/28/13	EMS	[B130-] Continue drafting statement in support of sale	1.50 Hrs	
08/28/13	EMS	[B130-] Calls from shareholders regarding sale	0.40 Hrs	
08/28/13	EMS	[B130-] Call with R. Zahralddin and A. Hammer regarding sale and budget	0.50 Hrs	
08/28/13	EMS	[B130-] Email to committee regarding statement in support of sale	0.10 Hrs	
08/28/13	EMS	[B130-] Revise statement in support of sale and oversee filing and service of same	1.50 Hrs	
08/28/13	EMS	[B130-] Review revised proposed order approving sale	0.90 Hrs	
08/28/13	JF1	[B130-] Revise, file and serve Statement of the Official Committee of Equity Security Holders in Support of Debtors' Motion for an Entry of an Order Approving the Sale of Substantially All of the Assets of AgFeed USA and Its Debtors Subsidiaries and Reservation of Rights	2.00 Hrs	
08/28/13	JF1	[B130-] E-mail to Professionals filed Statement of the Official Committee of Equity Security Holders in Support of Debtors' Motion for an Entry of an Order Approving the Sale of Substantially All of the Assets of AgFeed USA and Its Debtors Subsidiaries and Reservation of Rights	0.10 Hrs	
08/28/13	RXZ	[B130-] Call with D. Buchbinder re: shareholder inquiries and auction	0.40 Hrs	
08/28/13	RXZ	[B130-] Emails and calls to Debtors and Debtors financial advisors re: budget, revised waterfall and final sale order (.3); calls to and from A. Hammer and E. Sutty re: same (.6); call to counsel for lender (.1)	1.00 Hrs	
08/28/13	RXZ	[B130-] E-mails to and from Mackinac and G/S regarding waterfall worksheet (.3) and related follow up wqith committee professionals (.5)	0.80 Hrs	
08/28/13	RXZ	[B130-] Final comments to reservation of rights and statement in support of sale (.4); instructions to J. Ford re: filing and service (.3)	0.70 Hrs	
08/29/13	SIC	[B130-] Assist J. Ford with Affidavit of Service re: Statement in Support of Sale	0.30 Hrs	
08/29/13	EMS	[B130-] Review objection by Farm Credit to sale motion	0.30 Hrs	
08/29/13	EMS	[B130-] Analyze further revised sale order	0.30 Hrs	
	Totals		59.80 Hrs	$30,024.50
Asset Disposition Totals			59.80 Hrs	$30,024.50

Relief from Stay/Adequate Protection Proceedings

08/26/13	JF1	[B140-] Prepare Critical Dates Memorandum re: objection deadline payment of administrative costs and motion relief from stay	0.20 Hrs	
	Totals		0.20 Hrs	$45.00
	Relief from Stay/Adequate Protection Proceedings Totals		0.20 Hrs	$45.00

Meetings of and Communications with Creditors

08/23/13	RXZ	[B150-] E-mails and update from Debtors counsel re: confidentiality agreements and exchange of related information and draft of NDA (.4); confer with R. Waetzman re: status of information between FA's and IB (.2); calls to and from A. Hammer re: agreement (.2)	0.80 Hrs	
08/23/13	RXZ	[B150-] E-mails and update from equity committee re: inquiry on committee meetings and procedures (.3) and replies (.2)	0.50 Hrs	
08/24/13	RXZ	[B150-] Analyze and update comments from M. Melickian re: confidentiality agreement (.4) and analyze 1102(b)(3) report template and related professional discussion in preparation for call with client on 8/25 (.3)	0.70 Hrs	
08/24/13	RXZ	[B150-] Analyze draft agenda for committee call on 8/25 forwarded by A. Hammer and reply with comments	0.20 Hrs	
08/24/13	RXZ	[B150-] Analyze summary e-mail and recommendation from A. Hammer re: sale, fiduciary duties and confidentiality	0.20 Hrs	
08/24/13	RXZ	[B150-] Correspondence with Debtors re: NDA	0.20 Hrs	
08/24/13	EMS	[B150-] Review agenda for 8/24 call with committee	0.10 Hrs	
08/24/13	EMS	[B150-] Review confidentiality agreement	0.50 Hrs	
08/24/13	RXZ	[B150-] E-mails to and from Debtors counsel re: confidentiality agreement (.1); analyze attached draft from B. Brady (.4); call and e-mails to A. Hammer re: same (.3)	0.80 Hrs	
08/24/13	RXZ	[B150-] Analyze Qualifying Bid Analysis and discuss with G/S (.2); analyze related correspondence re: same (.3); analyze modified bid procedures and related notices (.4)	0.90 Hrs	
08/25/13	RXZ	[B150-] Committee conference call re: sale process, retention applications, fiduciary duty memo, 1102 motion, confidentiality and election of chair	1.20 Hrs	
08/25/13	RXZ	[B150-] Update from E. Sutty re: 9019 information	0.20 Hrs	
08/25/13	RXZ	[B150-] Update and summary recommendation and analysis re: NDA from A. Hammer to committee	0.20 Hrs	
08/25/13	RXZ	[B150-] E-mail from A. Hammer re: execution copy of the confidentiality agreement with the Debtors to committee	0.10 Hrs	
08/25/13	EMS	[B150-] Draft memo on fiduciary duties and email to committee members	3.60 Hrs	
08/25/13	EMS	[B150-] Emails on holdings of committee members	0.30 Hrs	
08/25/13	EMS	[B150-] Review and revise confidentiality agreement	0.40 Hrs	
08/25/13	RXZ	[B150-] E-mails and related instructions re: schedules and statements with J. Ford (.3); related follow up with E. Sutty and R. Waetzman report to committee (.2)	0.50 Hrs	

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08/26/13	SIC	[B150-] Prepare log of 1105 inquires and compare to ad hoc committee list of motion to interest for shareholders (.4); report to R. Zahralddin re: same (.2)	0.60 Hrs	
08/26/13	SIC	[B150-] Agfeed - correspondence with R. Zahralddin re: contact issues	0.60 Hrs	
08/27/13	JF1	[B150-] E-mail to Equity Security Holders and Professionals re: weekly tele-conference schedule and dial-in information	0.10 Hrs	
08/27/13	JF1	[B150-] E-mail to Equity Security Holders Committee and Professional proposed website link	0.10 Hrs	
08/27/13	EMS	[B150-] Draft committee by-laws	0.80 Hrs	
08/27/13	RXZ	[B150-] Negotiate 1102 website proposals (.3); forward emails to committee and committee professionals with comments for bids in preparation of committee call (.2)	0.50 Hrs	
08/27/13	RXZ	[B150-] Instructions to E, Sutty re: bylaws draft	0.30 Hrs	
08/27/13	RXZ	[B150-] Various 1102 inquiries from J. Lustig of J. Goldman	0.60 Hrs	
08/27/13	SIC	[B150-] Preparation of minutes from August 25, 2013 conference call	1.10 Hrs	
08/27/13	SIC	[B150-] Upload documents to Google Docs for Equity Committee review	0.30 Hrs	
08/28/13	EMS	[B150-] Continue drafting by-laws	2.10 Hrs	
08/28/13	EMS	[B150-] Telephone conference with R. Zahralddin re: preliminary considerations for 1102 motion and approach to same	0.20 Hrs	
08/28/13	EMS	[B150-] Review agenda for committee call	0.10 Hrs	
08/28/13	EMS	[B150-] Email to committee members regarding by-laws	0.10 Hrs	
08/28/13	EMS	[B150-] Committee conference call regarding sale hearing, auction, retention applications and cash collateral	1.40 Hrs	
08/28/13	EMS	[B150-] Professionals call regarding tomorrow's hearing	0.50 Hrs	
08/28/13	JF1	[B150-] AgFeed Committee of Equity Security Holders tele-conference re: auction, meeting minutes, website, path forward	1.70 Hrs	
08/28/13	SIC	[B150-] Preparation of Equity Security Holder Bylaws	1.10 Hrs	
08/28/13	SIC	[B150-] Circulate summary of COC regarding F&L retention to Equity Committee	0.70 Hrs	
08/28/13	SIC	[B150-] Circulate summary of COC re: Key Executives to Equity Committee	0.60 Hrs	
08/28/13	RXZ	[B150-] E-mails to and from M. Melickian re: 1102 motion and related calls to E. Sutty re: same	0.30 Hrs	
08/28/13	RXZ	[B150-] 1102 inquiry discussion and replies with W. Weitz and C, Horvay	0.20 Hrs	
08/28/13	RXZ	[B150-] E-mails and related instructions re: execution copies of confidentiality committee	0.30 Hrs	
08/28/13	RXZ	[B150-] Prepare for committee call (.8); call with committee (1.2); follow up with committee professionals (.4)	2.40 Hrs	
08/30/13	SIC	[B150-] Download SEC Filing documents from zip file (.4); Upload same to google docs for committee and professional review (.4)	0.80 Hrs	
08/30/13	EMS	[B150-] Respond to committee inquiry regarding 341 meeting	0.30 Hrs	
	Totals		29.20 Hrs	$13,183.50
	Meetings of and Communications with Creditors Totals		29.20 Hrs	$13,183.50

