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: February 18, 2014 at 4:00 p.m.**
	)	**Hearing date: Only if objections filed.**

NOTICE OF FOURTH MONTHLY APPLICATION OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD DECEMBER 1, 2013 THROUGH DECEMBER 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 Elliott Greenleaf, counsel to the Official Committee of Equity Security Holders in the above-captioned cases, has filed the **Fourth Monthly Application of Elliott Greenleaf, Counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the Period December 1, 2013 through December 31, 2013** (the "Application"). The Application seeks the allowance of fees in the amount of **$146,215.00** (80%, $116,972.00) and expenses in the amount of **$545.78** for the period **December 1, 2013 through December 31, 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.

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 February 18, 2014 at 4:00 p.m. (prevailing**

[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.

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 February 18, 2014:**

(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: January 27, 2014
Wilmington, Delaware

ELLIOTT GREENLEAF

Rafael X. Zahralddin-Aravena (DE Bar No. 4166)
Eric M. Sutty (DE Bar No. 4007)
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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
	)	
	)	**Objection deadline: February 18, 2014 at 4:00 p.m.**
	)	**Hearing date: Only if objections filed.**

FOURTH MONTHLY APPLICATION OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD DECEMBER 1, 2013 THROUGH DECEMBER 31, 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:	December 1, 2013 through December 31, 2013
Amount of Compensation sought as actual, reasonable and necessary:	$146,215.00 (80% $116,972.00)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	$545.78

This is a: _x_ monthly: ____ interim ___ final application

The total time expended for fee application preparation is approximately 4 hours and the corresponding compensation requested is approximately $1,420.00.

[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.

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
10/25/2013	8/23/13-8/31/13	$ 67,903.00	$ 0.00	$ 54,322.40	$ 0.00
10/25/2013	9/01/13-9/30/13	$ 91,365.00	$ 264.00	$ 73,092.00	$ 264.00
12/04/2013	10/01/13-10/31/13	$105,888.00	$4,756.89	$ 84,710.40	$4,756.89
12/27/2013	11/1/13-11/30/13	$132,686.50	$2,533.55	$106,149.20	$2,533.55

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FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
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AgFeed USA, LLC, et al.,[1]	)	Case No. 13-11761 (BLS)
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Debtors.	)	Jointly Administered
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FOURTH MONTHLY APPLICATION OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

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 *Fourth Monthly Application of Elliott Greenleaf, Counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the period December 1, 2013 through December 31, 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 Office of the United States Trustee filed a Notice of Appointment of Committee of Equity Security Holders (Docket No. 195). The Equity Committee consisted 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 (Docket No. 380). 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 (Docket No. 381).

5. On November 14, 2013, the Office of the United States Trustee filed a Notice of Amended Appointment of Committee of Equity Security Holders (Docket No. 581) which added additional members to the Equity Committee. Currently the Equity Committee consists of the following members: Mario Grech, Andrew Ferencz, James D. Warner, Michael Buck, Don Tesh and Phillip Quade.

6. Prior to the appointment of the Equity Committee, EG acted as counsel to the Ad Hoc Committee of Equity Security Holders, which included 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 December 1, 2013 through December 31, 2013 (collectively, the "Application Period"). 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. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Equity Committee during the Application Period, the regular customary billing rates and the total value of time incurred by each of the EG attorneys rendering services to the Committee is attached hereto as Exhibit A. 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 B. A Statement of expenses incurred by EG during the Application Period is also included in Exhibit C. 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 Period in the amount of $146,215.00 (80%, $116,972.00) in fees and in the amount of $545.78 in expenses for December 1, 2013 through December 31, 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.

NARRATIVE SUMMARY OF SERVICES

13. EG has rendered actual and necessary services on behalf of the Equity Committee

[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.

and is requesting reasonable compensation for their services for the Application Period. As noted above, summaries by project category are attached as Exhibit B, 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.

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 310.6 hours during the period December 1, 2013 through December 31, 2013 in furtherance of its efforts on behalf of the Equity Committee. EG requests allowance of compensation in amount of $146,215.00 for legal services rendered during the period December 1, 2013 through December 31, 2013 at a blended hourly rate of $400.45. Pursuant to the Interim Compensation Order, EG requests payment of 80% of the total fees requested, or $116,972.00. None of the requested fees detailed herein have been paid.

REIMBURSEMENT OF EXPENSES

17. During the Application Period, EG incurred certain necessary expenses in rendering legal services to the Equity Committee as set forth in Exhibit C. Exhibit C sets 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.

18. EG seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period for the total amount of $545.78.

LEGAL STANDARD

19. 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.

20. 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.

21. 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.

22. 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.

23. 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.

24. 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.

25. 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

26. 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.

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

Court.

VERIFICATION

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

29. 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 its Application for fees in the amount of $146,215.00 and expenses in the amount of $545.78 for the period December 1, 2013 through December 31, 2013 be allowed and that if no objections are filed, 80% of the requested fees in the amount of $116,972.00 and 100% of the amount of $545.78 be paid for reimbursement of actual and necessary costs and expenses incurred during the period December 1, 2013 through December 31, 2013 and further requests such other and further relief as the court may deem just and proper.

Dated: January 27, 2014
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
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Counsel to the Official Committee of Equity Security Holders

EXHIBIT A

SUMMARY OF PROFESSIONAL AND PARAPROFESSIONALS RENDERING SERVICES FROM DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Name of Professional	Position	Total Billed Hours	Hourly Billing Rate	Total Compensation
Roberts, Sandra I.	Paralegal	6.5	$ 225.00	$ 1,462.50
Densmore, Ian D.	Paralegal	18.9	$ 225.00	$ 4,252.50
Ford, Jennifer, L.	Paralegal	10.7	$ 225.00	$ 2,407.50
Soloway, Russell M.	Associate	22.3	$ 325.00	$ 7,247.50
Stemerman, Jonathan M.	Associate	6.4	$ 375.00	$ 2,400.00
Sutty, Eric M.	Of Counsel	98.4	$ 450.00	$44,280.00
Kinsella, Shelley A.	Shareholder	16.1	$ 450.00	$ 7,245.00
Kohart, Mary E.	Of Counsel	8.4	$ 460.00	$ 3,864.00
Siedzikowski, Henry F.	Shareholder	11.2	$ 475.00	$ 5,320.00
Elliott, John M.	Shareholder	1.4	$ 585.00	$ 819.00
Zahralddin-Aravena, Rafael X.	Shareholder	109.7	$ 610.00	$66,917.00
Total:		310.6		**$146,215.00**
Blended Rate:			**$ 400.45**	

EXHIBIT B

Task Billing Summary Page
December 1, 2013 through December 31, 2013

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

Case Administration	3.4	$ 983.50
Asset Analysis & Recovery	46.0	$19,758.50
Asset Disposition	3.3	$ 1,747.00
Meetings of and Comm. With Creditors	23.5	$10,595.00
Relief from Stay/Adequate Protection Proceedings		
EG Retention		
Employment & Retention Application - Other		
EG Fee Applications	9.4	$ 3,596.00
EG Fee Objections	2.0	$ 562.50
Fee Applications and Invoices - Other	5.3	$ 1,860.50
Fee Objections - Others	7.2	$ 2,647.50
Non-Working Travel		
Assumption/Rejection of Leases and Contracts		
Business Operations	0.3	$ 135.00
Employee Benefits/Pensions		
Tax Issues		
Claims and Plan		
Claims Administration and Objections	79.5	$39,751.00
Plan and Disclosure Statement	81.4	$41,628.50
Financing/Cash Collections		
Court Hearings	6.7	$ 3,192.50
Schedules and Statements		
Labor Issues		
Insurance Matters	21.0	$10,830.50
Litigation	21.6	$ 8,927.00
Other		
Legal Research		
Total Fees	**310.6**	**$146,215.00**

