**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 16, 2013 at 4:00 p.m.** |
| | ) | **Hearing date: Only if Objections filed.** |

**NOTICE OF SECOND MONTHLY FEE APPLICATION OF GAVIN/SOLMONESE LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OCTOBER 1, 2013 THROUGH OCTOBER 31, 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 Gavin/Solmonese LLC, Financial Advisor to the Official Committee of Equity Security Holders in the above-captioned cases, has filed the **Second Monthly Fee Application of Gavin/Solmonese LLC, Financial Advisor to the Official Committee of Equity Security Holders, for Compensation for Services Rendered and Reimbursement of Expenses for the Period October 1, 2013 through October 31, 2013** (the "Application"). The Application seeks the allowance of fees in the amount of **$37,975.00** (80%, $30,380.00) and expenses in the amount of **$977.08** for the period **October 1, 2013 through and including October 31, 2013** and payment of 80% of fees in the amount of **$30,380.00** and 100% of the expenses in the amount of **$977.08** 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 December 16, 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 December 16, 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 Security Holders: (a) Elliott Greenleaf, 1105 N. 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: November 25, 2013
Wilmington, Delaware

**ELLIOTT GREENLEAF**

Rafael X. Zahralddin-Aravena (DE Bar No. 4166)
Eric M. Sutty (DE Bar No. 4007)
1105 North Market Street, Suite 1700
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*

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| | ) | |
| AgFeed USA, LLC, *et al.*, | ) | Case No. 13-11761 (BLS) |
| | ) | |
| Debtors. | ) | (Jointly Administered) |
| | ) | |

**SECOND MONTHLY FEE APPLICATION OF GAVIN/SOLMONESE LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

| | |
|---|---|
| Name of Applicant: | **Gavin/Solmonese LLC** |
| Authorized to Provide Professional Services to: | **Official Committee of Equity Security Holders** |
| Date of Retention: | **August 23, 2013** |
| Period for which Compensation sought as actual, reasonable and necessary: | **October 1, 2013 through October 31, 2013** |
| Amount of Compensation sought as Actual, reasonable and necessary: | **$37,975.00** |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | **$977.08** |
| This is a: | **Monthly Fee Application** |

The total time expended for fee application is approximately 2 hours, and the corresponding compensation to be requested in the next fee application will be approximately $300.00.

**GAVIN/SOLMONESE LLC SUMMARY OF PROFESSIONALS RENDERING SERVICES FROM OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

| Professional Person | Position of the Applicant, Number of Years in that Position | Hourly Billing Rate (including changes) | Total Billed Hours | Total Compensation |
|---|---|---|---|---|
| Edward T. Gavin, CTP | Principal, 2006 | $600.00 (Prof.)<br>$300.00 (Travel) | 0.70<br>0.00 | $420.00<br>0.00 |
| Wayne P. Weitz | Senior Director, 2012 | $475.00 (Prof.)<br>$237.50 (Travel) | 50.30<br>4.00 | $23,892.50<br>$950.00 |
| Ross Waetzman | Director, 2008 | $375.00 (Prof.)<br>$187.50 (Travel) | 31.90<br>0.00 | $11,962.50<br>0.00 |
| Judy L. Sacher | Other Professional Staff, 2002 | $150.00 (Prof.) | 5.00 | $750.00 |
| | | **Totals** | **91.90** | **$37,975.00** |

**COMPENSATION BY PROJECT CATEGORY**

| Project Category | Total Hours | Total Fees |
|---|---|---|
| Asset Disposition | 39.40 | $17,255.00 |
| Business Analysis | 15.60 | $6,437.50 |
| Claims Administration and Objection | 0.30 | $112.50 |
| Court Hearing | 2.50 | $1,137.50 |
| Data Analysis | 1.00 | $375.00 |
| Fee/Employment Application | 9.30 | $2,742.50 |
| Litigation Support | 11.40 | $5,315.00 |
| Meetings of Creditors | 8.40 | $3,650.00 |
| Travel | 4.00 | $950.00 |
| **TOTAL** | **91.90** | **$37,975.00** |

**EXPENSE SUMMARY**

| Expense Category | Service Provider (if applicable) | Total Expenses |
|---|---|---|
| Airfare | | $605.80 |
| Conference Calls | | $50.40 |
| Hotel | | $317.20 |
| Public Record Search | Pacer | $2.40 |
| Telephone | | $1.28 |
| **Total** | | **$977.08** |