EG Retention

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08/24/13	RXZ	[B160-] Instructions to A. Lyles re: conflict analysis for committee retention	0.30 Hrs
08/26/13	IDD	[B160-] Draft Retention Application for Elliott Greenleaf per R. Zahralddin	1.30 Hrs
08/26/13	JF1	[B160-] Analyze Confidentiality Agreement execution page for Elliott Greenleaf (.2); e-mail from P. Luis re: execution of same (.1)	0.30 Hrs
08/26/13	JF1	[B160-] Research retention applications (.3); e-mail to M. Brandess examples of retention applications for review (.1)	0.40 Hrs
08/26/13	SIC	[B160-] Agfeed - Preparation of Amended Notice of Appearance (.5); filing of same (.1)	0.60 Hrs
08/26/13	SAK	[B160-] Conference with S. Collazo re Committee appointment and counsel retention issues	0.20 Hrs
08/26/13	SIC	[B160-] AgFeed - Preparation of Notice of Withdrawal of Appearance (.5); filing (.1)	0.60 Hrs
08/26/13	SIC	[B160-] Preparation of Entry of Appearance for the Equity Committee (.6); filing of same (.1)	0.70 Hrs
08/26/13	SIC	[B160-] Search docket for Notice of Appointment of Equity Committee	0.20 Hrs
08/26/13	SIC	[B160-] Conference with S. Kinsella re: committee appointment and counsel retention issues	0.20 Hrs
08/26/13	IDD	[B160-] Collect example retention applications (.2) and forward same to co-counsel per R. Zahralddin (.1)	0.30 Hrs
08/27/13	AXL	[B160-] Analyze conflict report and investigate	2.10 Hrs
08/27/13	IDD	[B160-] Draft Affidavit in Support of EG's Application for Retention	0.60 Hrs
08/27/13	JF1	[B160-] E-mail to A. Hammer and M. Melickian Elliott Greenleaf's executed page of Confidentiality Agreement	0.10 Hrs
08/27/13	SIC	[B160-] Preparation of Elliott Greenleaf Retention Application and related affidavit	1.60 Hrs
08/27/13	RXZ	[B160-] Analyze EG retention issues (.3) and instructions to J. Stemerman re: EG retention application (.2); instructions to A. Lyles re: conflict results and preparation of Exhibit to Affidavit in Support and analyze initial results (.3)	0.80 Hrs
08/28/13	AXL	[B160-] Review conflict detail and begin drafting conflict queries for disclosure for professionals review	2.00 Hrs
08/28/13	EMS	[B160-] Office conference with A. Lyles regarding retention application and conflicts search	0.50 Hrs
08/28/13	SIC	[B160-] Preparation of EG Retention Application	1.60 Hrs
08/28/13	SIC	[B160-] Preparation of Affidavit in Support of EG Retention Application	0.30 Hrs
08/28/13	JXS	[B160-] Analyze and supplement application to employ Elliott Greenleaf and related documents	0.70 Hrs
08/29/13	AXL	[B160-] Continue working of draft of retention exhibit and schedule (2.0); edits to EG Retention Agreement (.8)	2.80 Hrs
08/29/13	JXS	[B160-] Analyze and supplement retention application and exhibits and R. Zahralddin declaration re: same	0.90 Hrs
08/29/13	JXS	[B160-] Meeting with R. Zahralddin re: EG retention application and R. Zahralddin declaration	0.10 Hrs
08/29/13	EMS	[B160-] Review conflict report and revise EG retention application	1.50 Hrs

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08/29/13	SIC	[B160-] Preparation of Retention Applications to be sent to M. Grech for signature	0.30 Hrs	
08/30/13	IDD	[B160-] Assist with service of retention application on the 2002 service list	0.50 Hrs	
08/30/13	EMS	[B160-] Finalize EG retention application and oversee filing and service of same	1.60 Hrs	
08/30/13	SIC	[B160-] Preparation of EG Retention Application (1.2); filing (.1); effectuate service of same (.3)	1.60 Hrs	
	Totals		24.70 Hrs	$7,091.00
EG Retention Totals			24.70 Hrs	$7,091.00

Employment & Retention Application Other

08/26/13	JF1	[B165-] Review Notice of Hearing for Authorization to Employ and Retain Latham and Watkins (.3); research last date to file (.3)	0.60 Hrs	
08/26/13	JF1	[B165-] Prepare Critical Dates Memorandum re: objection deadlines for retention application for Latham & Watkins	0.20 Hrs	
08/26/13	JF1	[B165-] Prepare Critical Dates Memorandum re: BDA Advisors employ and retention	0.20 Hrs	
08/27/13	SIC	[B165-] Preparation of Pro Hac for C. Horvay (.5); filing of same (.3)	0.80 Hrs	
08/27/13	EMS	[B165-] Analyze memo regarding employment applications and interim compensation	0.40 Hrs	
08/27/13	RXZ	[B165-] Analyze summary and notes from S. Collazo re: Foley retention (.2) and prepare summary and recommendation re: same for committee and committee professionals (.1)	0.30 Hrs	
08/28/13	EMS	[B165-] Review certification of counsel regarding Foley and Lardner retention	0.20 Hrs	
08/28/13	JXS	[B165-] Analyze and supplement Gavin/Solomonese retention application	0.80 Hrs	
08/28/13	RXZ	[B165-] E-mails and call from W. Weitz re: timing and related information re: G/S retention application and analysis of same (.4); instructions to J.Stemerman re: analysis of retention application for W. Weitz (.1)	0.50 Hrs	
08/28/13	JXS	[B165-] Analyze and supplement SugarFGH retention application and related documents	0.80 Hrs	
08/29/13	JXS	[B165-] Analyze revised SugarFHG retention application; instructions to A. Lyles and S. Collazo re: same	0.10 Hrs	
08/29/13	RXZ	[B165-] Call to R. Brady and request Latham engagement letter	0.20 Hrs	
08/29/13	JXS	[B165-] Meeting with R. Zahralddin re: SugarFHG retention application	0.10 Hrs	
08/29/13	AXL	[B165-] Edits to SugarFGH retention application	0.60 Hrs	
08/30/13	SIC	[B165-] Updates to critical dates re: deadline to object to Latham Retention	0.20 Hrs	
08/30/13	EMS	[B165-] Finalize Sugar retention application and oversee filing and service of same	1.20 Hrs	
08/30/13	EMS	[B165-] Finalize G/S retention application and oversee filing and service of same	1.10 Hrs	
08/30/13	EMS	[B165-] Review Latham and Watkins retention application	0.60 Hrs	
08/30/13	EMS	[B165-] Research for possible objection to Latham and Watkins retention application	2.10 Hrs	

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08/30/13	SIC	[B165-] Preparation of Gavin Solmonese Retention Application (1.0); filing (.1); effectuate service of same (.3)	1.40 Hrs	
08/30/13	SIC	[B165-] Preparation of SGFH Retention Application (1.0); filing (.1); effectuate service of same (.3)	1.40 Hrs	
08/30/13	RXZ	[B165-] E-mails and meeting with E. Sutty re: Latham retention	0.30 Hrs	
	Totals		14.10 Hrs	$5,203.00
Employment & Retention Application Other Totals			14.10 Hrs	$5,203.00

Fee Applications and Invoices - Other

08/23/13	RXZ	[B175-] Call and emails from A. Hammer re: substantial contribution motion	0.30 Hrs	
08/27/13	RXZ	[B175-] Forward memo re: interim compensation to paralegals with instructions	0.20 Hrs	
08/30/13	SAK	[B175-] Instructions from R. Zahralddin re retention and fee application issues and conference re same	0.20 Hrs	
08/30/13	RXZ	[B175-] Instructions to S. Kinsella re: retention and fee application issues and conference re: same	0.20 Hrs	
	Totals		0.90 Hrs	$517.00
Fee Applications and Invoices - Other Totals			0.90 Hrs	$517.00

Assumption/Rejections of Leases and Contracts

08/30/13	EMS	[B185-] Analyze motion to reject employment agreement with Gothner	0.40 Hrs	
08/30/13	EMS	[B185-] Review omnibus motion to reject executory contracts and unexpired leases	0.20 Hrs	
	Totals		0.60 Hrs	$270.00
Assumption/Rejections of Leases and Contracts Totals			0.60 Hrs	$270.00

Business Operations

08/23/13	RXZ	[B210-] Analyze Severance and Earned Bonus Program Holdback Order and Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals	0.30 Hrs	
08/28/13	EMS	[B210-] Analyze certification of counsel and summary regarding revised KEIP order	0.40 Hrs	
	Totals		0.70 Hrs	$363.00
Business Operations Totals			0.70 Hrs	$363.00

Financing/Cash Collections

08/28/13	RXZ	[B230-] E-mails to and from Debtors counsel and K. Maib re: cash collateral budget extension (.2); related calls with A. Hammer and E. Sutty re: same (.3)	0.50 Hrs	
08/28/13	RXZ	[B230-] Call with R. Kelbon re: cash collateral issues	0.20 Hrs	

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08/28/13	RXZ	[B230-] Follow up call with R. Brady re: reservation of rights as to cash collateral and statement in support of sale	0.20 Hrs	
08/29/13	JF1	[B230-] E-mail to Professionals and Equity Security Holders Committee the Certification of Counsel regarding Amendment to Final Order Pursuant to Sections 105(a), 362 and 363 of Bankruptcy Code Authorizing Use of Cash Collateral and Granting Relief	0.20 Hrs	
08/29/13	EMS	[B230-] Review draft short-term cash collateral budget	0.20 Hrs	
08/29/13	EMS	[B230-] Review certification of counsel regarding amendment to final cash collateral order	0.30 Hrs	
	Totals		1.60 Hrs	$819.00
Financing/Cash Collections Totals			1.60 Hrs	$819.00

Claims Administration and Objections

08/30/13	SIC	[B310-] Updates to critical dates re: deadline to object to Admin Claim Motion	0.20 Hrs	
	Totals		0.20 Hrs	$45.00
Claims Administration and Objections Totals			0.20 Hrs	$45.00

Court Hearings

08/26/13	JF1	[B430-] Prepare Critical Hearing Dates Memorandum re: upcoming Omnibus hearings last day to file a motion, objection deadlines, reply deadlines and agenda due dates.	1.50 Hrs	
08/26/13	JF1	[B430-] Prepare Critical Dates memorandum re: upcoming Sale hearing, Omnibus hearings including motions to be heard at hearing.	1.00 Hrs	
08/27/13	JF1	[B430-] E-mail R. Zahralddin Critical Dates memorandum for finalization with comment re: same	0.10 Hrs	
08/27/13	SIC	[B430-] Meeting with R. Zahralddin re: August 29 hearing Agenda	0.40 Hrs	
08/27/13	EMS	[B430-] Review agenda for 8/29 hearing	0.10 Hrs	
08/27/13	SIC	[B430-] Preparation of email to Committee re: August 29 hearing Agenda	0.40 Hrs	
08/27/13	RXZ	[B430-] Analyze agenda (.2); related instructions to S. Collazo re: materials and record needed to prepare summary and recommendation on pending hearing (.2)	0.40 Hrs	
08/27/13	RXZ	[B430-] Analyze docket report prepared by J. Ford and instructions for prepation of critical dates for committee and committee professionals	0.30 Hrs	
08/28/13	SIC	[B430-] Preparation of Hearing binders for August 29 hearing	1.10 Hrs	
08/29/13	SIC	[B430-] Preparation of hearing binders for August 29 Hearing	2.80 Hrs	
08/29/13	EMS	[B430-] Office conference with C. Horvay regarding hearing preparation	1.20 Hrs	
08/29/13	EMS	[B430-] Review amended agenda	0.10 Hrs	
08/29/13	EMS	[B430-] Attend hearing and post-hearing meetings with co-counsel	2.20 Hrs	
08/29/13	RXZ	[B430-] Attend sale hearing and related follow up with Debtors counsel, client and co-counsel	2.50 Hrs	
08/30/13	SIC	[B430-] Updates to critical dates re: Omnibus Hearing Order	0.50 Hrs	

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08/30/13	SIC	[B430-] Circulate critical dates to committee and professionals for approval with summery email of open issues	0.20 Hrs	
08/30/13	SIC	[B430-] Updates to critical dates re: sale hearing and hearing on retention applications	0.30 Hrs	
	Totals		15.10 Hrs	$5,439.50
Court Hearings Totals			15.10 Hrs	$5,439.50