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

January 27, 2014
Bill Number 120304
File Number 60417-002

FOR PROFESSIONAL SERVICES RENDERED

Re: AgFeed Official Committee of Equity Security Holders

LEGAL SERVICES

Through December 31, 2013

Case Administration

12/02/13	IDD	[B110-] Draft pro hac vice motion for M. Brandess per E. Sutty	0.30 Hrs	
12/02/13	IDD	[B110-] File motion for admission pro hac vice of M. Brandess	0.20 Hrs	
12/02/13	EMS	[B110-] Revise pro hac motion and emails with M. Brandess regarding same	0.40 Hrs	
12/09/13	EMS	[B110-] Review critical dates	0.20 Hrs	
12/09/13	IDD	[B110-] Analyze Debtors' notice of change of address (.1); circulate to committee and professionals (.1); update service list (.1)	0.30 Hrs	
12/09/13	IDD	[B110-] Emails from R. Zahralddin with instructions re: research and record keeping	0.30 Hrs	
12/16/13	IDD	[B110-] Review and update critical dates memorandum per R. Zahralddin	0.20 Hrs	
12/17/13	IDD	[B110-] Analyze docket for recent activity (.2); circulate report to attorneys (.1)	0.30 Hrs	
12/17/13	RXZ	[B110-] Email from I. Densmore with recent docket activity	0.10 Hrs	
12/18/13	JF1	[B110-] Analyze and prepare VISA application to China for R. Zahralddin	0.40 Hrs	
12/30/13	EMS	[B110-] Review draft critical dates memo	0.20 Hrs	
12/30/13	IDD	[B110-] Analyze recent docket activity (.2); update critical dates memorandum accordingly per R. Zahralddin (.3)	0.50 Hrs	
	Totals		3.40 Hrs	$983.50

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

Case Administration Totals		3.40 Hrs	$983.50

Asset Analysis and Recovery

12/02/13	MEK	[B120-] Provide R. Zahralddin with strategy comments re: evidentiary issues	0.50 Hrs
12/02/13	MEK	[B120-] Analyze documents re: class action re: further information needed	2.10 Hrs
12/06/13	RXZ	[B120-] Emails regarding [redacted] settlement on indeminifcation	0.30 Hrs
12/08/13	RMS	[B120-] Analyze Class Action Complaint and other initial case documents	2.70 Hrs
12/09/13	RMS	[B120-] Confer with R. Zahralddin, E. Sutty, M. Melickian, and A. Hammer re: Class Action Complaint (.5); analyze Motion to Dismiss Complaint and Amended Complaint (2.7)	3.20 Hrs
12/09/13	RXZ	[B120-] Call with potential whistleblower (1.7); calls to and from R. Soloway re: same (.5); follow up with A. Hammer and M. Melickian (.6)	2.80 Hrs
12/10/13	RMS	[B120-] Call with potential whistle blower (1.0); calls with R. Zahralddin, E. Sutty, M. Melickian, and A. Hammer re: same (.5); analyze issues raised by calls (1.9)	3.40 Hrs
12/10/13	EMS	[B120-] Investigation into possible claims against former CEO	1.20 Hrs
12/10/13	RXZ	[B120-] Call with potential whistleblower re: litigation issues and potential missing assets (1.0); related follow up meetings with R. Solloway, E.Sutty, M. Melickian (.5)	1.50 Hrs
12/13/13	MEK	[B120-] Conference call with R. Zahralddin and co-counsel regarding investigation of those seeking recovery against assets and discuss documents and related discovery issues	1.10 Hrs
12/13/13	MEK	[B120-] Review and discuss claims (.8); participate in conference call regarding same and upcoming events/strategy/need for certain records (.8)	1.60 Hrs
12/16/13	RXZ	[B120-] Call with R. Soloway re: litigation and cause of action discussion	0.50 Hrs
12/16/13	RMS	[B120-] Call with R. Zahralddin re: potential causes of action	0.50 Hrs
12/16/13	RXZ	[B120-] Meeting with R. Brady, K. Maib and equity committee professionals working group regarding claims reconciliation process and related issues	1.00 Hrs
12/16/13	EMS	[B120-] Call with R. Soloway regarding investigation status	0.20 Hrs
12/17/13	RMS	[B120-] Analyze prior research and legal memorandum (2.1); research regarding strengths and weaknesses of potential causes of action (2.6)	4.70 Hrs
12/17/13	RXZ	[B120-] Analyze record related to professionals not engaged during and before fraudulent filing with SEC	2.20 Hrs
12/18/13	RMS	[B120-] Conference with R. Zahralddin and E. Sutty regarding suggested viable causes of action and strategic process for moving forward (.5); legal research regarding same (2.9)	3.40 Hrs
12/18/13	RXZ	[B120-] Call with A. Hammer and R. Sollway re: potential causes of action	0.50 Hrs
12/19/13	MEK	[B120-] Analyze invoices (1.1); formulate strategy re: same (1.7)	2.80 Hrs
12/23/13	EMS	[B120-] Call with R. Zahralddin, R. Soloway and M. Melickian regarding potential estate causes of action	0.80 Hrs

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12/23/13	RMS	[B120-] Conference with R. Zahralddin, E. Sutty and M. Melickian re use of litigation issues regarding directors' business activities as pleading to achieve individual civil liability	1.20 Hrs	
12/23/13	JXS	[B120-] Investigate Committee member accusations re: McGladrey	0.80 Hrs	
12/27/13	RXZ	[B120-] Committee professionals calls re: China asset recovery	1.00 Hrs	
12/27/13	RXZ	[B120-] Post meeting discussion of [redacted] proposal for asset recovery in China	0.50 Hrs	
12/27/13	EMS	[B120-] Call with A. Hammer, W. Weitz and R. Zahralddin regarding counsel in China	0.80 Hrs	
12/30/13	EMS	[B120-] Call with R. Soloway re potential claims	0.30 Hrs	
12/30/13	RMS	[B120-] Review insurance notices (.8); research (1.9) and discuss private causes of action with R. Zahralddin and E. Sutty (.3); draft and send email regarding same (.2)	3.20 Hrs	
12/30/13	RXZ	[B120-] Analyze insurance file for FCPA and other related claims	1.10 Hrs	
12/30/13	MEK	[B120-] Analyze RICO statement	0.10 Hrs	
	Totals		46.00 Hrs	$19,758.50
Asset Analysis and Recovery Totals			46.00 Hrs	$19,758.50

Asset Disposition

12/02/13	JF1	[B130-] Instructions from R. Zahralddin re: K. Downes email re: Sale Order (.1); research and email to K. Downes re: same (.3)	0.40 Hrs	
12/05/13	EMS	[B130-] Update from W. Weitz regarding China sale closing	0.10 Hrs	
12/05/13	EMS	[B130-] Email to committee members regarding China sale closing	0.10 Hrs	
12/05/13	RXZ	[B130-] Email updates and reports on China sale closing from W. Weitz and K. Maib (.5); related follow up with A. Hammer (.3)	0.80 Hrs	
12/06/13	EMS	[B130-] Emails with W. Weitz regarding closing of China sale	0.20 Hrs	
12/08/13	RXZ	[B130-] Emails re: closing of sale and disputed amounts (.4); instructions to E. Sutty re: same (.1); related emails from committee members re: same (.3)	0.80 Hrs	
12/09/13	RXZ	[B130-] Calls and emails from Debtor re: 8k (.2); emails to and from professionals and website re: same (.3); instructions to RUSTOmni re: 8K announcements and updates to introductory page (.1)	0.60 Hrs	
12/10/13	EMS	[B130-] Review 8-K regarding China sale	0.30 Hrs	
	Totals		3.30 Hrs	$1,747.00
Asset Disposition Totals			3.30 Hrs	$1,747.00