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| | ) | |
| AgFeed USA, LLC, *et al.*, | ) | Case No. 13-11761 (BLS) |
| | ) | |
| Debtors. | ) | (Jointly Administered) |
| | ) | |

**SECOND MONTHLY FEE APPLICATION OF GAVIN/SOLMONESE LLC, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

Pursuant to sections 328 and 1103 of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the "Local Bankruptcy Rules"), and the Court's Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated August 21, 2013 (the "Administration Order") [D.I.176], Gavin/Solmonese LLC ("Applicant" or "G/S") hereby files this application for monthly allowance of reasonable compensation with respect to the bankruptcy case of AgFeed USA, LLC, *et al.* (the "Debtors") for services rendered as the Financial Advisor to the Official Committee of Equity Security Holders (the "Equity Committee") in the amount of $37,975.00, together with the reimbursement for actual and necessary expenses incurred in the amount of $977.08 (the "Application") for the period from October 1, 2013 through and including October 31, 2013 (the "Compensation Period"). In support of the Application, Applicant submits the affidavit of Edward T. Gavin, CTP attached

hereto as Exhibit "A". In further support of the Application, Applicant respectfully represents as follows:

## JURISDICTION

1. 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 in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate of the Application are 11 U.S.C. §§ 328 and 1103.

## FACTUAL BACKGROUND

2. Agfeed USA LLC, *et al.* (the "Debtors") filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") on July 15, 2013.

3. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, the Debtors operate their businesses as Debtors-in-possession. No trustee or examiner has been appointed in these cases.

4. On August 23, 2013, the Office of the United States Trustee, pursuant to Section 1102 of the Bankruptcy Code, appointed three members to the Equity Committee: Mario Grech, Andrew Ferencz and James D. Warner [D.I. 195].

5. The Equity Committee has selected the law firms Elliott Greenleaf and Sugar Felsenthal Grais and Hammer LLP as its counsel in these cases.

6. On September 30, 2013 the Court entered that certain Order Authorizing Employment and Retention of Gavin/Solmonese LLC *Nunc Pro Tunc* to August 23, 2013 as Financial Advisor to the Official Committee of Equity Security Holders [D.I. 388], approving the Committee's retention of G/S *nunc pro tunc* to August 23, 2013.

7. On November 15, 2013, the Office of the United States Trustee, pursuant to Section 1102 of the Bankruptcy Code, appointed four additional members to the Equity Committee: Dean J. Abplanalp, Michael Buck, Don Tesh and Phillip Quade [D.I. 585].

**COMPENSATION AND REIMBURSEMENT OF EXPENSES**

8. Applicant submits this Application to the Bankruptcy Court for an allowance of reasonable compensation for actual and necessary professional services provided to the Equity Committee as its Financial Advisor in this case during the Compensation Period and for reimbursement of actual and necessary out-of-pocket expenses incurred in advising the Equity Committee during the Compensation Period. All included services and costs for which Applicant seeks compensation were performed for, or on behalf of, the Equity Committee during the Compensation Period.

9. By this Application, Applicant thus seeks (a) allowance of compensation in the amount of $37,975.00 for services rendered as Financial Advisor during the Compensation period; (b) authority for immediate payment to Applicant of 80% of such compensation ($30,380.00) pursuant to paragraph 2(b) of the Administration Order; and (c) allowance of reimbursement and immediate payment in the amount of $977.08 for expenses incurred and disbursed during the Compensation Period.

9. Exhibit "B" is a summary covering all the services performed by Applicant with respect to this matter during the Compensation Period. This detailed itemization complies with Local Bankruptcy Rules in that each time entry contains a separate time allotment; a description of the type of activity and the subject matter of the activity; all time is billed in increments of one-tenth of an hour; the time entries are

presented chronologically in categories; and all meetings or hearings are individually identified. Following is the detailed itemization, by task category, of all services performed by Applicant with respect to this matter during the Compensation Period. Non-working travel time (to the extent applicable) is billed at 50% of normal rates.