Schedules and Statements

08/25/13	EMS	[B440-] Review schedules and statements	1.40 Hrs	
08/26/13	JF1	[B440-] Prepare Critical Dates Memorandum re: objection deadline to file schedules	0.20 Hrs	
08/26/13	SIC	[B440-] Agfeed - Create file re: schedules and statements	0.30 Hrs	
08/30/13	SIC	[B440-] Updates to critical dates re: deadline to object to extension to file schedules and statements	0.20 Hrs	
	Totals		2.10 Hrs	$787.50
Schedules and Statements Totals			2.10 Hrs	$787.50

Litigation

08/23/13	RXZ	[B600-] Analyze Motion Objections of Report of Agfeed Industries Inc. (BVI) British Virgin Island and Improper Convenyance of Property filed by James Regnante	0.20 Hrs	
08/24/13	EMS	[B600-] Update working group list and instructions to paralegals re: confidentiality	0.10 Hrs	
08/25/13	JF1	[B600-] Update Committee and Professionals distribution list re: instructions from E. Sutty on confidentiality	0.20 Hrs	
08/29/13	EMS	[B600-] Research SEC investigation and shareholder class auction	2.80 Hrs	
08/29/13	RXZ	[B600-] Analyze litigation issues surrounding prepetition securities issues [redact] related claims in bankruptcy [end redact] and related call to class action lawyers	1.20 Hrs	
08/30/13	IDD	[B600-] Fact investigation and preparation of record for EG and FS legal team re: [redact] securities class action issues [end redact]	0.80 Hrs	
08/30/13	EMS	[B600-] Review deposition of M. Wester	1.60 Hrs	
08/30/13	RXZ	[B600-] Case strategy meeting and meeting to coordinate work allocation for legal professionals with A. Hammer and M. Brandess	0.40 Hrs	
08/30/13	RXZ	[B600-] Instructions to E. Sutty re: discovery and 2004	0.20 Hrs	
	Totals		7.50 Hrs	$3,470.00
Litigation Totals			7.50 Hrs	$3,470.00

TOTAL LEGAL SERVICES $67,903.00

LEGAL SERVICES SUMMARY

Densmore, Ian D.	3.50 Hrs	225 /hr	$787.50

In re Agfeed USA, LLC - Case No. 13-11761

Ford, Jennifer L.	12.30	Hrs	225 /hr	$2,767.50
Lyles, Aurelia X	7.50	Hrs	225 /hr	$1,687.50
Sandra I. Roberts, Sandra I	24.90	Hrs	225 /hr	$5,602.50
Stemerman, Jonathan M.	3.60	Hrs	375 /hr	$1,350.00
Kinsella, Shelley A.	0.40	Hrs	450 /hr	$180.00
Sutty, Eric M	58.60	Hrs	450 /hr	$26,370.00
Zahralddin-Aravena, Rafael X.	47.80	Hrs	610 /hr	$29,158.00
	158.60	Hrs		$67,903.00

TOTAL THIS BILL	$67,903.00
GRAND TOTAL DUE	$67,903.00

In re Agfeed USA, LLC - Case No. 13-11761

Task Billing Summary Page

Re: AgFeed Official Committee of Equity Security Holders

	Current Bill
Case Administration	
	$645.00
Subtotals	$645.00
Asset Disposition	
	$30,024.50
Subtotals	$30,024.50
Relief from Stay/Adequate Protection Proceedings	
	$45.00
Subtotals	$45.00
Meetings of and Communications with Creditors	
	$13,183.50
Subtotals	$13,183.50
EG Retention	
	$7,091.00
Subtotals	$7,091.00
Employment & Retention Application Other	
	$5,203.00
Subtotals	$5,203.00
Fee Applications and Invoices - Other	
	$517.00
Subtotals	$517.00
Assumption/Rejections of Leases and Contracts	
	$270.00
Subtotals	$270.00
Business Operations	
	$363.00
Subtotals	$363.00
Financing/Cash Collections	
	$819.00
Subtotals	$819.00
Claims Administration and Objections	

In re Agfeed USA, LLC - Case No. 13-11761

		$45.00
Subtotals		$45.00
Court Hearings		
		$5,439.50
Subtotals		$5,439.50
Schedules and Statements		
		$787.50
Subtotals		$787.50
Litigation		
		$3,470.00
Subtotals		$3,470.00
	Totals	$67,903.00

Amounts outstanding over 30 days are subject to 1 1/4% interest per month.
Payments received after prior posting may not be reflected.

**WE NOW ACCEPT PAYMENT BY CREDIT CARD. IF INTERESTED
PLEASE CONTACT PAT ROONEY AT (215) 977-1014***

EXHIBIT D

Task Billing Summary Page
September 1, 2013 through September 30, 2013

Re: In re AgFeed USA, LLC, et al., Case No. 13-11761

Case Administration	0.9	**$ 225.00**
Asset Analysis and Recovery	2.3	**$ 900.00**
Asset Disposition	16.8	**$ 8,227.00**
Meetings of and Comm. With Creditors	44.1	**$17,420.00**
EG Retention	1.4	**$ 469.00**
Employment & Retention Application - Other	20.0	**$ 8,701.00**
EG Fee Applications	2.5	**$ 1,127.50**
EG Fee Objections		**$**
Fee Applications and Invoices -Other	2.8	**$ 1,038.00**
Fee Objections - Others	0.1	**$ 61.00**
Assumption/Rejection of Leases and Contracts	1.4	**$ 572.00**
Other Contested Matters	2.2	**$ 990.00**
Non-Working Travel		**$**
Claims Administration and Objections	6.5	**$ 2,818.00**
Operations	0.5	**$ 112.50**
Business Operations	2.4	**$ 630.00**
Employee Benefits/Pensions		**$**
Tax Issues		**$**
Plan and Disclosure Statement	11.00	**$ 5,862.00**
Financing/Cash Collections	16.8	**$ 8,138.00**
Court Hearings	27.1	**$11,844.50**
Schedules and Statements	1.00	**$ 347.00**
Labor Issues		**$**
Insurance Matters	3.0	**$ 1,350.00**
Litigation	42.0	**$20,532.50**
Research		**$**
Total Fees		**$91,365.00**

Elliott Greenleaf

www.elliottgreenleaf.com

ELLIOTT GREENLEAF
P.O. Box 3010
Blue Bell, Pennsylvania 19422
EIN #23-2617189

AgFeed USA, LLC
510 South 17th Street
Suite 104
Ames IA 50010

October 25, 2013
Bill Number 118514
File Number 60417-002

FOR PROFESSIONAL SERVICES RENDERED

Re: AgFeed Official Committee of Equity Security Holders

LEGAL SERVICES

Through September 30, 2013

Case Administration

09/20/13	SIC	[B110-] Prepare critical dates memorandum re: objection deadline for examiner motion	0.30 Hrs	
09/23/13	EMS	[B110-] Review Debtors' response to motions of James Regnante	0.10 Hrs	
09/25/13	SIC	[B110-] Review docket (.1); circulate to attorneys for review with docket report and comments (.1)	0.20 Hrs	
09/30/13	SIC	[B110-] Prepare record of counsel contact list	0.30 Hrs	
		Totals	0.90 Hrs	$225.00
		Case Administration Totals	0.90 Hrs	$225.00

Asset Analysis and Recovery

09/04/13	EMS	[B120-] Call with W. Weitz regarding updated waterfall analysis	0.20 Hrs	
09/11/13	EMS	[B120-] Office conference with R. Zahralddin and W. Weitz regarding case strategy and waterfall analysis	1.50 Hrs	
09/20/13	SIC	[B120-] Prepare critical dates memorandum re: bid procedures and sale deadlines	0.60 Hrs	
		Totals	2.30 Hrs	$900.00
		Asset Analysis and Recovery Totals	2.30 Hrs	$900.00

Asset Disposition

In re Agfeed USA, LLC - Case No. 13-11761

09/01/13	EMS	[B130-] Emails with R. Waetzman regarding APA for AgFeed USA	0.30 Hrs	
09/03/13	EMS	[B130-] Call with Debtors regarding China marketing and sale	1.30 Hrs	
09/03/13	RXZ	[B130-] Call with BDA re: progress on China assets marketing	1.00 Hrs	
09/03/13	RXZ	[B130-] Analyze BDA marketing presentation	0.60 Hrs	
09/09/13	RXZ	[B130-] Analyze estimated closing statement for USA sale (.3) and related emails and follow up (.3)	0.60 Hrs	
09/10/13	EMS	[B130-] Analyze estimated closing statement from Agfeed USA sale.	0.30 Hrs	
09/11/13	EMS	[B130-] Call with R. Brady, R. Zahralddin and W. Weitz regarding China sale	0.50 Hrs	
09/11/13	EMS	[B130-] Call with A. Hammer, R. Zahralddin and W. Weitz regarding status of China sale, Lathman retention and SEC investigation	0.40 Hrs	
09/11/13	RXZ	[B130-] Office conference with E. Sutty and W. Weitz regarding due diligence for sale	1.50 Hrs	
09/11/13	RXZ	[B130-] Call with R. Brady, E. Sutty and W. Weitz regarding China sale	0.50 Hrs	
09/11/13	RXZ	[B130-] Call with A. Hammer, E. Sutty and W. Weitz regarding status of China sale, Latham retention and SEC investigation	0.40 Hrs	
09/11/13	RXZ	[B130-] Analyze updated closing statement	0.50 Hrs	
09/13/13	EMS	[B130-] Analyze China sale, update and circulate professionals	0.40 Hrs	
09/13/13	EMS	[B130-] Professionals call regarding China sale	0.50 Hrs	
09/13/13	EMS	[B130-] Analyze Stock Purchase Agreement	2.60 Hrs	
09/16/13	EMS	[B130-] Calls with Debtors regarding China sale; cash collateral and UST's examiners motion	1.00 Hrs	
09/19/13	SIC	[B130-] Circulate Notice of Closing of Sale to attorneys for review	0.10 Hrs	
09/20/13	SIC	[B130-] Review Motion for Approval of Purchase Agreement (1.1); inform attorneys re all deadlines related to motion (.6)	1.70 Hrs	
09/20/13	EMS	[B130-] Review and analyze bidding procedures motion for Industries	0.80 Hrs	
09/22/13	EMS	[B130-] Emails with W. Weitz regarding China sale	0.20 Hrs	
09/23/13	RXZ	[B130-] Analyze Objection and Reservation of Rights of AF Sellco, LLC to Debtors' Second Amendment to Final Order Pursuant to Sections 105(a), 362, and 363 of the Bankruptcy Code Authorizing Use of Cash Collateral and Granting Related Relief (.2) and forward to S. Kinsella with instructions to prepare report for the committee (.1)	0.30 Hrs	
09/23/13	RXZ	[B130-] E-mail from shareholder re: valuation issues (.2) and related research (.7) and follow up with W. Weitz (.4)	1.30 Hrs	
	Totals		16.80 Hrs	$8,227.00
Asset Disposition Totals			16.80 Hrs	$8,227.00