Meetings of and Communications with Creditors

12/03/13	EMS	[B150-] Call from S. Sing regarding 1102 inquiry	0.20 Hrs	
12/03/13	JF1	[B150-] Draft agenda for December 3, 2013 committee call (.2); draft meeting minutes from November 26, 2013 committee call (.3); meeting with E. Sutty re: same (.2); edit agenda and meeting minutes (.1); email to committee professionals draft agenda and meeting minute (.1)	0.90 Hrs	

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12/03/13	JF1	[B150-] Email to Committee and Professionals Agenda for December 4, 2013 and meeting minutes of November 26, 2013	0.10 Hrs
12/04/13	EMS	[B150-] Emails with A. Hammer regarding professionals call	0.10 Hrs
12/04/13	SIC	[B150-] Committee Call re Plan Meeting and status	0.80 Hrs
12/05/13	SIC	[B150-] Correspondence with J. Ford re Committee Conference call minutes	0.50 Hrs
12/05/13	RXZ	[B150-] Emails to committee members for plan meeting	0.20 Hrs
12/09/13	JF1	[B150-] Participate and prepare notes re: professionals teleconference re: upcoming meeting with U.S. trustee and class action counsel	0.50 Hrs
12/10/13	EMS	[B150-] Draft agenda for 12/11 committee meeting	0.40 Hrs
12/10/13	EMS	[B150-] Respond to 1102 inquiry	0.20 Hrs
12/11/13	JF1	[B150-] Draft meeting minutes of December 4, 2013 (.3); meeting with E. Sutty re: meeting minutes of December 4, 2013 (.1); meeting with S. Roberts re: same (.2)	0.60 Hrs
12/11/13	JF1	[B150-] Participate in AgFeed Equity Security Holders weekly committee teleconference and prepare notes re: same	1.00 Hrs
12/11/13	EMS	[B150-] Prepare for and participate on committee call	1.30 Hrs
12/11/13	EMS	[B150-] Review and revise minutes of 12/4 committee meeting	0.20 Hrs
12/11/13	RXZ	[B150-] Prepare for committee call re: class action counsel issues, UST meeting and CH. 11 Trustee motion, and committee of unsecured creditors fees	1.40 Hrs
12/11/13	RXZ	[B150-] Committee call re: update on meeting with UST, plan issues, class action settlement, plan meeting and committee fees	0.90 Hrs
12/12/13	RXZ	[B150-] Call from Indaba Capital 1102 inquiry re: sales issues	0.50 Hrs
12/13/13	RXZ	[B150-] Respond to 1102 Inquiry through the website from A. Stanton	0.20 Hrs
12/16/13	IDD	[B150-] Draft minutes of committee meeting on 12-11-2013 per R. Zahralddin	0.40 Hrs
12/16/13	IDD	[B150-] Circulate proposed minutes of 12-11-2013 meeting, agenda of 12-18-2013 meeting and critical dates memorandum to committee professionals for comment	0.10 Hrs
12/16/13	EMS	[B150-] Revise minutes to 12/11 committee meeting	0.30 Hrs
12/16/13	EMS	[B150-] Revise agenda for 12/18 committee meeting	0.20 Hrs
12/16/13	IDD	[B150-] Draft agenda for committee meeting on 12-18-2013	0.30 Hrs
12/17/13	EMS	[B150-] Finalize agenda for 12/18 committee meeting	0.20 Hrs
12/17/13	EMS	[B150-] Finalize minutes for 12/11 committee meeting	0.20 Hrs
12/18/13	EMS	[B150-] Attend committee teleconference	1.00 Hrs
12/18/13	JF1	[B150-] Emails to/from Professionals, R. Zahralddin and G. Kelakos re: webinar	0.20 Hrs
12/18/13	JF1	[B150-] Research travel arrangements for R. Zahralddin re: Chicago Committee meeting in January 2014 (.2); Instructions from R. Zahralddin re: same (.2); prepare travel arrangements for Chicago meeting (.2) NO CHARGE	0.60 Hrs
12/18/13	JF1	[B150-] Participate in and prepare notes re: weekly Equity Security Holders Committee teleconference	1.00 Hrs

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12/18/13	RXZ	[B150-] Call with M. Satyanarayana re: status of plan, inquiry regarding seat on committee and trust advisory board, standing issues, case status and fee objection issues (2.2); related calls and emails to G/S, Debtors and co-counsel re: same (.6)	2.80 Hrs	
12/18/13	RXZ	[B150-] Committee conference call	1.00 Hrs	
12/18/13	RXZ	[B150-] Prepare for committee conference call	0.70 Hrs	
12/19/13	EMS	[B150-] Respond to 1102 inquiries	0.50 Hrs	
12/19/13	EMS	[B150-] Call from A. Dodge regarding 1102 inquiry	0.30 Hrs	
12/19/13	IDD	[B150-] Provide J. Ford with returned mail from M. Grech for investigation	0.10 Hrs	
12/19/13	RXZ	[B150-] Calls from B. MyGatt (.4) and P. Reed (.2); related emails and response per 1102 issues (.2)	0.80 Hrs	
12/20/13	JXS	[B150-] Meeting with R. Zahralddin re: Committee member request for investigation of S. Ryder message board comments	0.10 Hrs	
12/26/13	EMS	[B150-] Call from shareholder regarding 1102 inquiry	0.20 Hrs	
12/27/13	RXZ	[B150-] Call with M. Grech and W. Weitz re: Goldman request for committee status	0.50 Hrs	
12/28/13	RXZ	[B150-] Memo to committee re: November fee applications for EQ Comm. professionals and work performed	2.00 Hrs	
	Totals		23.50 Hrs	$10,595.00
	Meetings of and Communications with Creditors Totals		23.50 Hrs	$10,595.00

EG Fee Applications

12/02/13	IDD	[B170-] Edits to EG's 2nd Monthly Fee Application	0.60 Hrs	
12/03/13	SAK	[B170-] Review and revise Exhibits for Elliott Greenleaf monthly fee application (.8); instructions to I. Densmore and e-mail to staff re same (.2)	1.00 Hrs	
12/04/13	IDD	[B170-] Further edits to EG's 2nd monthly fee application	0.30 Hrs	
12/04/13	IDD	[B170-] File EG's 2nd Monthly Fee Application (.2); serve same on required parties (.4)	0.60 Hrs	
12/04/13	EMS	[B170-] Edit redactions to October invoice	0.40 Hrs	
12/04/13	EMS	[B170-] Review and revise October fee application	0.60 Hrs	
12/11/13	SAK	[B170-] E-mail exchange with W. Weitz re Elliott Greenleaf's estimated monthly fees/expenses pursuant to R. Zahralddin's instructions	0.20 Hrs	
12/16/13	SAK	[B170-] Review and revise Exhibit B for Elliott Greenleaf's 3rd monthly fee application (1.0); conferences with E. Sutty and I. Densmore re revisions (.2)	1.20 Hrs	
12/19/13	EMS	[B170-] Prepare chart of payments to EG and email with D. Bowman regarding same	0.80 Hrs	
12/20/13	SAK	[B170-] Review comments from UST re fee application guidelines	0.10 Hrs	
12/23/13	JF1	[B170-] Meeting with H. Smith re: R. Zahralddin and E. Sutty expenses (.1); analyze and draft expense report breakdown of R. Zahralddin for October fee application (.5)	0.60 Hrs	
12/26/13	SAK	[B170-] Review revised Exhibits for Elliott Greenleaf's November monthly fee application (.3) and instructions to I. Densmore re further revisions (.1)	0.40 Hrs	

