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: December 2, 2013 at 4:00 p.m. (ET)

SECOND MONTHLY APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD FROM AUGUST 1, 2013 THROUGH AUGUST 31, 2013

Name of Applicant:	**Latham & Watkins LLP**
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Effective Date of Retention:	July 15, 2013
Period for which compensation and reimbursement is sought:	August 1, 2013 through August 31, 2013
Amount of Compensation sought as actual, reasonable and necessary:	$42,335.00 (80% = $33,868)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	$232.82

This is an: X monthly ___ final application

This application includes 0.00 hours with a value of $0.00 incurred in connection with the preparation of fee applications.

[1] The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC (5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The 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.

Prior applications:

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
11/12/13; D.I. 575	7/15/13 – 7/31/13	$98,477.50	$1,196.58	PENDING	PENDING

COMPENSATION BY INDIVIDUAL

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
W.R. Baker III	Partner. Joined firm in 2003. Member of District of Columbia Bar since 1984. Member (inactive) of Texas Bar since 1983. Litigation.	$1,035.00	15.80	$16,353.00
J.C. Word	Partner. Joined firm in 2002. Member of Maryland Bar since 1997. Member of District of Columbia Bar since 1998. Member of Virginia Bar since 2000. Litigation.	$820.00	10.90	$8,938.00
K.A. Schettig	Associate. Joined firm in 2009. Member of California Bar since 2008. Member of District of Columbia Bar since 2010. Litigation.	$600.00	8.60	$5,160.00
K.S. Cronin	Contract associate. Member of District of Columbia bar since 2011. Member of Virginia Bar since 2010.	$520.00	.70	$364.00
A.E. Russo	Associate. Joined firm in 2011. Member of Virginia Bar since 2011. Member of District of Columbia Bar since 2012. Litigation.	$450.00	6.50	$2,925.00
J.M. Bargnesi	Associate. Joined firm in 2011. Member of New York and District of Columbia Bars since 2012.	$450.00	19.10	$8,595.00
Grand Total:			**61.60**	**$42,335.00**
Blended Rate:		**$645.83**		

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Class Action (Matter 0003)	10.80	$8,646.00
SEC Investigation (Matter 0004)	45.00	$28,077.00
Bankruptcy (Matter 0007)	5.80	$5,612.00
TOTALS	**61.60**	**$42,335.00**

EXPENSE SUMMARY

Expenses Category (Examples)	Total Expenses
Scanning	$42.60
Docket Research	$105.00
Telephone	$1.06
Postage	$3.16
Practice Technology/Litigation Support Services	$81.00
TOTAL DISBURSEMENTS	**$232.82**

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: December 2, 2013 at 4:00 p.m. (ET)

SECOND MONTHLY APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD FROM AUGUST 1, 2013 THROUGH AUGUST 31, 2013

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the law firm of Latham & Watkins LLP (hereinafter "L&W") hereby moves this Court for reasonable compensation for professional legal services rendered as special counsel to the above-captioned debtors and debtors-in-possession (collectively the "Debtors") in the amount of $42,335.00, together with reimbursement for actual and necessary expenses incurred in the amount of $232.82, for the period commencing August 1, 2013 through and including August 31, 2013 (the "Fee Period"). In support of its Application, L&W respectfully represents as follows:

1. Pursuant to the *Order Authorizing the Employment and Retention of Latham & Watkins LLP as Special Counsel to AgFeed Industries, Inc., Nunc Pro Tunc to the Petition Date* [Docket No. 338] entered by this Court on September 20, 2013 (the "Order"),

[1] The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC (5834); M2P2 AF JV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The location of the corporate headquarters for AgFeed Industries, Inc. is 100 Bluegrass Commons Blvd., Suite 310, Hendersonville, Tennessee 37075. The location of the corporate headquarters for the remaining Debtors is 510 South 17th Street, Suite 104, Ames, Iowa 50010.

L&W was employed as special counsel in connection with the Debtors' chapter 11 cases to provide the following services *nunc pro tunc* to July 15, 2013:

a. continuing representation of the Debtor, as well as the individuals who did not receive Wells Calls[2] in the SEC Investigation;

b. assisting the individuals receiving Wells Calls in the SEC Investigation in connection with the transition to separate counsel; and

c. continuing representation of the Debtor in the Securities Class Action.

2. The proposed retention of L&W to represent the individual defendants in the Securities Class Action was continued and has been adjourned to a date to be determined. *See* Order, ¶ 4; *Notice of Second Amended Agenda of Matters Scheduled for Hearing on October 10, 2013 at 2:00 p.m. (ET)* [Docket No. 432].