Meetings of and Communications with Creditors

09/03/13	EMS	[B150-] Analyze status chart of pending items for client and provide comments	0.20 Hrs	
09/04/13	EMS	[B150-] Draft agenda for committee call and circulate	0.50 Hrs	
09/04/13	EMS	[B150-] Email to co-counsel regarding 1102 motion	0.20 Hrs	

In re Agfeed USA, LLC - Case No. 13-11761

09/04/13	EMS	[B150-] Review and comment on draft 1102 motion	0.80 Hrs
09/04/13	EMS	[B150-] Committee call	1.00 Hrs
09/04/13	EMS	[B150-] Emails with Rust Omni regarding website	0.30 Hrs
09/04/13	SIC	[B150-] Preparation of agenda for September 4 committee call	0.30 Hrs
09/04/13	SIC	[B150-] Attend tele-conference with Official Committee of Equity Security Holders and Professionals	1.00 Hrs
09/04/13	RXZ	[B150-] Call with E. Sutty regarding committee agenda, 1102 motion website	0.20 Hrs
09/05/13	EMS	[B150-] Provide comments to website	0.50 Hrs
09/05/13	EMS	[B150-] Emails to professionals and committee regarding case update	0.60 Hrs
09/05/13	EMS	[B150-] Emails with committee members regarding website	0.20 Hrs
09/05/13	EMS	[B150-] Draft update to committee regarding China sale, SOC, Lathman retention and BDA retention website	0.80 Hrs
09/05/13	SIC	[B150-] Preparation of meeting minutes for September 4th teleconference	2.20 Hrs
09/05/13	SIC	[B150-] Preparation of August 28, 2013 meeting minutes	0.90 Hrs
09/06/13	EMS	[B150-] Review and update status chart	0.20 Hrs
09/06/13	EMS	[B150-] Email co-counsel comments to 1102 motion	0.40 Hrs
09/09/13	EMS	[B150-] Review updated status chart	0.10 Hrs
09/09/13	SIC	[B150-] Finalize critical dates memorandum (.9); circulate to Committee and attorneys for review (.1)	1.00 Hrs
09/09/13	SIC	[B150-] Inform committee and attorneys re critical dates and deadlines	0.40 Hrs
09/09/13	RXZ	[B150-] Calls and emails with RustOmni and debtors re: shareholder inquiries and 1102 motion (.4) and related follow up with A. Hammer and E. Sutty (.3)	0.70 Hrs
09/10/13	JF1	[B150-] Draft meeting minutes from August 28, 2013 Equity Committee call (.5); draft agenda for September 11, 2013 Equity Committee call (.3)	0.80 Hrs
09/10/13	JF1	[B150-] Meeting with E. Sutty to analyze draft meeting minutes from August 28, 2013 and agenda for September 11, 2013 Equity Committee call	0.30 Hrs
09/10/13	JF1	[B150-] Revise meeting minutes for August 28, 2013	0.40 Hrs
09/10/13	JF1	[B150-] E-mail to Professionals proposed agenda for review and approval	0.10 Hrs
09/10/13	JF1	[B150-] Revise meeting minutes from R. Zahralddin's revisions for August 28, 2013	0.30 Hrs
09/10/13	JF1	[B150-] E-mail to Equity Committee agenda for September 11, 2013 and meeting minutes for August 28, 2013	0.10 Hrs
09/10/13	EMS	[B150-] Email to committee members regarding by-laws	0.20 Hrs
09/10/13	EMS	[B150-] Office conference with J. Ford regarding 8/28 meeting minutes and agenda for 9/11 call with committee	0.40 Hrs
09/10/13	RXZ	[B150-] Analyze and update meeting minutes and agenda and forward to J. Ford for handling and distribution	0.40 Hrs
09/10/13	SIC	[B150-] Preparation of summary of Bar Date Motion for Committee and professional review	0.40 Hrs
09/10/13	SIC	[B150-] Circulate Retention Application of Greenberg to Committee and professionals for review	0.20 Hrs

In re Agfeed USA, LLC - Case No. 13-11761

09/11/13	JF1	[B150-] Participate in the Equity Security Holders weekly meeting	0.60 Hrs
09/11/13	EMS	[B150-] Committee call	0.80 Hrs
09/11/13	EMS	[B150-] Review and analyze schedules to prepare for 341 meeting	0.30 Hrs
09/11/13	EMS	[B150-] Attend 341 meeting	1.40 Hrs
09/12/13	RXZ	[B150-] Analyze transcripts and formulate FAQs for website (.6); related follow up with Debtors and website host re: same (.3)	0.90 Hrs
09/13/13	JF1	[B150-] E-mail to professionals and Equity Security Holders Committee attaching Motion for Appointment of Chapter 11 Examiner Motion of the United States Trustee and Exhibits	0.20 Hrs
09/13/13	JF1	[B150-] E-mail to Professionals and Equity Security Holders Committee attaching US Trustee's Objection to AgFeed Application for Authorization to Employ and Retain Latham & Watkins	0.10 Hrs
09/13/13	SIC	[B150-] Assist J. Ford with google doc upload	0.30 Hrs
09/15/13	EMS	[B150-] Call with shareholder regarding case status	0.30 Hrs
09/16/13	EMS	[B150-] Emails to Rust Omni regarding updates to website	0.10 Hrs
09/16/13	EMS	[B150-] Call from shareholder (M. Canovali) regarding case status	0.20 Hrs
09/17/13	JF1	[B150-] Draft meeting minutes from September 11, 2013 committee call (.3); draft agenda for September 18, 2013 committee call (.2)	0.50 Hrs
09/17/13	JF1	[B150-] Meeting with E. Sutty re: revisions to meeting minutes of September 11, 2013 and agenda for September 18, 2013 (.3); revise agenda and meeting minutes (.2); e-mail to professionals agenda and meeting minutes for review (.1); e-mail to the Official Committee of Equity Security Holders meeting minutes of September 11, 2013 and agenda for September 18, 2013 committee call (.1)	0.70 Hrs
09/17/13	EMS	[B150-] Revise minutes of 9/11 committee call	0.30 Hrs
09/17/13	EMS	[B150-] Revise agenda for 9/18 committee call	0.30 Hrs
09/17/13	EMS	[B150-] Call with shareholder regarding case status	0.40 Hrs
09/17/13	SIC	[B150-] Review Motion Granting Waiver and circulate to Committee for review	0.20 Hrs
09/17/13	RXZ	[B150-] 1102 call with D. Weinberg re: China sale (.8); follow up with J. Ford re: same (.3); calls to and from web master re: transcripts and related call to transcriber (.4)	1.50 Hrs
09/18/13	JF1	[B150-] Participate in Equity Security Holders Committee call	0.50 Hrs
09/18/13	EMS	[B150-] Instructions to S. Collazo regarding committee by-laws	0.20 Hrs
09/18/13	RXZ	[B150-] 1102 call from M. Cooney re: examiner, sales and other related issues	0.60 Hrs
09/20/13	JF1	[B150-] E-mail to professionals re: revised Chapter 11 status chart	0.10 Hrs
09/20/13	JF1	[B150-] E-mail to professionals and Equity Security Holders Committee re: tele-conference scheduled for September 24, 2013 and dial-in information	0.10 Hrs
09/20/13	SIC	[B150-] Conference with R. Zahralddin, E. Sutty, J. Ford and A. Lyles re: update on critical dates, website and _____status chart	1.10 Hrs
09/20/13	EMS	[B150-] Call from Citigroup regarding case status	0.20 Hrs

In re Agfeed USA, LLC - Case No. 13-11761

09/20/13	EMS	[B150-] Office conference with R. Zahralddin and paralegals regarding case strategy meeting including critical dates, website updates and status chart	1.10 Hrs
09/20/13	RXZ	[B150-] Meeting with paralegals and E. Sutty re: management of sale issues, agenda, updated memos on fees, and examiner in preparation for committee meeting	0.70 Hrs
09/23/13	SIC	[B150-] Review Objections to James Regnante and circulate to professionals for review	0.20 Hrs
09/23/13	SIC	[B150-] Review Objection to Cash Collateral and circulate to professionals for review	0.20 Hrs
09/24/13	JF1	[B150-] Draft agenda and meeting minutes for the September 18, 2013 meeting (.4); meeting with E. Sutty re: agenda and meeting minutes (.2); revise agenda and meeting minutes (.2); e-mail to Professionals and Equity Security Holders Committee the agenda and meeting minutes (.1)	0.90 Hrs
09/24/13	JF1	[B150-] Weekly tele-conference meeting with professionals and Equity Security Holders Committee	0.90 Hrs
09/24/13	EMS	[B150-] Review and revise minutes from 9/18 committee meeting	0.20 Hrs
09/24/13	EMS	[B150-] Revise agenda for 9/24 committee meeting	0.20 Hrs
09/24/13	EMS	[B150-] Committee call	0.90 Hrs
09/24/13	RXZ	[B150-] Committee Call	0.90 Hrs
09/24/13	RXZ	[B150-] Prepare for committee call	0.50 Hrs
09/24/13	RXZ	[B150-] E-mails to and from E. Sutty re: draft objections and communications to committee	0.10 Hrs
09/24/13	RXZ	[B150-] Emails and calls with B. MyGatt re: 1102 inquiry	0.30 Hrs
09/24/13	SIC	[B150-] Analyze Supplemental Order re Fee Structure (.2); circulate to committee and professionals for review (.1)	0.30 Hrs
09/24/13	RXZ	[B150-] Analyze agenda, meeting minutes and prepare for committee call - comments to J. Ford (.3) and coordinate with A. Hammer re: cash collateral (.1)	0.40 Hrs
09/24/13	SIC	[B150-] Preparation of CNO re 1102 Motion	0.40 Hrs
09/25/13	SIC	[B150-] Update case status chart for attorney review	0.30 Hrs
09/25/13	RXZ	[B150-] Analyze email from S. Hickey and respond per 1102 (.3); related calls (.2)	0.50 Hrs
09/25/13	RXZ	[B150-] Call from M. Cooney re: update on China Sales	0.50 Hrs
09/25/13	SIC	[B150-] Preparation of CNO regarding 1102 motion (.1); filing (.1); effectuate service of same (.5)	0.70 Hrs
09/26/13	EMS	[B150-] Email to committee regarding 9/30 plan meeting with Debtors and creditors' committee	0.20 Hrs
09/26/13	RXZ	[B150-] Calls from B. MyGatt re: 1102 inquiry on waterfall	0.60 Hrs
09/27/13	JF1	[B150-] Analyze critical hearing memorandum (.2); e-mail to professionals and Equity Security Holders Committee critical hearing memorandum (.1)	0.30 Hrs
09/27/13	SIC	[B150-] Upload documents on google docs for committee review	1.60 Hrs
09/27/13	RXZ	[B150-] Prepare responses to AgFeed Message Board re: 1102 process, order and update on case and related calls re: update information from G/S	1.70 Hrs