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12/27/13	IDD	[B170-] Draft Elliott Greenleaf's 3rd Monthly Fee Application	0.70 Hrs	
12/27/13	IDD	[B170-] File Elliott Greenleaf's 3rd Monthly Fee Application (.3); organize service on 2002 list (.4); organize delivery of unredacted version to US Trustee and Judge's Chambers (.1)	0.80 Hrs	
12/27/13	RXZ	[B170-] Finalize EG fee application (.3); notice (.2) and COS (.1); supervise filing and service of same (.5)	1.10 Hrs	
	Totals		9.40 Hrs	$3,596.00
EG Fee Applications Totals			9.40 Hrs	$3,596.00

Fee Objections EGS

12/11/13	IDD	[B171-] Analyze objection of J. Regnate to EG October 2013 fee application (.1); draft summary of same (.1); circulate summary and objection to committee and professionals (.1)	0.30 Hrs	
12/12/13	EMS	[B171-] Emails with Debtors' counsel regarding omnibus reply to fee objections	0.20 Hrs	
12/13/13	EMS	[B171-] Edit summary of omnibus response to J. Regnante fee objection	0.20 Hrs	
12/18/13	JF1	[B171-] Analyze and assist in preparation of hearing binder for omnibus hearing December 18, 2013 re: fee applications and objections	0.20 Hrs	
12/19/13	EMS	[B171-] Review correspondence with J. Green regarding EG's October fee application	0.10 Hrs	
12/23/13	SIC	[B171-] Preparation of COC re EG 2nd Monthly Fee Application	0.30 Hrs	
12/23/13	SIC	[B171-] Research re Omnibus fee order for 2nd monthly fee application of EG	0.10 Hrs	
12/26/13	IDD	[B171-] File certification of counsel regarding Elliott Greenleaf's 2nd monthly fee application (.2); organize service on 2002 list (.4)	0.60 Hrs	
	Totals		2.00 Hrs	$562.50
Fee Objections EGS Totals			2.00 Hrs	$562.50

Fee Applications and Invoices - Other

12/04/13	EMS	[B175-] Emails with J. O'Conner regarding interim fee application hearing	0.20 Hrs	
12/04/13	EMS	[B175-] Emails with R. Brady regarding omnibus fee application order	0.10 Hrs	
12/13/13	EMS	[B175-] Emails with Debtors' counsel regarding omnibus fee order	0.20 Hrs	
12/16/13	RXZ	[B175-] Emails re: confirmation of interim fee application (.1) and related follow up with professionals (.2)	0.30 Hrs	
12/19/13	RXZ	[B175-] Email from D. Bowman re: omnibus fee order (.1); comments in reply and email to co-counsel and G. Solmonese (.2); reply from D. Bowman and forward related request for information to E. Sutty with instructions (.2)	0.50 Hrs	
12/20/13	EMS	[B175-] Review Sugar FGH's November fee application	0.70 Hrs	
12/23/13	SIC	[B175-] Prepare COS re Sugar 3rd Monthly Fee App (.2); prepare fee app for filing on December 26, 2013 (.1)	0.30 Hrs	
12/23/13	JF1	[B175-] Teleconference with R. Zahralddin, W. Weitz, M. Melickian, E. Sutty and J. VanEtten re: invoices review	0.60 Hrs	

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12/26/13	IDD	[B175-] File SugarFGH's 3rd monthly fee application (.3); organize service on 2002 list by mail (.4)	0.70 Hrs	
12/26/13	IDD	[B175-] File Gavin/Solmonese's 3rd monthly fee application (.3); organize service on 2002 list by mail (.4)	0.70 Hrs	
12/26/13	EMS	[B175-] Analyze Gavin Solmonese November fee application and oversee filing and service of same	0.40 Hrs	
12/26/13	IDD	[B175-] Draft Notice and Certificate of Service for Gavin/Solmonese's 3rd monthly fee application (.3)	0.30 Hrs	
12/27/13	IDD	[B175-] Analyze Omnibus Order approving 1st Interim and October Fee Applications of Professionals (.2); contact Judge's Chambers to inquire about same titled order issued 12-19-2013 (.1)	0.30 Hrs	
	Totals		5.30 Hrs	$1,860.50
Fee Applications and Invoices - Other Totals			5.30 Hrs	$1,860.50

Fee Objections - Others

12/02/13	EMS	[B176-] Office conference with A. Hammer regarding objection to creditor committee's professionals fee application	0.30 Hrs	
12/02/13	EMS	[B176-] Provide comments to draft omnibus objection to creditors' committees fee applications	0.40 Hrs	
12/06/13	RXZ	[B176-] Emails and call with A. Hammer re: objection to UCC professionals fees and proposed resolution	0.50 Hrs	
12/09/13	IDD	[B176-] Analyze Objection of J. Regnate to Young Conaway's Fee Application for September 2013 (.2); circulate to committee and professionals with brief summary (.1)	0.30 Hrs	
12/09/13	IDD	[B176-] Analyze 4th monthly fee applications of professionals for Official Committee of Unsecured Creditors (.3); circulate to committee and professionals with summary (.1)	0.40 Hrs	
12/10/13	EMS	[B176-] Conference call with N. Peterman, A. Hammer and R. Zahralddin regarding creditor committee fee application	0.40 Hrs	
12/11/13	IDD	[B176-] Analyze objection of J. Regnate to various fee applications (.2); draft summary of same (.2); circulate summary and objection to committee and professionals (.1)	0.50 Hrs	
12/11/13	EMS	[B176-] Review combined reply to fee objection filed by J. Regnante	0.30 Hrs	
12/11/13	EMS	[B176-] Analyze emails regarding OCUC fees and resolution of possible objection	0.20 Hrs	
12/11/13	JF1	[B176-] Instruction from R. Zahralddin re: tele-conference with B. Nathan, J. Prol & T. Wheeler concerning fee objections (.1); email to B. Nathan, J. Prol & T. Wheeler re: same (.1)	0.20 Hrs	
12/11/13	RXZ	[B176-] Analyze fee objection response (.3); prepare and forward comments (.2)	0.50 Hrs	
12/11/13	RXZ	[B176-] Call with J. Prol and B. Nathan re: creditors committee reductions in professional fees	0.50 Hrs	
12/13/13	IDD	[B176-] Analyze Joint Response to J. Regnate Objections to Fee Applications (.2); draft summary of same (.2); circulate summary and response to committee members and professionals per E. Sutty (.1)	0.50 Hrs	
12/16/13	IDD	[B176-] Analyze proposed order approving 1st interim fee applications per E. Sutty	0.20 Hrs	