10. The Applicant has divided its time into the following categories:

a) **Asset Disposition (39.40 Hours - $17,255.00)** This category includes sales, leases (§365 matters), abandonment and transaction work related to asset disposition, including §363 sales and other dispositions of assets.

b) **Business Analysis (15.60 Hours - $6,437.50)** This category includes time spent in the review of debtor's business plan; development and review of strategies; preparation and review of cash flow forecasts and feasibility studies and general review of business matters as they pertain to the bankruptcy case.

c) **Claims Administration and Objections (0.30 Hours - $112.50)** This category includes specific claim inquiries; bar date motions; and claim analysis objections and allowance of claims.

d) **Court Hearing (2.50 Hours - $1,137.50)** Time billed to this category includes time related to attending and preparing for hearings held before the United States Bankruptcy Court for the District of Delaware. During the Compensation Period, the Applicant, among other things, attended hearings before the Bankruptcy Court.

e) **Data Analysis (1.00 Hours - $375.00)** This category includes time spent reviewing debtor business records, cash flow budgets and forecasts,

intellectual property rights, books-and-records and other documentation and general tasks, such as correspondence, teleconferences and record keeping, which are directly related thereto.

f) **Fee/Employment Application (9.30 Hours - $2,742.50)** This category includes the preparation and/or review of employment and fee applications for self or others; motions to establish interim procedures.

g) **Litigation Support (11.40 Hours - $5,315.00)** Time billed to this category represents the Financial Advisor's efforts in preparing and reviewing motions, objections and supporting data related to bring or defending adversarial proceedings or objections to pending or future motions.

h) **Meetings of Creditors (8.40 Hours - $3,650.00)** Time billed to this category represents the Applicant's interactions with members of and counsel for the Equity Committee.

i) **Travel Time (4.00 Hours - $950.00)** Time billed to this category represents all non-working travel time in connection with this case.

11. Attached hereto as Exhibit "C" is a summary of the costs actually expended by the Applicant in the performance of services rendered on behalf of the Equity Committee. The costs for which reimbursement is requested total $977.08. The breakdown of the costs includes the rate of copying charges ($.10/page) and the basis for each rate, telephone charges, facsimile charges ($1.00/page – outgoing transmission only), messenger service, travel expenses, court reporter services, overnight delivery fees, outside reproduction, legal research and PACER charges. By this Application, the Applicant does not seek expenses for incoming facsimile transmissions.

WHEREFORE, G/S respectfully requests (i) allowance of compensation in the amount of $37,975.00 for professional services rendered and $977.08 for reimbursement for actual and necessary costs; (ii) immediate payment of $30,380.00 which is 80% of the allowed compensation of $37,975.00; (iii) allowance and immediate payment of 100% of the allowed actual and necessary costs of $977.08; and (iv) such other and further relief as this Court deems necessary and just.

Dated: November 19, 2013

Edward T. Gavin, CTP
Gavin/Solmonese LLC
919 N. Market Street, Suite 600
Wilmington, DE 19801
(302) 655-8997 ext. 151

# EXHIBIT "A"

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| | ) | |
| AgFeed USA, LLC, *et al.*, | ) | Case No. 13-11761 (BLS) |
| | ) | |
| Debtors. | ) | (Jointly Administered) |
| | ) | |

**AFFIDAVIT OF EDWARD T. GAVIN, CTP**

| | | |
|---|---|---|
| STATE OF DELAWARE | ) | |
| | ) | SS. |
| NEW CASTLE COUNTY | ) | |

BE IT REMEMBERED, that on this 19th day of November, 2013, personally appeared before me, the Subscriber, a Notary Public for the State and County aforesaid, **EDWARD T. GAVIN, CTP**, and being duly sworn according to law, deposes and says as follows:

1. I am a Managing Director of the firm of Gavin/Solmonese LLC ("G/S"), which has served as Financial Advisor to the Official Committee of Equity Security Holders of the above-referenced bankruptcy case.

2. I have read the foregoing Application of G/S for allowance of compensation and reimbursement of expenses and know the contents thereof and that the same are true and correct, to the best of my knowledge, information and belief.