In re Agfeed USA, LLC - Case No. 13-11761

09/28/13	RXZ	[B150-] Post instructions for 1102 website and related follow up with paralegals and legal team re: same	0.40 Hrs	
09/30/13	EMS	[B150-] Post-strategy meeting with R. Zahralddin, A. Hammer, M. Melickian and W. Weitz regarding proposed go forward approach and related issues.	1.00 Hrs	
09/30/13	RXZ	[B150-] Email inquiry and related call from D. Abplanalp re: 1102	0.10 Hrs	
	Totals		44.10 Hrs	$17,420.00
Meetings of and Communications with Creditors Totals			44.10 Hrs	$17,420.00

EG Retention

09/02/13	RXZ	[B160-] Analyze updated conflict report as part of continuing disclosure obligation	0.40 Hrs	
09/20/13	SIC	[B160-] Prepare critical dates memorandum re: cno deadline for EG retention	0.20 Hrs	
09/24/13	SIC	[B160-] Draft CNO re EG Retention App (.3); filing (.1); effectuate service of same (.4)	0.80 Hrs	
	Totals		1.40 Hrs	$469.00
EG Retention Totals			1.40 Hrs	$469.00

Employment & Retention Application Other

09/03/13	EMS	[B165-] Call with N. Peterman and R. Zahralddin regarding Lathman & Watkins retention	0.50 Hrs	
09/03/13	EMS	[B165-] Call with R. Brady and R. Zahralddin regarding Lathman and Watkin's retention	0.30 Hrs	
09/03/13	EMS	[B165-] Review Latham and Watkins' engagement letter	0.30 Hrs	
09/03/13	EMS	[B165-] Begin drafting response to Latham & Watkins retention application	1.00 Hrs	
09/03/13	RXZ	[B165-] Call with R. Brady re: Latham Retention	0.40 Hrs	
09/04/13	RXZ	[B165-] Call with E. Sutty and debtors regarding Latham and BDA retention issues	0.20 Hrs	
09/05/13	EMS	[B165-] Call with N.Peterman, R. Brady and K. Maib regarding Latham & Watkins retention application; China Sale update and BDA retention	0.80 Hrs	
09/05/13	EMS	[B165-] Call with N. Peterman regarding Latham & Watkins retention	0.20 Hrs	
09/05/13	EMS	[B165-] Instructions to S. Collazo regarding calendar extension to Latham & Watkins retention application	0.10 Hrs	
09/05/13	SIC	[B165-] Inform attorneys regarding extended deadline to file response to Latham & Watkins Retention Application	0.20 Hrs	
09/09/13	EMS	[B165-] Call with UST regarding Latham retention	0.20 Hrs	
09/09/13	EMS	[B165-] Call with creditor's committee counsel regarding BDA retention	0.20 Hrs	
09/09/13	RXZ	[B165-] E-mails from UCC re: Latham retention issues (.2) and follow up with Debtors (.3)	0.50 Hrs	
09/10/13	EMS	[B165-] Email to co-counsel regarding Latham retention	0.10 Hrs	

In re Agfeed USA, LLC - Case No. 13-11761

09/10/13	EMS	[B165-] Review email from R. Brady regarding Latham & Watkins' retention	0.30 Hrs
09/10/13	EMS	[B165-] Analyze engagement letters regarding Latham retention	0.80 Hrs
09/10/13	EMS	[B165-] Emails with N. Peterman regarding Latham retention	0.20 Hrs
09/11/13	EMS	[B165-] Call with N. Peterman, R. Zahralddin and W. Weitz regarding Lathman retention	0.40 Hrs
09/11/13	EMS	[B165-] Emails with Debtors and creditors committee regarding Lathman and Watkins retention	0.40 Hrs
09/11/13	RXZ	[B165-] Call with N. Peterman, W. Weitz and E. Sutty regarding Lathman retention	0.40 Hrs
09/11/13	RXZ	[B165-] Multiple calls and emails re: Latham retention issues (.3) and formulation of proposal to resolve issues (.4)	0.70 Hrs
09/12/13	AXL	[B165-] Effectuate service of the Retention Agreement Latham & Watkins	1.50 Hrs
09/12/13	SIC	[B165-] Preparation of Objection to Latham retention (.5); filing of same (.1)	0.60 Hrs
09/12/13	EMS	[B165-] Call with A. Hammer regarding objection to Latham's retention application	0.20 Hrs
09/12/13	EMS	[B165-] Revise objection to Latham & Watkins' retention application and oversee filing and service of same	1.80 Hrs
09/12/13	EMS	[B165-] Emails with N. Peterman regarding objection to L&W retention	0.20 Hrs
09/12/13	EMS	[B165-] Review creditors' committee's joinder to objection to L&W retention	0.20 Hrs
09/12/13	RXZ	[B165-] Finalize comments and update to objection to retention of Latham and Watkins (.5); instructions to E. Sutty (.1)	0.60 Hrs
09/13/13	EMS	[B165-] Review UST's objection to Latham retention	0.30 Hrs
09/14/13	EMS	[B165-] Emails with N. Peterman regarding Latham retention application	0.20 Hrs
09/16/13	RXZ	[B165-] Call with UST and equity committee professionals re: Latham retention	0.40 Hrs
09/16/13	EMS	[B165-] Review Debtors' reply regarding Latham retention application	0.40 Hrs
09/16/13	EMS	[B165-] Call with UST and equity committee professionals regarding Latham retention	0.40 Hrs
09/16/13	EMS	[B165-] Calls with R. Brady, R. Zahralddin and creditors' committee counsel regarding Latham retention	0.90 Hrs
09/18/13	EMS	[B165-] Review revised Latham retention application and emails regarding same	0.20 Hrs
09/20/13	SIC	[B165-] Prepare critical dates memorandum re: cno deadline for Gavin and Sugar retention	0.30 Hrs
09/20/13	EMS	[B165-] Review and revised order regarding BDA retention	0.20 Hrs
09/23/13	RXZ	[B165-] Analyze Declaration of Disinterestedness Regarding Brown, Winick, Graves, Gross Baskerville and Schoenebaum, P.L.C.	0.10 Hrs
09/24/13	RXZ	[B165-] Finalize and instructions to S. Collazzo re: Certificate of No Objection for Retention App. of Elliott Greenleaf (.2) Gavin/Solmonese (.2) and Sugar Felsenthal Grais & Hammer LLP (.2)	0.60 Hrs
09/24/13	RXZ	[B165-] Analyze Debtors' Application for Entry of an Order Authorizing the Debtors to Retain and Employ Plante & Moran, PPLC (.2) and forward with instructions to J. Ford (.1)	0.30 Hrs

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09/24/13	SIC	[B165-] Draft CNO re Gavin Retention App (.3); filing (.1); effectuate service of same (.4)	0.80 Hrs	
09/24/13	SIC	[B165-] Draft CNO re Sugar Retention App (.3); filing (.1); effectuate service of same (.4)	0.80 Hrs	
09/24/13	RXZ	[B165-] Emails from S. Collazo re: Debtors' Application for Entry of an Order Authorizing the Debtors to Retain and Employ Plante & Moran, PPLC as Tax Services Provider	0.10 Hrs	
09/24/13	RXZ	[B165-] Analyze final order entered re: BDA revisions and forward to S. Colazzo	0.30 Hrs	
09/27/13	SIC	[B165-] Preparation of Orders to be signed by Court (.3); forward to E. Sutty (.1)	0.40 Hrs	
		Totals	20.00 Hrs	$8,701.00
		Employment & Retention Application Other Totals	20.00 Hrs	$8,701.00

EG Fee Applications

09/03/13	SIC	[B170-] Prepare Critical Dates Memorandum re: Fee Application deadlines	0.50 Hrs	
09/20/13	SAK	[B170-] Review and edit pre-bill; instructions to I. Densmore re same	0.70 Hrs	
09/30/13	SAK	[B170-] Instructions from R. Zahralddin re budget preparation	0.10 Hrs	
09/30/13	RXZ	[B170-] Conference with A. Hammer re: fee applications (.2) and related update and analysis of EG August time (.8)	1.00 Hrs	
09/30/13	SIC	[B170-] Updates to critical dates re: fee application deadlines	0.20 Hrs	
		Totals	2.50 Hrs	$1,127.50
		EG Fee Applications Totals	2.50 Hrs	$1,127.50

Fee Applications and Invoices - Other

09/04/13	EMS	[B175-] Analyze Young Conaway's fee application	0.30 Hrs	
09/04/13	SIC	[B175-] Preparation of Professional Fee Application Spreadsheet	0.70 Hrs	
09/20/13	SIC	[B175-] Prepare critical dates memorandum re: fee application deadlines	0.50 Hrs	
09/23/13	RXZ	[B175-] E-mails to and from EQ professionals re: updated fees and deadlines for fee application preparation	0.30 Hrs	
09/26/13	EMS	[B175-] Draft memo for interim compensation procedures	1.00 Hrs	
		Totals	2.80 Hrs	$1,038.00
		Fee Applications and Invoices - Other Totals	2.80 Hrs	$1,038.00

Fee Objections - Others

09/02/13	RXZ	[B176-] Analyze pro se objection to Debtors professional fees	0.10 Hrs	
		Totals	0.10 Hrs	$61.00
		Fee Objections - Others Totals	0.10 Hrs	$61.00

Assumption/Rejections of Leases and Contracts

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09/10/13	EMS	[B185-] Analyze motion to authorize Debtors to continue to honor obligations to Vaco regarding employee placement agreement	0.40 Hrs	
09/19/13	SIC	[B185-] Circulate Order Approving Omnibus Order Rejecting Contracts to attorneys for review	0.10 Hrs	
09/24/13	EMS	[B185-] Analyze motion to extend time to assume or reject unexpired leases	0.40 Hrs	
09/24/13	RXZ	[B185-] E-mail from S. Collazo re: Debtors' Motion for Order Extending the Deadline Pursuant to Section 365(d)(4) of the Bankruptcy Code to Assume or Reject Unexpired Leases of Nonresidential Real Property (.1) and attached document (.1)	0.20 Hrs	
09/30/13	SIC	[B185-] Updates to critical dates re: recent motions re leases	0.30 Hrs	
	Totals		1.40 Hrs	$572.00
Assumption/Rejections of Leases and Contracts Totals			1.40 Hrs	$572.00