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12/19/13	IDD	[B176-] Analyze omnibus order approving 1st interim and October fee applications of professionals (.2); circulate to committee and professionals (.1)	0.30 Hrs	
12/19/13	JXS	[B176-] Meeting with R. Zahralddin and E. Sutty re: fee examiner guidlines (.2); email to R. Zahralddin and E. Sutty re: same (.1)	0.30 Hrs	
12/23/13	EMS	[B176-] Instructions to S. Roberts regarding CNO's to fee applications for equity committee professionals	0.20 Hrs	
12/23/13	SIC	[B176-] Preparation of COC re Sugar 2nd Monthly Fee Application (.3); filing (.1); circulate same to attorneys for review (.1)	0.50 Hrs	
12/23/13	SIC	[B176-] Preparation of COC re Gavin 2nd Monthly Fee Application (.3); filing (.1); circulate same to attorneys for review (.1)	0.50 Hrs	
12/23/13	SIC	[B176-] Research re Omnibus fee order for 2nd monthly fee applications of SugarFGH and Gavin/Solmonese	0.20 Hrs	
	Totals		7.20 Hrs	$2,647.50
Fee Objections - Others Totals			7.20 Hrs	$2,647.50

Business Operations

12/02/13	EMS	[B210-] Analyze MOR for period of 9/29 - 11/2	0.30 Hrs	
	Totals		0.30 Hrs	$135.00
Business Operations Totals			0.30 Hrs	$135.00

Claims Administration and Objections

12/09/13	EMS	[B310-] Review emails regarding damages for class action claimants' claim	0.30 Hrs	
12/10/13	RXZ	[B310-] Meeting with class action lawyers	3.00 Hrs	
12/10/13	EMS	[B310-] Prepare for meeting with class action counsel	0.60 Hrs	
12/10/13	EMS	[B310-] Meeting with Debtors and class action counsel regarding settlement negotiations	2.40 Hrs	
12/10/13	RXZ	[B310-] Analyze information in waterfall model prepared by G/S and related documents forwarded by class action lawyers in preparation for settlement talks	2.60 Hrs	
12/11/13	EMS	[B310-] Analyze expert back-up materials regarding class action claim	1.70 Hrs	
12/12/13	JF1	[B310-] Participate in teleconference with Professionals re: Claims Reconciliation and prepare notes re: same	1.00 Hrs	
12/12/13	EMS	[B310-] Call with creditors' committee professionals regarding claims reconciliation process	1.00 Hrs	
12/12/13	EMS	[B310-] Follow up teleconference with equity committee professionals regarding claims reconciliation process	0.30 Hrs	
12/12/13	EMS	[B310-] Review claims analysis prepared by Debtors	1.30 Hrs	
12/12/13	RXZ	[B310-] Claims call with UCC professionals (1) and related follow up (.4)	1.40 Hrs	
12/12/13	RXZ	[B310-] Claims analysis	1.20 Hrs	
12/13/13	EMS	[B310-] Office conference with R. Zahralddin and G/S regarding claim analysis and reconciliation	2.90 Hrs	

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12/13/13	EMS	[B310-] Emails to Sugar attorneys regarding G/S claim analysis and report	0.20 Hrs
12/13/13	RXZ	[B310-] Prepare for (1.3) and attend claims reconciliation meeting requested by Unsecured Creditors Committee with G/S and E. Sutty (2.9)	4.20 Hrs
12/14/13	RXZ	[B310-] Analyze [redacted] 6)and [redacted] (.5) retention agreements and related record	1.10 Hrs
12/16/13	EMS	[B310-] Meeting with R. Brady, K. Maib and equity committee professionals working group regarding claims reconciliation process and related issues	1.00 Hrs
12/16/13	RXZ	[B310-] Analyze [redacted] engagement letter and related file	0.80 Hrs
12/16/13	RXZ	[B310-] Calls to and from J. Prol re: proposal for settlement of certain large claims (.4); related follow up with committee professionals (.5) and Debtors professionals (.2)	1.10 Hrs
12/18/13	EMS	[B310-] Meeting with [redacted] and R. Zahralddin regarding claims	0.50 Hrs
12/18/13	EMS	[B310-] Meeting with equity committee professionals regarding claims	1.90 Hrs
12/18/13	RXZ	[B310-] Call to [redacted] re: claims analysis (.4); meeting with [REDACT Foley] re: claims investigation (.5); calls to [redacted] re: claims (.3); discussion with Debtors and [redacted] re: [redacted] (.3)	1.50 Hrs
12/18/13	RXZ	[B310-] Claims reconciliation meeting and related strategy	1.90 Hrs
12/18/13	RXZ	[B310-] Call with P. Gilhuly re: [redacted] claims diligence	0.40 Hrs
12/18/13	RXZ	[B310-] Call to M. Kohart re: claims diligence	0.30 Hrs
12/19/13	IDD	[B310-] Prepare record for professionals re: [redacted]	1.10 Hrs
12/19/13	RXZ	[B310-] Analysis and due diligence on [redacted] claims including analysis of summaries and related fee detail	2.50 Hrs
12/19/13	RXZ	[B310-] Further analysis and due diligence of [redacted] related record	0.90 Hrs
12/19/13	RXZ	[B310-] Call with K. Maib re: update on claims issues	0.50 Hrs
12/19/13	RXZ	[B310-] Call with R. Brady re: update on claims issues	0.30 Hrs
12/20/13	SAK	[B310-] Telephone conference with co-counsel re claims objections (.3); research and email exchanges re same (.4)	0.70 Hrs
12/20/13	SAK	[B310-] Telephone conference with co-counsel re claim objection process (.4); responsive e-mail re same (.3)	0.70 Hrs
12/23/13	EMS	[B310-] Conference call with professional working group regarding claim analysis and review of big 5 claims	0.60 Hrs
12/23/13	EMS	[B310-] Conference call with professionals working group regarding claim analysis review	0.90 Hrs
12/23/13	EMS	[B310-] Claims review regarding [redacted]	1.80 Hrs
12/23/13	RXZ	[B310-] Prepare for settlement of claims instructions and guidelines call	0.60 Hrs
12/23/13	SAK	[B310-] Analyze updated claims analysis (.4) and communications re same (.2)	0.60 Hrs
12/23/13	SAK	[B310-] Analyze Agenda from W. Weitz re upcoming professional's call concerning claim issues	0.10 Hrs
12/23/13	SAK	[B310-] Professionals teleconference re claims and related issues	0.70 Hrs