3. As noted in the Application for Employment of G/S, G/S is a national firm with a well-established reputation in providing financial and management advisory services. Including NHB Advisors, which G/S is in the process of acquiring, G/S has

two Managers, One Shareholder Principal: Edward T. Gavin, CTP (the "Shareholder Principal") and two non-shareholder Principals, several Employees, Independent Contractors or Managing Directors, Senior Consultants, and other associates (collectively, the "Associates"). The Shareholder Principal owns a separate business entity (corporation, limited liability company, or other legal entity) of which the Shareholder Principal is the primary employee. This entity provides the services of the Shareholder Principal to G/S and its clients pursuant to independent contractor agreements between each such entity and G/S. Compensation received by the Shareholder Principal's business entities is unrelated to fees received by G/S from any particular client. Compensation received by Employees is substantially unrelated to fees received by G/S from any particular client. Entities controlled by the non-shareholder Principal and Associates also have written employment and independent contractor agreements with G/S pursuant to which they provide services to G/S and its clients. Each of the non-shareholder Principal and Associates through their respective business entities does all or substantially all of its business with G/S. Compensation received by such entities is based in substantial part upon fees received by G/S from each of G/S's clients. Other than the foregoing, there is no agreement or understanding between G/S, and any other person for a division of compensation as consultants to the Debtor.

4. No division prohibited by the Bankruptcy Code will be made by G/S.

5. The undersigned hereby certifies, in accordance with Del. Bankr. L.R. 2016-2(f), that he has reviewed Del. Bankr. L.R. 2016-2, this Application and the

exhibits thereto, and that such Application and its exhibits comply with Del. Bankr. L.R. 2016-2.

6. No agreement prohibited by Title 18, Section 155 has been made.

**Edward T. Gavin, CTP**

SWORN TO AND SUBSCRIBED before me this 19th day of November, 2013.

NOTARY PUBLIC

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Judy L. Sacher, Notary Public
Norberth Boro, Montgomery County
My commission expires August 14, 2016

# EXHIBIT "B"

# COMPENSATION BY PROJECT CATEGORY

| Project Category | Total Hours | Total Fees |
|---|---|---|
| Asset Disposition | 39.40 | $17,255.00 |
| Business Analysis | 15.60 | $6,437.50 |
| Claims Administration and Objection | 0.30 | $112.50 |
| Court Hearing | 2.50 | $1,137.50 |
| Data Analysis | 1.00 | $375.00 |
| Fee/Employment Application | 9.30 | $2,742.50 |
| Litigation Support | 11.40 | $5,315.00 |
| Meetings of Creditors | 8.40 | $3,650.00 |
| Travel | 4.00 | $950.00 |
| **TOTAL** | **91.90** | **$37,975.00** |

# EXHIBIT "C"

# EXPENSE SUMMARY

| Expense Category | Service Provider (if applicable) | Total Expenses |
|---|---|---|
| Airfare | | $605.80 |
| Conference Calls | | $50.40 |
| Hotel | | $317.20 |
| Public Record Search | Pacer | $2.40 |
| Telephone | | $1.28 |
| **Total** | | **$977.08** |

Gavin/Solmonese, LLC
919 N. Market Street
Suite 600
Wilmington, DE 19801

Invoice submitted to:
AgFeed USA LLC/Official Committee of Equity Security Holders
C/O Rafael X. Zahralddin, Esq.
Elliott Greenleaf
1105 Market Street, Suite 1700
Wilmington, DE 19801
Rafael X. Zahralddin, Esq.

Invoice #23507 Services Through 10/31/2013

| | |
|---|---|
| Total Professional Fees | $37,975.00 |
| Expenses | $977.08 |
| Total This Invoice | $38,952.08 |
| **Balance due** | $38,952.08 |

**Please remit to the address shown:**

Wire transfer instructions:

ABA# 031-000053
Account #86-0583-9972
PNC Bank, N.A. Philadelphia, PA
Telephone notification to Judy Sacher - (302) 655-8997

Principal _____

AgFeed USA LLC/Official Committee of Equity Security Holders

Consultant Summary

| Name | Hours | Amount |
|---|---|---|
| Wayne P. Weitz | 54.30 | $24,842.50 |
| Edward T. Gavin, CTP | 0.70 | $420.00 |
| Judy L. Sacher | 5.00 | $750.00 |
| Ross Waetzman | 31.90 | $11,962.50 |