Other Contested Matters

09/17/13	EMS	[B190-] Call with A. Hammer regarding historical background memo	0.20 Hrs	
09/25/13	EMS	[B190-] Finalize objection to appointment of examiner and prepare for filing	0.80 Hrs	
09/25/13	EMS	[B190-] Analyze response to examiner motion filed by Debtors' and creditors' committee and prepare summary for the committee	1.20 Hrs	
	Totals		2.20 Hrs	$990.00
Other Contested Matters Totals			2.20 Hrs	$990.00

Operations

09/03/13	SIC	[B200-] Prepare Critical Dates Memorandum re: Operating reports	0.50 Hrs	
	Totals		0.50 Hrs	$112.50
Operations Totals			0.50 Hrs	$112.50

Business Operations

09/06/13	EMS	[B210-] Analyze amended schedules	0.30 Hrs	
09/06/13	SIC	[B210-] Preparation of Dissemination Motion (1.2); filing (.1); effectuate service of same (.7)	2.00 Hrs	
09/09/13	EMS	[B210-] Review 9/5/13 8k	0.10 Hrs	
	Totals		2.40 Hrs	$630.00
Business Operations Totals			2.40 Hrs	$630.00

Financing/Cash Collections

09/03/13	SIC	[B230-] Prepare Critical Dates Memorandum re: Cash Collateral	0.50 Hrs
09/09/13	RXZ	[B230-] E-mails to and from Debtors re: cash collateral budget (.2); analyze emails and related budget (.5)	0.70 Hrs

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09/09/13	RXZ	[B230-] E-mails to and from E. Sutty re: follow up on objection deadline re: cash collateral extension and budget issues	0.30 Hrs
09/10/13	EMS	[B230-] Call with R. Brady regarding cash collateral	0.30 Hrs
09/10/13	EMS	[B230-] Email to professionals regarding cash collateral	0.30 Hrs
09/10/13	EMS	[B230-] Analyze cash collateral budget	1.10 Hrs
09/10/13	EMS	[B230-] Call with A. Hammer and R. Brady regarding cash collateral budget	0.20 Hrs
09/10/13	EMS	[B230-] Call with A. Hammer regarding cash collateral budget	0.20 Hrs
09/10/13	EMS	[B230-] Call with UST regarding cash collateral	0.20 Hrs
09/11/13	RXZ	[B230-] Prepare for cash collateral hearing	0.60 Hrs
09/12/13	EMS	[B230-] Analyze proposed second amended cash collateral order	0.80 Hrs
09/12/13	EMS	[B230-] Calls with W. Weitz regarding cash collateral order	0.40 Hrs
09/12/13	EMS	[B230-] Call with R. Brady regarding cash collateral order	0.30 Hrs
09/12/13	EMS	[B230-] Office conference with R. Zahralddin regarding cash collateral order	0.20 Hrs
09/12/13	EMS	[B230-] Call with A. Hammer regarding revised cash collateral order	0.20 Hrs
09/12/13	EMS	[B230-] Research regarding equity committee compensative issues relating to use of cash collateral upon review of proposed 2nd amendment to order authorizing use of cash collateral (3.0); email to co-counsel regarding same and approach for potential objection to use of cash collateral (.2)	3.20 Hrs
09/12/13	RXZ	[B230-] Analyze cash collateral order (.5); case strategy meeting with E. Sutty (.3)	0.80 Hrs
09/17/13	EMS	[B230-] Review motion for waiver of 345(b)	0.30 Hrs
09/20/13	EMS	[B230-] Review draft objection to cash collateral order and provide comments	0.50 Hrs
09/20/13	RXZ	[B230-] Call with A. hammer re: cash collateral issues	0.50 Hrs
09/20/13	RXZ	[B230-] Call with Unsecured Creditor's Committee Counsel re: Examiner Motion and Cash Collateral	0.80 Hrs
09/22/13	EMS	[B230-] Review email from A. Hammer regarding cash collateral	0.10 Hrs
09/23/13	EMS	[B230-] Analyze objection of AF Sellco to cash collateral	0.40 Hrs
09/23/13	RXZ	[B230-] E-mails to and from A. Hammer and R. Brady re: cash collateral	0.40 Hrs
09/24/13	SIC	[B230-] Prepare critical dates memorandum re: cash collateral deadlines	0.70 Hrs
09/24/13	RXZ	[B230-] Analyze summary recommendation and summary email from S. Kinsella re: AF Sellco objection to cash collateral (.1) and related documents (.2)	0.30 Hrs
09/25/13	EMS	[B230-] Finalize revised objection to cash collateral and prepare for filing	0.80 Hrs
09/25/13	RXZ	[B230-] Finalize cash collateral objection comments (.6); calls to and from A. Hammer re: same (.3)	0.90 Hrs
09/26/13	EMS	[B230-] Emails with co-counsel regarding cash collateral objection	0.20 Hrs
09/26/13	EMS	[B230-] Analyze final second amended cash collateral order	0.40 Hrs
09/30/13	EMS	[B230-] Review certification of counsel regarding cash collateral order	0.20 Hrs
	Totals		16.80 Hrs $8,138.00

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Financing/Cash Collections Totals			16.80 Hrs	$8,138.00

Claims Administration and Objections

09/04/13	EMS	[B310-] Preliminary research regarding section 510(b) issues relating to claims asserted by former equity holders and analysis of same	2.70 Hrs	
09/09/13	EMS	[B310-] Analyze motion to set bar date	0.70 Hrs	
09/10/13	EMS	[B310-] Review summary of bar date motion to committee	0.20 Hrs	
09/16/13	EMS	[B310-] Review blackline of bar date order and notice	0.20 Hrs	
09/20/13	SIC	[B310-] Prepare critical dates memorandum re: bar dates	0.50 Hrs	
09/23/13	SIC	[B310-] Review Notice and Motion re J. Regnante Claims (.2); circulate documents and summary to committee and professionals for review (.2)	0.40 Hrs	
09/24/13	SIC	[B310-] Analyze extension motions (.4); circulate to committee and professionals for review (.1)	0.50 Hrs	
09/25/13	RXZ	[B310-] Analyze revised clean and blacklines of the revised Bar Date Order(.4), Bar Date Notice (.5) and POC (.2); emails to and from D. Bowman re: committee sign off (.2)	1.30 Hrs	
	Totals		6.50 Hrs	$2,818.00
Claims Administration and Objections Totals			6.50 Hrs	$2,818.00

Plan and Disclosure Statement

09/24/13	RXZ	[B320-] Calls and emails related to working conference with Debtors and UCC to resolve global issues of plan and liquidation trust	0.70 Hrs	
09/26/13	EMS	[B320-] Circulate agenda for 9/30 plan meeting and related emails	0.30 Hrs	
09/30/13	EMS	[B320-] Prepare for, attend and participate in global plan meeting with debtors, creditors' committee, and their professionals	5.00 Hrs	
09/30/13	RXZ	[B320-] Prepare for, attend and participate in global plan meeting with debtors, creditors' committee and professionals (4.0); post-meeting strategy conference with A.Hammer, E. Sutty, M. Melickian and W. Weitz regarding debtors' proposed go forward approach and related issues (1.0).	5.00 Hrs	
	Totals		11.00 Hrs	$5,862.00
Plan and Disclosure Statement Totals			11.00 Hrs	$5,862.00

Court Hearings

09/03/13	EMS	[B430-] Office conference with S. Callazo regarding critical dates memo	0.30 Hrs	
09/04/13	RXZ	[B430-] Comments to critical dates memo	0.20 Hrs	
09/09/13	EMS	[B430-] Review critical dates	0.30 Hrs	
09/09/13	EMS	[B430-] Call to chambers regarding 9/11 hearing	0.10 Hrs	
09/09/13	EMS	[B430-] Review agenda for 9/11 hearing	0.10 Hrs	
09/10/13	SIC	[B430-] Review docket for an Amended Agenda for the September 11, 2013 hearing (.2); inform attorneys re same (.1)	0.30 Hrs	
09/11/13	EMS	[B430-] Emails with W. Weitz regarding 9/12 hearing	0.20 Hrs	

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09/11/13	SIC	[B430-] Review docket for Amended Agenda	0.10 Hrs
09/11/13	EMS	[B430-] Call with W. Weitz and A. Hammer regarding today's hearing	0.60 Hrs
09/12/13	SIC	[B430-] Arrange telephonic appearance for September 12, 2013 hearing (.3); circulate to attorneys (.1)	0.40 Hrs
09/12/13	EMS	[B430-] Prepare for today's hearing	1.00 Hrs
09/12/13	EMS	[B430-] Review agenda and amended update for 9/16 hearing	0.10 Hrs
09/12/13	RXZ	[B430-] Analyze updated agenda and instructions to S. Collazo re: same	0.20 Hrs
09/13/13	SIC	[B430-] Prepare critical dates memorandum re: hearings	1.90 Hrs
09/13/13	EMS	[B430-] Analyze and revise critical dates memo regarding upcoming Hearing	0.30 Hrs
09/13/13	SIC	[B430-] Preparation of September 16, 2013 hearing binder	0.90 Hrs
09/16/13	RXZ	[B430-] Prepare for hearing (1.2); related calls to UST and R. Brady re: same (.4)	1.60 Hrs
09/16/13	RXZ	[B430-] Negotiations with Latham prior to hearing (.5); attend and appear at hearing (.4); follow up with Latham and Debtors after hearing (.5)	1.40 Hrs
09/16/13	EMS	[B430-] Emails with N Peterman regarding Monday's hearing	0.20 Hrs
09/16/13	EMS	[B430-] Emails with professionals regarding today's hearing	0.20 Hrs
09/16/13	EMS	[B430-] Professionals call regarding today's hearing	0.70 Hrs
09/16/13	EMS	[B430-] Call with G. Mathews regarding transcripts	0.10 Hrs
09/16/13	SIC	[B430-] Review docket for Amended Agenda (.1); circulate to Committee and Professionals for review (.1); Update hearing binder (.3)	0.50 Hrs
09/16/13	SIC	[B430-] Preparation of CourtCall appearance for A. Hammer for September 16, 2013 hearing	0.30 Hrs
09/16/13	SIC	[B430-] Review docket for Third Amended Agenda for September 16 hearing (.1); circulate to committee and professionals for review (.1); update hearing binder re same (.2)	0.40 Hrs
09/16/13	RXZ	[B430-] Committee professionals call re: Latham hearing and cash collateral issues	0.80 Hrs
09/17/13	SIC	[B430-] Review Notice of Rescheduled Hearing and update calendar re: same	0.20 Hrs
09/19/13	SIC	[B430-] Circulate Notice of Hearing re October 15 Hearing to attorneys for review	0.20 Hrs
09/20/13	JF1	[B430-] Meeting with R. Zahralddin, E. Sutty, A. Lyles and S. Collazo re: case status and critical dates memorandum of hearings	1.10 Hrs
09/20/13	EMS	[B430-] Review transcript of 9/16 hearing	0.50 Hrs
09/24/13	SIC	[B430-] Correspondence with Debtor's counsel re: CNOs for Agenda	0.20 Hrs
09/24/13	RXZ	[B430-] Analyze updated critical dates from S. Collazo	0.30 Hrs
09/26/13	EMS	[B430-] Analyze agenda for 9/30 hearing	0.20 Hrs
09/26/13	EMS	[B430-] Analyze amended agenda for 9/30 hearing and circulate to committee	0.20 Hrs
09/26/13	RXZ	[B430-] E-mails and calls re: trial questions from UST on contested evidentiary hearing with UST (.1) and Debtors (to avoid unnecessary duplication) (.4)	0.50 Hrs