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12/23/13	SAK	[B310-] Multiple communications with co-counsel and Debtors' counsel re claim objection issues	0.30 Hrs	
12/23/13	RXZ	[B310-] Settlement of claims instructions and guidelines for review and related strategy call	0.70 Hrs	
12/23/13	RXZ	[B310-] Claims objection working call and update from J. VanEtten and M. Brandess	1.00 Hrs	
12/23/13	JF1	[B310-] Observe teleconference with professionals re: claim objections and analysis	1.20 Hrs	
12/23/13	RXZ	[B310-] Call with Debtors re: claims and plan issues (settlements, reserves, and claims objections)	1.10 Hrs	
12/26/13	EMS	[B310-] Finalize review of time sheets in support of claim [redacted]	4.60 Hrs	
12/26/13	EMS	[B310-] Analyze time records/invoices in support of claim [redacted]	4.80 Hrs	
12/26/13	HFS	[B310-] Analyze additional e-mails and documents regarding notice of claim issues	0.90 Hrs	
12/27/13	RXZ	[B310-] Analyze AgFeed invoices of [redacted] re: document preservation issues and claims analysis	3.30 Hrs	
12/30/13	EMS	[B310-] Analyze first, second, third and fourth omnibus objection to claims	1.20 Hrs	
12/30/13	EMS	[B310-] Analyze additional support for [redacted] claim	2.80 Hrs	
12/30/13	EMS	[B310-] Review Latham's time records in support of claim	4.50 Hrs	
12/30/13	IDD	[B310-] Analyze 1st Omnibus Objection to Claims (.2); draft summary of same per R. Zahralddin (.1); circulate objection and summary to committee and professionals (.1)	0.40 Hrs	
12/30/13	IDD	[B310-] Analyze 2nd Omnibus Objection to Claims (.2); draft summary of same per R. Zahralddin (.1); circulate objection and summary to committee and professionals (.1)	0.40 Hrs	
12/30/13	IDD	[B310-] Analyze 3rd Omnibus Objection to Claims (.2); draft summary of same per R. Zahralddin (.1); circulate objection and summary to committee and professionals (.1)	0.40 Hrs	
12/30/13	IDD	[B310-] Analyze 4th Omnibus Objection to Claims (.2); draft summary of same per R. Zahralddin (.1); circulate objection and summary to committee and professionals (.1)	0.40 Hrs	
12/31/13	EMS	[B310-] Call with potential consultant in class action	0.80 Hrs	
12/31/13	EMS	[B310-] Continue to review support for [redacted] proof of claim	2.90 Hrs	
12/31/13	RXZ	[B310-] Call with securities damages consultant (.8) follow up with EC professionals (.4)	1.20 Hrs	
		Totals	79.50 Hrs	$39,751.00
		Claims Administration and Objections Totals	79.50 Hrs	$39,751.00

Plan and Disclosure Statement

12/02/13	JF1	[B320-] Instructions from R. Zahralddin re: liquidation plan (.1); research re: liquidation plan (.2)	0.30 Hrs	
12/02/13	EMS	[B320-] Office conference with A. Hammer and R. Zahralddin regarding preparation for plan meeting	0.50 Hrs	
12/02/13	RXZ	[B320-] Analysis of joint plan (2.5) and related investigation (2.3)	4.80 Hrs	

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

12/02/13	RXZ	[B320-] Investigation and research of litigation trust issues (strategy, standing, defenses, trust liability and bonding)	2.30 Hrs
12/02/13	RXZ	[B320-] Plan and disclosure statement meeting preparation and analysis with A. Hammer	2.60 Hrs
12/03/13	EMS	[B320-] Research post-confirmation trust issues	2.70 Hrs
12/03/13	EMS	[B320-] Review summary of plan meeting	0.30 Hrs
12/03/13	EMS	[B320-] Office conference with A. Hammer regarding preparation for plan meeting	0.80 Hrs
12/03/13	EMS	[B320-] Prepare for plan meeting (.5); attend plan meeting with Debtors and Committee (5.0)	5.50 Hrs
12/03/13	RXZ	[B320-] Prepare for plan meeting with Debtors (2.2); attend plan meeting with Debtors and committee (5)	7.20 Hrs
12/03/13	RXZ	[B320-] Prepare executive summary and related investigation and review of record for committee on issues related to: update on sale closing (.3); Chapter 11 Plan (.6); Disclosure Statement (.2); AF Sellco Negotiations (.3); claims register and administration (.4); status of negotiations with Class Action parties (.2); professional fees (.3); related follow up with professionals (.4)	2.70 Hrs
12/04/13	JF1	[B320-] Professionals meeting re: plan issues	0.90 Hrs
12/04/13	EMS	[B320-] Research regarding opposition to appointment of trustee	3.40 Hrs
12/04/13	EMS	[B320-] Professionals' call regarding plan status	0.90 Hrs
12/06/13	EMS	[B320-] Professionals call regarding plan edits	1.20 Hrs
12/06/13	EMS	[B320-] Mark-up plan and prepare for professionals call regarding same	2.20 Hrs
12/06/13	RXZ	[B320-] Analyze interest rate memo and related cases	0.60 Hrs
12/08/13	RXZ	[B320-] Analyze revised plan	1.20 Hrs
12/08/13	RXZ	[B320-] Analyze Disclosure Statement draft	1.30 Hrs
12/09/13	SAK	[B320-] Draft summary re equity distribution issues (1.2); e-mails to co-counsel re same (.1); prepare research materials and instructions to S. Roberts (.6)	1.90 Hrs
12/09/13	EMS	[B320-] Calls to committee members regarding 1/9 plan meeting	0.40 Hrs
12/09/13	EMS	[B320-] Professionals call regarding plan comments	0.50 Hrs
12/09/13	EMS	[B320-] Review 6/5 comments to plan	0.30 Hrs
12/09/13	RXZ	[B320-] Professionals call re: meeting with UST and class action (security holders)	0.50 Hrs
12/09/13	RXZ	[B320-] Prepare and udpate comments to plan and analyze updated comments from G/S and SF	1.60 Hrs
12/10/13	RXZ	[B320-] Prepare for and meeting with UST re: plan and Chapter 11 trustee motion	1.10 Hrs
12/11/13	SIC	[B320-] Prepare materials for M. Melickian regarding distribution issues	3.10 Hrs
12/11/13	SAK	[B320-] Telephone conference with R. Zahralddin re potential distribution issues; instructions to S. Roberts re same	0.20 Hrs
12/11/13	EMS	[B320-] Email to M. Grech regarding plan meeting	0.10 Hrs
12/12/13	EMS	[B320-] Emails with committee members regarding 1/9 plan meeting	0.20 Hrs
12/16/13	EMS	[B320-] Analyze blackline revisions to plan	0.80 Hrs

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

12/16/13	EMS	[B320-] Analyze draft disclosure statement	2.20 Hrs	
12/16/13	RXZ	[B320-] Analyze updated plan (.6) and disclosure statement (.8)	1.40 Hrs	
12/16/13	RXZ	[B320-] Analyze Compiled Balance Sheet and Income Statement and related record (1.3); follow up with G/S re: same (.6)	1.90 Hrs	
12/16/13	RXZ	[B320-] Analyze UCC comments to plan	0.50 Hrs	
12/17/13	EMS	[B320-] Meeting with equity committee professionals regarding preparation for plan meeting with Debtors' and creditors' committee	1.00 Hrs	
12/17/13	EMS	[B320-] Plan meeting with equity committee professionals, Debtors' professionals and creditors' committee professionals	4.30 Hrs	
12/17/13	EMS	[B320-] Analyze UCC comment to plan	0.70 Hrs	
12/17/13	RXZ	[B320-] Prepare for plan meeting (2.0) and attend Plan meeting with Debtors and the UCC (4.0)	6.00 Hrs	
12/18/13	JF1	[B320-] Instructions from R. Zahralddin re: Chapter 11 Plan Liquidation (.1); email to Committee and Professionals re: same (.1)	0.20 Hrs	
12/18/13	JF1	[B320-] Instructions from R. Zahralddin re: Disclosure Statement (.1); email to Committee and Professionals re: same (.1)	0.20 Hrs	
12/19/13	RXZ	[B320-] Respond to multiple shareholder inquiries regarding liquidation analysis (.4) and related follow up with debtors re: same (.3)	0.70 Hrs	
12/20/13	EMS	[B320-] Analyze liquidation analysis	0.50 Hrs	
12/20/13	RXZ	[B320-] Analyze liquidation analysis (.4) and various related emails with committee professionals and Debtors' professionals (.4)	0.80 Hrs	
12/23/13	EMS	[B320-] Call with equity committee professional working group, Debtors' counsel and K. Maib regarding plan, class action and claims	1.20 Hrs	
12/23/13	RXZ	[B320-] Call regarding litigation causes of action and overlapwith regulatory authorities	0.60 Hrs	
12/23/13	JXS	[B320-] Meeting with R. Zahralddin re: due diligence review	0.20 Hrs	
12/26/13	JXS	[B320-] Continue due diligence review	4.60 Hrs	
12/28/13	RXZ	[B320-] Prepare for call with the Debtors and analyze related record re: plan (1.2); call with Debtors re: same (1.1)	2.30 Hrs	
		Totals	81.40 Hrs	$41,628.50
		Plan and Disclosure Statement Totals	81.40 Hrs	$41,628.50