Professional Services

| | | | | Hours | Amount |
|---|---|---|---|---|---|
| 10/1/2013 | - | WPW | Asset Disposition<br>Review analysis of proposed early pig sale | 1.20 | 570.00 |
| | - | WPW | Court Hearing<br>Telephonic hearing re: Judge's decision on US Trustee's examiner motion | 0.50 | 237.50 |
| | - | RW | Court Hearing<br>Court call on Judge Shannon's orders related to the 9/30 hearing on motions to appoint a trustee and various shareholder motions | 0.50 | 187.50 |
| 10/2/2013 | - | WPW | Asset Disposition<br>Prepare updated waterfall analysis | 1.10 | 522.50 |
| | - | WPW | Meetings of Creditors<br>Prepare for OEC conf call | 0.50 | 237.50 |
| | - | WPW | Meetings of Creditors<br>OEC conference call | 1.00 | 475.00 |
| | - | WPW | Asset Disposition<br>Review proposal for additional pig sales | 1.20 | 570.00 |
| | - | RW | Asset Disposition<br>Call with M. Beresh regarding known purchase price adjustments to Chinese sale proceeds | 0.30 | 112.50 |
| | - | RW | Asset Disposition<br>Call with WPW regarding known purchase price adjustments to Chinese sale proceeds | 0.40 | 150.00 |
| | - | RW | Asset Disposition<br>Review of the China SPA and related material from the 9/30 Committee Update presentation | 0.40 | 150.00 |
| | - | WPW | Asset Disposition<br>Call with RW regarding known purchase price adjustments to Chinese sale proceeds | 0.40 | 190.00 |

AgFeed USA LLC/Official Committee of Equity Security Holders

| | | | | Hours | Amount |
|---|---|---|---|---|---|
| 10/2/2013 | - | WPW | Asset Disposition<br>Review of the China SPA and related material from the 9/30 Committee Update presentation | 0.40 | 190.00 |
| 10/3/2013 | - | WPW | Asset Disposition<br>T/c Debtor's professionals re: purchase price adjustments | 1.00 | 475.00 |
| | - | WPW | Asset Disposition<br>Follow-up t/c with RW re: purchase price adjustments | 0.40 | 190.00 |
| | - | WPW | Asset Disposition<br>Review and analyze stalking horse APA purchase price adjustment provisions | 2.30 | 1,092.50 |
| | - | WPW | Litigation Support<br>Corr re: 10(b)(5) litigation | 0.60 | 285.00 |
| | - | WPW | Asset Disposition<br>Email corr OEC counsel re: purchase price adjustment | 0.30 | 142.50 |
| | - | RW | Asset Disposition<br>Call with debtor professionals (M. Beresh, C. Gear, and J. Mannering) and WPW regarding the China sale, purchase price and potential adjustments to that price | 1.00 | 375.00 |
| | - | RW | Asset Disposition<br>Call with WPW to follow-up on call with debtor professionals regarding the China sale, purchase price and potential adjustments to that price | 0.40 | 150.00 |
| | - | RW | Asset Disposition<br>Preparation of table to reconcile purchase price adjustments to debtors' representation of such adjustments | 0.70 | 262.50 |
| 10/4/2013 | - | WPW | Asset Disposition<br>T/c RW re: purchase price adjustment analysis | 0.50 | 237.50 |
| | - | RW | Asset Disposition<br>Coordination of weekend call btwn G/S and debtor professionals | 0.30 | 112.50 |
| | - | RW | Asset Disposition<br>T/c WPW re: purchase price adjustment analysis | 0.50 | 187.50 |
| | - | RW | Asset Disposition<br>T/c WPW regarding purchase price adjustment analysis | 0.50 | 187.50 |

AgFeed USA LLC/Official Committee of Equity Security Holders

| | | | | Hours | Amount |
|---|---|---|---|---|---|
| 10/6/2013 | - | WPW | Asset Disposition<br>Review Hainan cash flow projections | 0.50 | 237.50 |
| | - | WPW | Asset Disposition<br>Conf call BDA and Gavin/Solmonese re: China assets and inventory managment | 1.10 | 522.50 |
| | - | WPW | Asset Disposition<br>Email J. Mannering and review of China consolidating financials | 0.50 | 237.50 |
| | - | RW | Asset Disposition<br>Call btwn G/S (WPW, RW) and debtors (G. Daignault, K. Maib, and J. Mannering) to discuss possible adjustments to China purchase price | 1.10 | 412.50 |
| | - | RW | Asset Disposition<br>Call with WPW to follow-up on discussion with debtors and to discuss next steps | 0.50 | 187.50 |
| | - | RW | Asset Disposition<br>Corr to G. Daignault regarding China inventory counts | 0.10 | 37.50 |
| | - | RW | Asset Disposition<br>Corr to K. Maib regarding receiving China cash reports | 0.10 | 37.50 |
| | - | RW | Asset Disposition<br>Preparation of table summarizing possible changes to China purchase price proceeds | 3.30 | 1,237.50 |
| | - | RW | Asset Disposition<br>Analyze potential adjustments to China purchase price proceeds, including preparation of schedule of section 2.5.2 changes (0.5), research of Chinese social taxes (0.5), review of the SPA (0.7) and drafting of the memo (1.3) | 3.00 | 1,125.00 |
| | - | WPW | Asset Disposition<br>Call with RW to follow-up on discussion with debtors and to discuss next steps | 0.50 | 237.50 |
| 10/7/2013 | - | WPW | Asset Disposition<br>Review RW's analysis of purchase price adjustments | 1.20 | 570.00 |
| | - | WPW | Asset Disposition<br>Prepare, review and edit analysis memo re: purchase price adjustments | 3.50 | 1,662.50 |