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09/26/13	RXZ	[B430-] Analyze agenda (.2) and related summary memo from S. Collazo re: same (.1)	0.30 Hrs	
09/26/13	RXZ	[B430-] Email and amended agenda from S. Collazo	0.10 Hrs	
09/27/13	SIC	[B430-] Preparation of materials for September 30, 2013 hearing	1.30 Hrs	
09/27/13	EMS	[B430-] Emails with court regarding orders for CNO matters	0.30 Hrs	
09/30/13	EMS	[B430-] Call from R. Brady regarding today's hearing	0.20 Hrs	
09/30/13	EMS	[B430-] Prepare for, attend and participate in omnibus hearing	4.20 Hrs	
09/30/13	RXZ	[B430-] Prepare for hearing	0.90 Hrs	
09/30/13	RXZ	[B430-] Attend and participate in September omnibus hearing and related pre-hearing discussions with interested parties and client	2.90 Hrs	
09/30/13	SIC	[B430-] Updates to critical dates re: upcoming hearings	0.30 Hrs	
	Totals		27.10 Hrs	$11,844.50
Court Hearings Totals			27.10 Hrs	$11,844.50

Schedules and Statements

09/03/13	SIC	[B440-] Prepare Critical Dates Memorandum re: Schedules and Statements	0.50 Hrs	
09/03/13	EMS	[B440-] Review an analyze monthly operating report (7/15/13-8/2/13)	0.20 Hrs	
09/06/13	SIC	[B440-] Circulate Amended Schedules and Statements of the Debtor to Committee for review	0.10 Hrs	
09/24/13	RXZ	[B440-] Analyze Certification of Counsel Regarding Order Authorizing Additional Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs and instructions to S. Collazo	0.20 Hrs	
	Totals		1.00 Hrs	$347.00
Schedules and Statements Totals			1.00 Hrs	$347.00

Insurance Matters

09/03/13	EMS	[B460-] Analyze summary of insurance	0.30 Hrs	
09/03/13	EMS	[B460-] Review and analyze D&O policies	2.70 Hrs	
	Totals		3.00 Hrs	$1,350.00
Insurance Matters Totals			3.00 Hrs	$1,350.00

Litigation

09/03/13	RXZ	[B600-] Analyze SEC filings and Webster deposition transcript	1.60 Hrs	
09/09/13	RXZ	[B600-] Call with Committee professionals re: Latham retention, G/S call with [redact],cash collateral and other open issues	0.80 Hrs	
09/13/13	EMS	[B600-] Review UST's motion for appointment of examiner and related declarations	4.30 Hrs	
09/13/13	RXZ	[B600-] Analyze examiner motion (.4) and related affidavits and exhibits (2.1)	2.50 Hrs	

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09/16/13	RXZ	[B600-] Calls with Debtors regarding China sale, cash collateral and UST's examiners motion (1.0); further call with R. Brady re: same (.9)	1.90 Hrs
09/17/13	EMS	[B600-] Review historical background memorandum	0.70 Hrs
09/17/13	EMS	[B600-] Call with A. Hammer regarding historical memorandum	0.20 Hrs
09/18/13	RXZ	[B600-] Prepare for (1.0) and meeting with US Trustee and A. Hammer (1.5)	2.50 Hrs
09/18/13	RXZ	[B600-] Call with committee counsel and A. Hammer re: litigation issues and task allocation to avoid duplication	0.70 Hrs
09/19/13	AXL	[B600-] Instructions from R. Zahralddin regarding objection to the Motion of the US Trustee for an Order Directing the Appointment of an Examiner (.1); draft shell objection for professional (.9)	1.00 Hrs
09/19/13	RXZ	[B600-] Calls and emails with R. Brady re: Examiner Motion	0.70 Hrs
09/20/13	AXL	[B600-] Case strategy meeting with R. Zahralddin and E. Sutty	0.20 Hrs
09/20/13	AXL	[B600-] Case status meeting with R. Zahralddin, E. Sutty, J. Ford and S. Collazo	1.10 Hrs
09/20/13	RXZ	[B600-] Call with R. Brady re: Examiner Motion	0.80 Hrs
09/20/13	EMS	[B600-] Office conference with R. Zahralddin regarding examiner motion	0.40 Hrs
09/20/13	EMS	[B600-] Telephone conference with R. Brady and R. Zahralddin regarding examiner motion	0.40 Hrs
09/20/13	EMS	[B600-] Office conference with R. Zahralddin and A. Lyles regarding case strategy meeting including examiner motion	0.20 Hrs
09/20/13	EMS	[B600-] Call with Creditors' Committee regarding examiner motion	1.00 Hrs
09/20/13	AXL	[B600-] Instructions from R. Zahralddin regarding conference call with Committee on related follow-up re status of examiner's motion	0.10 Hrs
09/20/13	RXZ	[B600-] Call with UST re: Examiner Motion	0.20 Hrs
09/20/13	RXZ	[B600-] Case strategy meeting with E. Sutty re: response to examiner motion (.5); and related follow up after calls/emails with client, UST, Debtors and A. Hammer (.4)	0.90 Hrs
09/20/13	RXZ	[B600-] Emails to and from client re: examiner motion and open issues	0.50 Hrs
09/23/13	AXL	[B600-] AgFeed Industries: research petition for E. Sutty	0.10 Hrs
09/23/13	EMS	[B600-] Research for objection to examiner motion	3.50 Hrs
09/23/13	EMS	[B600-] Draft objection to appointment of examiner	4.40 Hrs
09/23/13	RXZ	[B600-] Analyze Research (.8) and updates to E. Sutty re: objection to Examiner Motion (.4); prepare summary for committee (.7)	1.90 Hrs
09/24/13	EMS	[B600-] Call from R. Waetzman regarding examiner motion response	0.30 Hrs
09/24/13	EMS	[B600-] Attention to revisions to objection to examiner motion	0.80 Hrs
09/24/13	EMS	[B600-] Analyze motion to extend removal period	0.30 Hrs
09/24/13	EMS	[B600-] Emails with R. Brady regarding objection to appointment of examiner	0.20 Hrs
09/24/13	EMS	[B600-] Review Debtors' draft objection to appointment of examiner	0.70 Hrs
09/24/13	RXZ	[B600-] Analyze removal deadlines and forward comments on critical dates and instructions to S. Collazo and E. Sutty	0.20 Hrs

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09/24/13	RXZ	[B600-] Updates and analysis of Examiner Objection/Response (.4) analyze updated research re: cost of examiners and applicability of limits or caps on examiners (.8)	1.20 Hrs
09/24/13	RXZ	[B600-] Analyze SFGH comments to Examiner Motion	0.30 Hrs
09/24/13	RXZ	[B600-] Summary email from S. Collazo re: Debtors' Motion for an Order Pursuant to 28 U.S.C. Section 1452 and Bankruptcy Rules 9006 and 9027 Extending the Debtors' Time to File Notices of Removal of Claims and Causes of Actions Related to the Debtors' Chapter 11 Proceedings	0.10 Hrs
09/24/13	SIC	[B600-] Draft Objection to Examiner Motion (1.6); blackline for attorney review (.2)	1.80 Hrs
09/24/13	AXL	[B600-] Draft summary of docket #340 Supplemental Application for professionals review	0.50 Hrs
09/25/13	EMS	[B600-] Analyze motions of J. Regnante to demand involvement of FBI	0.20 Hrs
09/25/13	SIC	[B600-] Preparation of Objection to Examiner Motion (.4); filing (.1); effectuate service of same (.6)	1.10 Hrs
09/25/13	RXZ	[B600-] Analyze and update Examiner Motion Objection (.6); analyze comments to same from SF and G/S (.4); meeting with E. Sutty re: same (.3)	1.30 Hrs
09/26/13	RXZ	[B600-] Analyze Debtor's draft objection to Examiner's motion and related call to R. Brady	0.40 Hrs

Totals	42.00 Hrs	$20,532.50
Litigation Totals	42.00 Hrs	$20,532.50

TOTAL LEGAL SERVICES $91,365.00

LEGAL SERVICES SUMMARY

Ford, Jennifer L.	8.00 Hrs	225 /hr	$1,800.00
Lyles, Aurelia X	4.50 Hrs	225 /hr	$1,012.50
Sandra I. Roberts, Sandra I	36.90 Hrs	225 /hr	$8,302.50
Kinsella, Shelley A.	0.80 Hrs	450 /hr	$360.00
Sutty, Eric M	90.10 Hrs	450 /hr	$40,545.00
Zahralddin-Aravena, Rafael X.	64.50 Hrs	610 /hr	$39,345.00
	204.80 Hrs		$91,365.00

Reimbursement for out of pocket expenses

DELIVERY/COURIER SERVICE

09/05/13	[] RELIABLE WILMINGTON---INV #WL043290 DTD 08/31/13: PROFESSIONAL SERVICE PERIOD: 08/16-08/31/13: 5 HDS ON 8/29/13 FOR JLF	37.50

$37.50

POSTAGE

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09/06/13	[] Postage	64.28	
09/12/13	[] Postage	47.51	
09/24/13	[] Postage	57.79	
09/25/13	[] Postage	57.32	
			$226.90
	Total Reimbursement for out of pocket expenses		$264.40
		TOTAL THIS BILL	$91,629.40

PREVIOUS BILLS OUTSTANDING

118513	10/25/13	67,903.00
		$67,903.00
	GRAND TOTAL DUE	$159,532.40

PREVIOUS BILLS OUTSTANDING

118513	10/25/13	67,903.00
		$67,903.00
	TOTAL DUE	**$159,532.40**

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Task Billing Summary Page

Re: AgFeed Official Committee of Equity Security Holders

	Current Bill
Case Administration	
	$225.00
Subtotals	$225.00
Asset Analysis and Recovery	
	$900.00
Subtotals	$900.00
Asset Disposition	
	$8,227.00
Subtotals	$8,227.00
Meetings of and Communications with Creditors	
	$17,420.00
Subtotals	$17,420.00
EG Retention	
	$469.00
Subtotals	$469.00
Employment & Retention Application Other	
	$8,701.00
Subtotals	$8,701.00
EG Fee Applications	
	$1,127.50
Subtotals	$1,127.50
Fee Applications and Invoices - Other	
	$1,038.00
Subtotals	$1,038.00
Fee Objections - Others	
	$61.00
Subtotals	$61.00
Assumption/Rejections of Leases and Contracts	
	$572.00
Subtotals	$572.00
Other Contested Matters	

In re Agfeed USA, LLC - Case No. 13-11761

		$990.00
	Subtotals	$990.00
Operations		
		$112.50
	Subtotals	$112.50
Business Operations		
		$630.00
	Subtotals	$630.00
Financing/Cash Collections		
		$8,138.00
	Subtotals	$8,138.00
Claims Administration and Objections		
		$2,818.00
	Subtotals	$2,818.00
Plan and Disclosure Statement		
		$5,862.00
	Subtotals	$5,862.00
Court Hearings		
		$11,844.50
	Subtotals	$11,844.50
Schedules and Statements		
		$347.00
	Subtotals	$347.00
Insurance Matters		
		$1,350.00
	Subtotals	$1,350.00
Litigation		
		$20,532.50
	Subtotals	$20,532.50
	Totals	$91,365.00

Amounts outstanding over 30 days are subject to 1 1/4% interest per month.
Payments received after prior posting may not be reflected.