Court Hearings

12/02/13	EMS	[B430-] Review transcript at 11/26 hearing (.4); forward to committee members (.2); and instruct Rust Omni to post to website (.1)	0.70 Hrs	
12/09/13	RXZ	[B430-] Analyze critical dates memo and comments re: sale and hearing issues to I. Densmore and E. Sutty	0.70 Hrs	
12/16/13	IDD	[B430-] Analyze proposed order scheduling omnibus hearings (.2); circulate to attorneys advising of proposed dates (.2)	0.40 Hrs	
12/16/13	EMS	[B430-] Analyze agenda for 12/18 hearing	0.10 Hrs	
12/16/13	RXZ	[B430-] Instructions to I. Densmore re: agenda, meeting agenda, approval by committee of same, and related comments and instructions in relation to hearing	0.30 Hrs	
12/17/13	EMS	[B430-] Review amended agenda for 12-18-2013 hearing	0.10 Hrs	

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

12/17/13	IDD	[B430-] Assemble binder for hearing on 12-18-2013 regarding fee application objections	1.10 Hrs	
12/18/13	EMS	[B430-] Attend hearing on fee application objections (partial attendance)	0.30 Hrs	
12/18/13	EMS	[B430-] Meeting with equity committee professionals regarding hearing preparation	0.30 Hrs	
12/18/13	RXZ	[B430-] Prepare for contested fee hearing	0.80 Hrs	
12/18/13	RXZ	[B430-] Attend hearing regarding fee application objections	0.60 Hrs	
12/19/13	RXZ	[B430-] Analyze fee order (.2) and fee hearing update and summary for committee and committee professionals (.3)	0.50 Hrs	
12/23/13	JF1	[B430-] Teleconference and email exchange with Reliable re: transcript of November 21 and November 26, 2013 hearings	0.20 Hrs	
12/30/13	RXZ	[B430-] Analyze critical dates memo	0.60 Hrs	
	Totals		6.70 Hrs	$3,192.50
Court Hearings Totals			6.70 Hrs	$3,192.50

Insurance Matters

12/16/13	IDD	[B460-] Analyze Final Order Authorizing Debtors to Obtain Director and Officer Liability Insurance (.1); circulate to professionals and committee (.1)	0.20 Hrs	
12/19/13	RXZ	[B460-] Call with K. Maib re: update on insurance issues	0.30 Hrs	
12/20/13	EMS	[B460-] Research and emails regarding D&O policies	1.70 Hrs	
12/20/13	HFS	[B460-] Call with R. Zahralddin, J. Elliott and M. Schwemler regarding Chinese insurance company issues	0.40 Hrs	
12/20/13	RXZ	[B460-] Analyze insurance issues and call with J. Elliott re: same (.5); call with H. Siedzikowski and M. Schwemler re: insurance access and tower issues (.4); follow up with E. Sutty (.5)	1.40 Hrs	
12/22/13	HFS	[B460-] Analyze D&O insurance issues memorandum and begin analyzing policies	1.50 Hrs	
12/23/13	EMS	[B460-] Emails with D. Bowmen regarding PICC insurance policies	0.50 Hrs	
12/23/13	HFS	[B460-] Analyze balance of insurance policies and e-mail communications.	2.30 Hrs	
12/23/13	SIC	[B460-] Prepare record of Insurance documents for file	0.20 Hrs	
12/24/13	EMS	[B460-] Review preliminary analysis of insurance issues	0.30 Hrs	
12/24/13	HFS	[B460-] Outline strategy re: insurance issues (1.1); e-mail to team re: same (.1)	1.20 Hrs	
12/26/13	JME	[B460-] Communications with R. Zahralddin, M. Schwemler and H. Siedzikowski re: case status, insurance coverages and other issues & strategies (.6); analyze information from R. Zahralddin and M. Melickian to prepare for 12/17 conference call (.8)	1.40 Hrs	
12/26/13	RXZ	[B460-] Calls and emails regarding insurance issues with EG legal team	1.20 Hrs	
12/26/13	HFS	[B460-] Conference call with R. Zahralddin, J. Elliott and M. Schwemler regarding strategy re: insurance issues	0.60 Hrs	
12/27/13	HFS	[B460-] Conference call with R. Zahralddin, M. Schwemler, M. Melickian and E. Cohen regarding status of notices and responses from carriers	1.00 Hrs	

12/27/13	HFS	[B460-] Analyze e-mails from K. Maib and work on strategy	1.20 Hrs	
12/27/13	RXZ	[B460-] Call with E. Cohen, H. Seidzikowski, M. Schwemler, and M. Melickian re: insurance issues	0.80 Hrs	
12/28/13	RXZ	[B460-] Emails to insurance team re: potential settlement meetings	0.50 Hrs	
12/28/13	RXZ	[B460-] Analyze record related to PICC issues (1.2) and forward comments to EG insurance team (.4)	1.60 Hrs	
12/29/13	HFS	[B460-] Analyze additional documents on notice to carriers and forward "to do list" to attorneys	2.10 Hrs	
12/31/13	RXZ	[B460-] Follow up with K. Maib on settlement structures for plan issues, claims and insurance matters	0.60 Hrs	
	Totals		21.00 Hrs	$10,830.50
Insurance Matters Totals			21.00 Hrs	$10,830.50

Litigation

12/09/13	IDD	[B600-] Analyze docket of class action matter pending in Tennessee (.2); retrieve complaint, motions to dismiss and related memoranda (.3); circulate to professionals per R. Zahralddin (.1)	0.60 Hrs	
12/11/13	IDD	[B600-] Research previous cases involving motions to appoint a chapter 11 trustee per E. Sutty	2.80 Hrs	
12/13/13	EMS	[B600-] Emails with R. Brady regarding record retention detail	0.20 Hrs	
12/13/13	EMS	[B600-] Analyze record retention detail	1.30 Hrs	
12/17/13	SAK	[B600-] Conference with R. Zahralddin re indemnification issues	0.40 Hrs	
12/18/13	EMS	[B600-] Research class action settlement alternatives	3.60 Hrs	
12/19/13	EMS	[B600-] Analyze chronology of late 2010 through 2012 provided by Debtors	3.50 Hrs	
12/20/13	SAK	[B600-] Analyze litigation chronology documents	0.60 Hrs	
12/23/13	EMS	[B600-] Call with M. Melickian regarding class action settlements	0.20 Hrs	
12/23/13	SAK	[B600-] Research re litigation issue pursuant to instructions from R. Zahralddin	0.60 Hrs	
12/23/13	JXS	[B600-] Analyze Bloomberg article re: fraud	0.20 Hrs	
12/23/13	JXS	[B600-] Meeting with E. Sutty re: document review	0.20 Hrs	
12/23/13	MEK	[B600-] Analyze Bloomberg news article re: fraud	0.20 Hrs	
12/25/13	EMS	[B600-] Analyze memorandum and provide comments regarding class action settlement analysis	0.60 Hrs	
12/25/13	EMS	[B600-] Emails with co-counsel regarding analysis of class action settlements	0.20 Hrs	
12/26/13	SAK	[B600-] Research re litigation issue	0.50 Hrs	
12/27/13	SAK	[B600-] Review litigation documents forwarded by R. Zahralddin pursuant to instructions (1.1); e-mail exchange re same (.1)	1.20 Hrs	
12/27/13	SAK	[B600-] Draft memorandum re litigation issue	1.10 Hrs	
12/30/13	SAK	[B600-] Continue revisions to indemnity memorandum and related research pursuant to instructions from R. Zahralddin	3.60 Hrs	
	Totals		21.60 Hrs	$8,927.00