AgFeed USA LLC/Official Committee of Equity Security Holders

| | | | | Hours | Amount |
|---|---|---|---|---|---|
| 10/8/2013 | - | WPW | Asset Disposition<br>T/c H. Konicov re: financial statements | 0.70 | 332.50 |
| | - | WPW | Asset Disposition<br>Email corr K. Maib re: financial statements and purchase price adjustments | 0.30 | 142.50 |
| | - | WPW | Asset Disposition<br>T/c M. Beresch re: pig sales | 0.50 | 237.50 |
| | - | WPW | Asset Disposition<br>OEC professionals' conf call | 1.00 | 475.00 |
| | - | RW | Asset Disposition<br>Call with OEC professionals on matters related to potential issues associated with the deadline to object to bid procedures | 1.00 | 375.00 |
| | - | RW | Asset Disposition<br>Coordination of access to debtors' virtual data room for OEC counsel | 0.30 | 112.50 |
| 10/9/2013 | - | WPW | Asset Disposition<br>T/c M. Beresch re: pig sales | 0.50 | 237.50 |
| | - | WPW | Asset Disposition<br>T/c RW and OCUC's FA re: financial results and purchase price adjustments | 0.50 | 237.50 |
| | - | WPW | Meetings of Creditors<br>OEC conference call | 1.00 | 475.00 |
| | - | RW | Asset Disposition<br>Call with H. Konicov (UCC) and WPW regarding SPA purchase price adjustments and preparation for 10/10 call with Debtor on same | 0.50 | 187.50 |
| | - | RW | Meetings of Creditors<br>Weekly OEC call with OEC professionals to discuss case developments | 1.00 | 375.00 |
| | - | RW | Asset Disposition<br>Review of reconciliation of the Schedule 8 China SPA balance sheet and the June 30 China balance sheet. | 0.20 | 75.00 |
| | - | RW | Fee/Employment Application<br>Review and edit to first G/S Fee App | 1.00 | 375.00 |

AgFeed USA LLC/Official Committee of Equity Security Holders

| | | | | Hours | Amount |
|---|---|---|---|---|---|
| 10/10/2013 | - | WPW | Business Analysis<br>Prepare for call with Chinese accounting staff | 0.80 | 380.00 |
| | - | WPW | Business Analysis<br>T/c RW, D's professionals and China accounting staff re:: historical and projected results and purchase price adjustments | 1.30 | 617.50 |
| | - | WPW | Fee/Employment Application<br>Review Fee Application and supporting documents | 1.20 | 570.00 |
| | - | WPW | Asset Disposition<br>T/c equity investor re: stalking horse APA | 0.40 | 190.00 |
| | - | WPW | Asset Disposition<br>Mtg E. Sutty, R. Zahralddin to prepare for bid procedures hearing | 1.50 | 712.50 |
| | - | WPW | Court Hearing<br>Attend bid procedures hearing | 1.50 | 712.50 |
| | - | RW | Business Analysis<br>Call with Debtors, CohnReznick (H. Konicov), and G/S (WPW, RW) to discuss working capital accounts and implications from a sale of China stock | 1.30 | 487.50 |
| 10/14/2013 | - | WPW | Litigation Support<br>Review email corr re: Sellco note | 0.50 | 237.50 |
| | - | WPW | Litigation Support<br>Review analysis of Sec 510(b) research | 1.10 | 522.50 |
| 10/15/2013 | - | RW | Litigation Support<br>Call with debtor professionals to discuss litigation matters | 1.00 | 375.00 |
| | - | RW | Business Analysis<br>Review of OEC attorney memo regarding AF Sellco Setoff | 0.60 | 225.00 |
| | - | RW | Business Analysis<br>Review of OEC attorney memo regarding potential claim subordination issues | 0.70 | 262.50 |
| | - | RW | Claims Administration and Objections<br>Research on possible claim subordination issues | 0.30 | 112.50 |
| | - | RW | Business Analysis<br>Preparation and analysis of cash tracking sheet | 1.60 | 600.00 |