3. The Order authorized L&W to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

4. All services for which compensation is requested by L&W were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

5. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of $42,335.00 due for fees. Exhibit B is a detailed statement of expenses paid during the Fee Period showing the amount of $232.82 for reimbursement of expenses.

---

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Application, Pursuant to Bankruptcy Code Sections 327(e) and 328(a), Bankruptcy Rule 2014(a), and Local Rule 2014-1, for Authorization to Employ and Retain Latham & Watkins LLP as Attorneys for AgFeed Industries, Inc., Nunc Pro Tunc to the Petition Date* [Docket No. 154].

6. The services rendered by L&W during the Fee Period are grouped into the categories set forth in Exhibit A: Class Action (Matter 0003); SEC Investigation (Matter 0004); and Bankruptcy (Matter 0007). The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

7. In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 176] entered by this Court on August 21, 2013 (the "Interim Compensation Order"), L&W requests that upon the expiration of the objection deadline with respect to this Application, and the filing of a certificate of no objection, the Debtors be authorized to pay L&W an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

DISBURSEMENTS

8. L&W has incurred out-of-pocket disbursements during the Fee Period in the amount of $232.82. This disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by L&W to outside copying services for use in mass mailings, travel expenses, including local ground transportation, expenses for "working meals," computerized research, transcription costs, technology support services, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete list of the expenses incurred during the Fee Period is attached hereto as Exhibit B. To the extent such itemization is insufficient to satisfy the requirements of Del.

Bankr. LR 2016-2(e)(ii), L&W respectfully requests that the Court waive strict compliance with such rule.

9. Costs incurred for staff overtime and computer assisted research are not included in L&W's normal hourly billing rates and, therefore, are itemized and included in L&W's disbursements. Pursuant to Local Rule 2016-2, L&W represents that it will charge for copying at a rate of $.10 per page. There is no charge for incoming or outgoing telecopier transmissions and no surcharge for computerized research.

VALUATION OF SERVICES

10. Attorneys and paraprofessionals of L&W have expended a total of 61.60 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are L&W's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by L&W for the Fee Period as counsel for the Debtors in these cases under chapter 11 is $42,335.00.

12. The activity description sections of the invoices, which are attached hereto as part of Exhibit A, have been redacted to preserve information protected by attorney-client privilege and the attorney work product doctrine. To facilitate review of L&W's fees, L&W has included in Exhibit A summary descriptions of the services rendered during the Fee Period. To the extent such disclosure will not waive any applicable privilege, upon request and completion of any steps reasonably requested by the Debtors to preserve privileged and confidential material, L&W will provide a copy of the unredacted invoices (i) to the Court, by delivering a copy to chambers, (ii) to any official committee appointed in these cases, and (iii) to the Office

of the United States Trustee. L&W believes that the fee information included in Exhibit A and the expense breakdown set forth in Exhibit B are otherwise in compliance with the requirements of Local Rule 2016-2.

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

14. This Application covers the period August 1, 2013 through and including August 31, 2013. L&W has and will continue to perform additional necessary services subsequent to August 31, 2013, for which L&W will file subsequent fee applications.

WHEREFORE, L&W requests that (i) allowance be made to it in the sum of $42,335.00 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of $232.82 for reimbursement of actual necessary costs and expenses incurred during that period, (ii) the Debtors be authorized to remit payment to L&W in accordance with the Interim Compensation Order, and (iii) this Court grant such other and further relief as this Court may deem just and proper.

Dated: November 12, 2013
Washington, D.C.

LATHAM & WATKINS, LLP

/s/ William R. Baker III

William R. Baker III (D.C. Bar No. 383944)
Michelle E. Rose (D.C. Bar No. 474044)
J. Christian Word (D.C. Bar No. 461346)
Michael J. Faris (IL Bar No. 6204179)
555 Eleventh Street, NW, Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Facsimile: (202) 637-2201

Special Counsel for the Debtors and Debtors-in-Possession

VERIFICATION

DISTRICT OF COLUMBIA)
) SS:
)

William R. Baker III, after being duly sworn according to law, deposes and says:

1. I am a Partner in the applicant firm, Latham & Watkins LLP ("L&W"), and have been admitted to the bar of the District of Columbia since 1984.

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

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

WILLIAM R. BAKER III

SWORN TO AND SUBSCRIBED before me this 12th day of November, 2013.

"OFFICIAL SEAL"
MAUREEN M. FERRARA
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/6/2015

Maureen M. Ferrara
Notary Public
My Commission Expires: 11/6/2015