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

Litigation Totals	21.60 Hrs	$8,927.00
TOTAL LEGAL SERVICES		$146,215.00

LEGAL SERVICES SUMMARY

Ford, Jennifer L.	0.60 Hrs	0/hr	$0.00
Densmore, Ian D.	18.90 Hrs	225/hr	$4,252.50
Ford, Jennifer L.	10.70 Hrs	225/hr	$2,407.50
Roberts, Sandra I	6.50 Hrs	225/hr	$1,462.50
Soloway, Russell M.	22.30 Hrs	325/hr	$7,247.50
Stemerman, Jonathan M.	6.40 Hrs	375/hr	$2,400.00
Kinsella, Shelley A.	16.10 Hrs	450/hr	$7,245.00
Sutty, Eric M	98.40 Hrs	450/hr	$44,280.00
Kohart, Mary E.	8.40 Hrs	460/hr	$3,864.00
SIEDZIKOWSKI, HENRY F.	11.20 Hrs	475/hr	$5,320.00
ELLIOTT, JOHN M.	1.40 Hrs	585/hr	$819.00
Zahralddin-Aravena, Rafael X.	109.70 Hrs	610/hr	$66,917.00
	310.60 Hrs		$146,215.00

Reimbursement for out of pocket expenses

COPYING

12/02/13	[] Copying	0.50	
12/02/13	[] Copying	0.25	
12/18/13	[] Copying	41.00	
12/27/13	[] Copying	11.50	
			$53.25

MEALS

12/27/13	[] RXZ---INV #12/17/13 RXZ DTD 12/13/13 EXPENSE VOUCHER BREAKFAST MEETING WITH MICHAEL BRANDESS, WAYNE WEITZ, AARON HAMMER, RXZ PREP FOR PLAN MEETING WITH CREDITORS COMMITTEE AND DEBTORS	100.00	
			$100.00

OUTSIDE PROFESSIONAL SVCES

12/06/13	[] BUSINESS CARD (VISA-BANK OF AMERICA)---INV #11/20/13 DTD 11/20/13 MONTHLY EXPENSES FOR THE PERIOD: 10/212/13-11/20/13 COURT CALL, LLC--INV#5894600 DTD 10/31/13 COURT TELEPHONIC CONFERENCE APPEARANCE FEE ON 10/23/13 EMS	37.00	

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

12/06/13	[] GENESYS CONFERENCEING---INV#I-1180324 DTD 12/14/12 TELEPHONE CONFERENCE CALL CHARGES PERIOD: 10/15-11/14/13 CONFERENCE CALL ON 11/14/13 SJG, JR	0.21	
12/06/13	[] GENESYS CONFERENCEING---INV#I-1180324 DTD 12/14/12 TELEPHONE CONFERENCE CALL CHARGES PERIOD: 10/15-11/14/13 CONFERENCE CALL ON 11/14/13 SJG, JR	0.42	
12/06/13	[] GENESYS CONFERENCEING---INV#I-1180324 DTD 12/14/12 TELEPHONE CONFERENCE CALL CHARGES PERIOD: 10/15-11/14/13 CONFERENCE CALL ON 11/14/13 SJG, JR	22.89	
			$60.52

POSTAGE

12/04/13	[] Postage	62.94	
			$62.94

TAXI

12/13/13	[] RXZ---INV #12/09/13 RXZ DTD 12/10/13 EXPENSE VOUCHER TRAVEL FROM AIRPORT TO HOTEL MARK MELICKIAN AND AARAON HAMMER	84.50	
			$84.50

TELEPHONE

12/11/13	[] THE CONFERENCE GROUP, LLC---INV#156- NOV 2013 DTD 12/01/13 DE CONFERENCE CALL FEE FOR THE PERIOD: 11/01/13-11/30/13	184.57	
			$184.57

Total Reimbursement for out of pocket expenses	$545.78
TOTAL THIS BILL	$146,760.78

119278	12/04/13	21,178.29
119782	12/27/13	26,537.30
		$47,715.59

GRAND TOTAL DUE	$194,476.37

PREVIOUS BILLS OUTSTANDING

119278	12/04/13	21,178.29
119782	12/27/13	26,537.30
		$47,715.59

TOTAL DUE	**$194,476.37**

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	
	$983.50
Subtotals	$983.50
Asset Analysis and Recovery	
	$19,758.50
Subtotals	$19,758.50
Asset Disposition	
	$1,747.00
Subtotals	$1,747.00
Meetings of and Communications with Creditors	
	$10,595.00
Subtotals	$10,595.00
EG Fee Applications	
	$3,596.00
Subtotals	$3,596.00
Fee Objections EGS	
	$562.50
Subtotals	$562.50
Fee Applications and Invoices - Other	
	$1,860.50
Subtotals	$1,860.50
Fee Objections - Others	
	$2,647.50
Subtotals	$2,647.50
Business Operations	
	$135.00
Subtotals	$135.00
Claims Administration and Objections	
	$39,751.00
Subtotals	$39,751.00
Plan and Disclosure Statement	

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

		$41,628.50
Subtotals		$41,628.50
Court Hearings		
		$3,192.50
Subtotals		$3,192.50
Insurance Matters		
		$10,830.50
Subtotals		$10,830.50
Litigation		
		$8,927.00
Subtotals		$8,927.00
	Totals	$146,215.00

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 C

SUMMARY OF EXPENSES FOR THE PERIOD DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Expense Category	Total Expenses
Copying	$ 53.25
Meals	$ 100.00
Outside Professional Services (Telephone Conference Calls)	$ 245.09
Postage	$ 62.94
Taxi	$ 84.50
TOTAL:	**$ 545.78**

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 *Fourth Monthly Application of Elliott Greenleaf, counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the Period December 1, 2013 through December 31, 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: January 27, 2014
Wilmington, Delaware

ELLIOTT GREENLEAF

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Eric M. Sutty (DE Bar No. 4007)
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Counsel to the Official Committee of Equity Security Holders

Exhibit A

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

Securities and Exchange Commission
George S. Canellos, Reg. Director
New York Regional Office
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New York, NY 10281-1022

ADM Alliance Nutrition Inc.
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US Attorneys Office
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LCSWMA
(Re: Equity Security Holders Committee)
James Warner, CEO
PO Box 4425
Lancaster, PA 17604

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

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

Milton P Webster, III
(Re: Unsecured Creditors Committee)
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Chicago, IL 60616

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Attn: Bruce Klostermann
2998 197th Street
Earlville, IA 52041

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

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

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

Enterprise Fleet Services
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Enterprise Fleet Mgt. Customer Billing
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Ives Co. Holdings LLC
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