AgFeed USA LLC/Official Committee of Equity Security Holders

| | | | | Hours | Amount |
|---|---|---|---|---|---|
| 10/15/2013 | - | WPW | Litigation Support<br>Review analysis of Sellco note | 0.80 | 380.00 |
| | - | WPW | Litigation Support<br>OEC professionals conference call re: 10(b)(5) litigation and Sellco note | 1.00 | 475.00 |
| | - | WPW | Business Analysis<br>Review and update projection of case professional fees | 0.40 | 190.00 |
| 10/16/2013 | - | RW | Business Analysis<br>Review of OEC counsel communication on Wells notices | 0.10 | 37.50 |
| | - | RW | Meetings of Creditors<br>OEC status call with professionals | 1.00 | 375.00 |
| | - | RW | Business Analysis<br>Research of employee contracts | 0.90 | 337.50 |
| | - | WPW | Litigation Support<br>Conf call OEC and OCUC counsel re: Sellco note | 0.30 | 142.50 |
| | - | WPW | Litigation Support<br>Mtg with OEC professionals to prepare for meeting with class action litigation counsel | 0.30 | 142.50 |
| | - | WPW | Litigation Support<br>Meeting with OEC counsel and J. Silverman re: class action litigation | 2.00 | 950.00 |
| | - | WPW | Meetings of Creditors<br>OEC conference call | 1.00 | 475.00 |
| | - | WPW | Business Analysis<br>Review daily cash balance reports | 0.40 | 190.00 |
| | - | WPW | Business Analysis<br>Review cash collateral variance report | 0.60 | 285.00 |
| 10/17/2013 | - | RW | Business Analysis<br>Reconciliation and analysis of daily cash positions in light of large cash movements, including build out to account for exchange rate movements (2.0) and related calls with M. Beresh and and R. Releif (.5) | 2.50 | 937.50 |
| | - | WPW | Travel Rate<br>Travel Chicago to PHL following meeting with class action litigation counsel | 4.00 | 950.00 |

AgFeed USA LLC/Official Committee of Equity Security Holders

| | | | | Hours | Amount |
|---|---|---|---|---|---|
| 10/18/2013 | - | RW | Business Analysis<br>Call with Debtors (K. Maib, J. Mannering) UCC (H. Konicov) and WPW regarding the China sale and matters impacting sale proceeds | 0.80 | 300.00 |
| | - | WPW | Asset Disposition<br>T/c with K. Maib before group update call | 0.30 | 142.50 |
| | - | WPW | Asset Disposition<br>Conf call OEC FA, OCUC FA and Debtors' advisors and accountants re: financial results and sale process update | 0.80 | 380.00 |
| | - | WPW | Asset Disposition<br>Follow-up t/c with H. Konicov re: sale process | 0.40 | 190.00 |
| | - | WPW | Fee/Employment Application<br>Review Regnante objections to fee applications | 0.50 | 237.50 |
| | - | WPW | Asset Disposition<br>Review Reorg Research report on AgFeed and waterfall analysis | 0.50 | 237.50 |
| 10/22/2013 | - | WPW | Fee/Employment Application<br>Review and finalize fee application | 1.20 | 570.00 |
| | - | ETG | Fee/Employment Application<br>Corr. JLS, WPW, re: and review/revision of fee application through Sept 30 2013 | 0.40 | 240.00 |
| 10/23/2013 | - | JLS | Fee/Employment Application<br>Review August and September 2013 fees and expense and supporting materials. Generate and compose fee application for August through September 2013 | 5.00 | 750.00 |
| | - | WPW | Asset Disposition<br>Review post-closing adjustment on US asset sale | 0.50 | 237.50 |
| | - | WPW | Asset Disposition<br>Corr C. Maib, OEC professionals re: US asset sale variance | 0.30 | 142.50 |
| | - | WPW | Business Analysis<br>Review September financial statements; corr Debtor re: variance analysis | 1.10 | 522.50 |
| 10/24/2013 | - | RW | Data Analysis<br>Update of daily cash flow balance, analysis, and follow-up related corr to WPW and Debtor (K. Maib, M. Beresh, and R. Relief) | 1.00 | 375.00 |