**WE NOW ACCEPT PAYMENT BY CREDIT CARD. IF INTERESTED

PLEASE CONTACT PAT ROONEY AT (215) 977-1014***

EXHIBIT E

SUMMARY OF EXPENSES FOR THE PERIOD AUGUST 23, 2013 THROUGH AUGUST 31, 2013

Expense Category	Total Expenses
Dockets	$ 0.00
Express Mail	$ 0.00
Outside Professional Services	$ 0.00
Postage	$ 0.00
TOTAL:	$ 0.00

EXHIBIT F

SUMMARY OF EXPENSES FOR THE PERIOD SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Expense Category	Total Expenses
Delivery Service	$ 37.50
Postage	$ 226.90
TOTAL:	$ 264.40

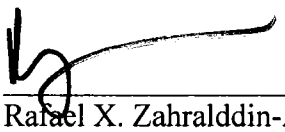
CERTIFICATE OF SERVICE

I, Rafael X. Zahralddin-Aravena, Esquire, counsel to the Official Committee of Equity Security Holders, hereby certify that I caused a copy of the *First Monthly Application of Elliott Greenleaf, counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the Period August 23, 2013 through August 31, 2013 and September 1, 2013 through September 30, 2013* (the "Application") to be served on all Notice Parties, as defined in the Interim Compensation Order (Docket No. 176) as listed on Exhibit A, attached hereto.

I also caused a copy of the Notice to the Application to be served on the attached 2002 service list via First Class U.S. Mail.

Dated: October 25, 2013
Wilmington, Delaware

ELLIOTT GREENLEAF



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Eric M. Sutty (DE Bar No. 4007)
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Wilmington, Delaware 19801
Telephone: (302) 384-9400
Facsimile: (302) 384-9399
Email: rxza@elliottgreenleaf.com
Email: ems@elliottgreenleaf.com

Counsel to the Official Committee of Equity Security Holders

Exhibit A

AgFeed USA, LLC
510 South 17th Street, Suite 104
Ames, IA 50010
(Debtor)

David L. Buchbinder, Esq.
Office of the United States Trustee
844 N. King Street, Suite 2207
Wilmington, DE 19801

Bruce S. Nathan, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas, 17th Floor
New York, NY 10020

Jeffrey D. Prol, Esq.
Timothy R. Wheelers, Esq.
Beth L. Williams, Esq.
Lowenstein Sandler LLP
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Roseland, NJ 07068

Nancy A. Peterman, Esq.
Matthew T. Gensburg, Esq.
Paul T. Fox, Esq.
Greenberg Traurig, LLP
77 West Wacker Drive, Suite 3100
Chicago, IL 60601

Sandra G. Selzer, Esq.
Greenberg Traurig, LLP
The Nemours Building
1007 North Orange Street
Wilmington, DE 19801

2002 Service List

Attorney General's Office
Attn: Bankruptcy Noticing
State Of North Carolina
9001 Mail Service Center
Raleigh, NC 27699-9001

Colorado Attorney General's Office
Attn: Bankruptcy Noticing
Ralph L Carr Colorado Judicial Ctr.
1300 Broadway, 10th Floor
Denver, CO 80203

Delaware State Treasury
820 Silver Lake Blvd, Suite 100
Dover, DE 19904

Internal Revenue Service
Centralized Insolvency Operation
2970 Market St
Philadelphia, PA 19104-5002

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

Iowa Attorney General
Attn: Bankruptcy Noticing
1305 E Walnut Street
Des Moines, IA 50319

Office of The US Trustee Delaware
844 King St., Ste 2207
Lockbox 35
Wilmington, DE 19801

Oklahoma Attorney General
Attn: Bankruptcy Noticing
313 Ne 21st Street
Oklahoma City, OK 73105

Secretary of State
Division of Corporations
Franchise Tax
PO Box 898
Dover, DE 19903

Securities and Exchange Commission
George S. Canellos, Reg. Director
New York Regional Office
3 World Financial Center, Suite 400
New York, NY 10281-1022

Securities and Exchange Commission
Secretary of the Treasury
100 F Street NE
Washington, DC 20549

US Attorneys Office
1007 N Orange St., Ste 700
PO Box 2046
Wilmington, DE 19899

ADM Alliance Nutrition Inc.
(Re: Unsecured Creditors Committee)
Brandon Ledger
4666 Faries Parkway
Decatur, IL 62526

Andrew Ferencz
(Re: Equity Security Holders Committee)
15005 SE 80th Street
Newcastle, WA 98059

2002 Service List

LCSWMA
(Re: Equity Security Holders Committee)
James Warner, CEO
PO Box 4425
Lancaster, PA 17604

Ives Co. Holdings LLC
(Re: Unsecured Creditors Committee)
P.O. Box 20900
Dallas, TX 75320-9000

Marcum Bernstein and Pinchuk
(Re: Unsecured Creditors Committee)
7 Penn Plaza, Suite 830
New York, NY 10001

Mario Grech
(Re: Equity Security Holders Committee)
38 Grenville Street
Toronto, ON
M4Y 1A5
Canada

Milton P Webster, III
(Re: Unsecured Creditors Committee)
1919 South Prairie Avenue #4
Chicago, IL 60616

Protiviti Risk &Business Consulting
(Re: Unsecured Creditors Committee)
Suite 2618, Central Plaza
No. 381 Huai Ha Zhong Rd.
Shanghai, 200020
Peoples Rep of China

Agri-Vest Inc
Attn: Bruce Klostermann
2998 197th Street
Earlville, IA 52041

Bank of the West
Attn: Sharon Harms
25227 Camina Ramon
Nc-B07-3b-H
San Ramon, CA 94583

Bass Berry& Sims PLC
Attn: Overton Thompson, III
150 Third Ave South, Suite 2800
Nashville, TN 37201

Blank Rome LLP
Michael B. Schaedle
One Logan Square
130 North 18th Street
Philadelphia, PA 19103-6998

Blank Rome LLP
Regina Stango Kelbon / Alan M Root
1201 Market Street, Suite 800
Wilmington, DE 19801

Bryan Cave LLP
Brian C Walsh
211 North Broadway
Suite 3600
St. Louis, MO 63102-2750

Youngblood Land & Livestock
Attn: Bruce Youngblood
1068 M Avenue
Jefferson, IA 50129

C&N Livestock Farms, LLC
Attn: Jon Bjornstad
3627 Lakeview Trail
Eagan, MN 55122

2002 Service List

C/0 Recovery Mgmt Systems Corp
(Re: GE Capital Retail Bank)
25 SE 2nd Avenue
Suite 1120
Miami, FL 33131-1605

Clover Ridge Enterprises LLC
Attn: Mark Hood
100 West Street
PO Box 362
Lohrville, IA 51453

Enterprise Fleet Services
Attn: Christina Skelton
Enterprise Fleet Mgt. Customer Billing
5359 Merriam Drive
Kansas City, MO 64180-0089

Greenberg Traurig, LLP
N. Peterman, M. Gensburg, P. Fox
77 West Wacker Drive
Suite 3100
Chicago, IL 60601

Greenberg Traurig, LLP
Sandra G.M. Selzer, Esq.
The Nemours Building
1007 North Orange Street
Wilmington, DE 19801

Hormel Foods Corporation
Attn: Frank Kubesh
1 Hormel Place
Austin, MN 55912

Jery Seitz DBA Some Box LLC
Attn: Jeremy Seitz
228 Park Avenue South, #35693
New York, NY 10003

Kalros, LLC
Attn: Roger Baker
4615 Blarney Drive
Cedar Rapids, IA 52411

Kutak Rock LLP
Jeffrey T. Wegner / Lisa M. Peters
1650 Farnam Street
Omaha, NE 68102

Lowenstein Sandler LLP
Bruce S. Nathan, Esq.
1251 Avenue of the Americas
17th Floor
New York, NY 10020

Lowenstein Sandler LLP
J. Prol, T. Wheeler, B. Williams
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Roseland, NJ 07068

Morris James LLP
Stephen M Miller
500 Delaware Avenue
Suite 1500
Wilmington, DE 19801-1494

Newfeeds LLC
Attn: Elwyn Bruhl
2626 1st Avenue S.
PO Box 818
Fort Dodge, IA 50501

Perrinjaquet Fettkether Site, LLC
Attn: Kevin Perrinjaquet
1986 Highway 3
Edgewood, IA52042

2002 Service List

Riverside Claims LLC
PO Box 626
Planetarium Station
New York, NY 10024

Shannon, Martin, et al.
Mark S. Finkelstein
1001 Mckinney Street, Suite 1100
Houston, TX 77002

Shuttleworth & Ingersoll, PLC
Wesley B. Huisinga
U.S. Bank Bldg
PO Box 2107
Cedar Rapids, IA 52406-2107

Stevens & Lee, PC
Joseph H. Huston, Jr.
1105 North Market Street, 7th Floor
Wilmington, DE 19801

Vet Rx, Inc.
Director, Officer or Managing Agent
1196 Hwy 3 South
Northfield, MN 55057

The Colony Club
Director, Officer or Managing Agent
1500 Main Street
Springfield, MA 01115

Tara L. Lattomus, Esquire
Eckert Seamans Cherin & Mellott, LLC
222 Delaware Avenue, 7th Floor
Wilmington, DE 19801

Steve Jakubowski, Esquire
Robbins Salomon & Patt, Ltd.
180 N. LaSalle Street, Suite 3300
Chicago, IL 60601