AgFeed USA LLC/Official Committee of Equity Security Holders

| | | | | Hours | Amount |
|---|---|---|---|---|---|
| 10/25/2013 | - | WPW | Asset Disposition<br>T/c E. Sutty, A. Hammer re: meeting and sale update | 0.50 | 237.50 |
| 10/27/2013 | - | WPW | Business Analysis<br>Email corr RBW re: cash balances; follow-up t/c with RBW re: same | 0.60 | 285.00 |
| | - | WPW | Meetings of Creditors<br>OEC conference call | 1.50 | 712.50 |
| | - | RW | Business Analysis<br>Call with WPW regarding working capital variances | 0.30 | 112.50 |
| | - | RW | Business Analysis<br>Review of 10/24 working capital variance analysis report provided by BDA | 0.70 | 262.50 |
| | - | RW | Business Analysis<br>Update of daily cash position report with related reconciliation to BDA working capital variance report | 0.60 | 225.00 |
| | - | RW | Meetings of Creditors<br>OEC conference call | 1.40 | 525.00 |
| 10/28/2013 | - | WPW | Litigation Support<br>Email corr re: D&O insurance and follow-up t/c with R. Zahralddin and E. Sutty re: same | 0.30 | 142.50 |
| 10/29/2013 | - | WPW | Litigation Support<br>OEC professionals conf call re: D&O coverage | 0.50 | 237.50 |
| | - | ETG | Business Analysis<br>Corr. WPW re: D&O insurance issue | 0.30 | 180.00 |
| 10/30/2013 | - | WPW | Litigation Support<br>Meeting with R. Zahralddin and E. Sutty re: Latham investigation; prepare for conf call | 1.00 | 475.00 |
| | - | WPW | Litigation Support<br>Conf call with Latham, OEC counsel and D's counsel re: Latham investigation and findings | 1.50 | 712.50 |
| | - | WPW | Litigation Support<br>Meeting with E. Sutty re: follow-up to Latham conf call | 0.50 | 237.50 |
| | | | For professional services rendered | 91.90 | $37,975.00 |

AgFeed USA LLC/Official Committee of Equity Security Holders

Expenses:

| | | | Amount |
|---|---|---|---|
| 10/1/2013 - | ADM | Expense Rate<br>Pacer - Public Record Search 09/01/13-09/30/13 | 2.40 |
| 10/1/2013-- 10/31/2013 | ADM | Expense Rate<br>Telephone expenses ETG | 1.28 |
| 10/3/2013 - | WPW | Expense Rate<br>Airfare PHL-ORD for meeting with J. Silverman | 605.80 |
| 10/16/2013 - | WPW | Expense Rate<br>Hotel 1 night following meeting with class action litigation counsel and OEC counsel | 317.20 |
| 10/29/2013 - | ADM | Expense Rate<br>09/27/13-10/26/13 Conference Calls | 50.40 |

| | |
|---|---|
| Total expenses | $977.08 |
| Total amount of this bill | $38,952.08 |

**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| | ) | |
| AgFeed USA, LLC, et al.,[2] | ) | Case No. 13-11761 (BLS) |
| | ) | |
| Debtors. | ) | Jointly Administered |
| | ) | |
| | ) | |
| | ) | |

**CERTIFICATE OF SERVICE**

I, Eric M. Sutty, Esquire, counsel to the Official Committee of Equity Security Holders, hereby certify that I caused a copy of the *Second Monthly Fee Application of Gavin/Solmonese LLC, Financial Advisor to the Official Committee of Equity Security Holders, for Compensation for Services Rendered and Reimbursement of Expenses for the Period October 1, 2013 through October 31, 2013* (the "Application") to be served on all Notice Parties, as defined in the Interim Compensation Order (Docket No. 176) via First Class Mail 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: November 25, 2013
Wilmington, Delaware

**ELLIOTT GREENLEAF**

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*Counsel to the Official Committee of Equity Security Holders*

[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.

Exhibit A

AgFeed USA, LLC
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(Debtor)

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Securities and Exchange Commission
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