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: April 14, 2014 at 4:00 p.m.**
	)	**Hearing date: Only if objections filed.**

NOTICE OF SIXTH MONTHLY APPLICATION OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014

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 **Sixth Monthly Application of Elliott Greenleaf, Counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the Period February 1, 2014 through February 28, 2014** (the "Application"). The Application seeks the allowance of fees in the amount of **$126,450.00** (80%, $101,160.00) and expenses in the amount of **$2,190.48** for the period **February 1, 2014 through February 28, 2014** 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 April 14, 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 April 14, 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: March 25, 2014
Wilmington, Delaware

ELLIOTT GREENLEAF

/s/ Rafael X. Zahralddin-Aravena

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.,[1]	)	Case No. 13-11761 (BLS)
	)	
Debtors.	)	Jointly Administered
	)	
	)	**Objection deadline: April 14, 2014 at 4:00 p.m.**
	)	**Hearing date: Only if objections filed.**

SIXTH MONTHLY APPLICATION OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014

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:	February 1, 2014 through February 28, 2014
Amount of Compensation sought as actual, reasonable and necessary:	$126,450.00 (80% $101,160.00)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	$2,190.48

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	$ 67,903.00	$ 0.00
10/25/2013	9/01/13-9/30/13	$ 91,365.00	$ 264.00	$ 91,365.00	$ 264.00
12/04/2013	10/01/13-10/31/13	$105,888.00	$4,756.89	$105,888.00	$4,756.89
12/27/2013	11/1/13-11/30/13	$132,686.50	$2,533.55	$132,686.50	$2,533.55
1/27/2014	12/1/13-12/31/13	$146,215.00	$ 545.78	$146,215.00	$ 545.78
3/11/2014	1/1/14-1/31/14	$195,689.50	$3,389.51	n/a	n/a

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: April 14, 2014 at 4:00 p.m.**
	)	**Hearing date: Only if objections filed.**

SIXTH MONTHLY APPLICATION OF ELLIOTT GREENLEAF, COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014

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 *Sixth Monthly Application of Elliott Greenleaf, Counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the period February 1, 2014 through February 28, 2014* (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, 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 February 1, 2014 through February 28, 2014 (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 $126,450.00 (80%, $101,160.00) in fees and in the amount of $2,190.48 in expenses for February 1, 2014 through February 28, 2014.

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. The Equity Committee has directed its professionals to work with the Debtors to reduce costs in the case by replacing higher rate professionals with Equity Committee professionals for many of the remaining tasks. The Debtors have been very receptive to such arrangements and have requested that the Equity Committee professionals work certain projects for the benefit of both the Debtors and the Equity Committee. While this is not always possible because the Debtors and the Equity Committee are adverse parties, both parties have worked cooperatively to consolidate tasks and resources to reduce the impact of professional fees on the estate, where possible. In addition, the Official Committee of Unsecured Creditors (the "Creditors' Committee") requested that the Equity Committee work to either resolve claims or designate which claims would require further investigation and thus, would require a reserve. The Equity Committee agreed to do so in order to expedite and facilitate the filing of an updated plan and disclosure statement and so that the role of the Creditors' Committee and accompanying administrative expenses of its professionals could be reduced and eventually eliminated.

15. As a result, Equity Committee professionals expended a significant effort during the Application Period, often at the request of the Debtors, Creditors' Committee or other parties

in interest, to help position the Debtors' estates to make distributions to stakeholders in as prompt a manner as practicable under the circumstances and to otherwise facilitate the administration of these Cases. Accordingly, the time spent and expenses incurred during the Application Period were necessary and appropriate under the circumstances, with EG attending to the following essential tasks during the Application Period:

- At the request of the Debtors and the Creditors' Committee, EG and other Equity Committee professionals undertook a claims reconciliation process that began in December 2013 and continued through the Application Period ("*Claims Reconciliation*"), which is helping compress the time in which claims against the Debtors' estates are reconciled and should help facilitate timely distributions to stakeholders following the anticipated effective date of the Debtors' liquidation plan (the "Plan"). As part of this effort, EG was primarily responsible for negotiating potential settlements with the holders of large claims held by the Debtors' prepetition professionals. EG reviewed each claim in detail, analyzed potential objections to such claims and engaged in settlement negotiations with each creditor. These efforts enabled EG to reach agreements with certain of the creditors. As a result, distributions will be made to the stakeholders in a timely manner following confirmation of the Plan.

- Participating with the Debtors and Creditors' Committee in continued negotiation over, and related drafting of, the Plan and related documents, including discussions on the most effective and expedient manner to make as prompt of distributions as possible to stakeholders in these Cases.

- At the direction of the Equity Committee, EG began a due diligence review the Debtors' U.S. corporate records to develop causes of action in order to maximize shareholder recoveries.

- Preparing for a global mediation with the Debtors' directors and officers insurance policy carriers, class action plaintiffs and certain other parties (the "D&O Carrier Mediation"), a process in which the Equity Committee was and continues to be an essential participant. At the direction of the Debtors, EG was primarily responsible for investigating, evaluating and, if necessary, pursuing certain insurance related issues at the D&O Carrier Mediation.

16. 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

17. 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.

18. EG expended 282.5 hours during the period February 1, 2014 through February 28, 2014 in furtherance of its efforts on behalf of the Equity Committee. EG requests allowance of compensation in amount of $126,450.00 for legal services rendered during the period February 1, 2014 through February 28, 2014 at a blended hourly rate of $351.17. Pursuant to the Interim Compensation Order, EG requests payment of 80% of the total fees requested, or $101,160.00. None of the requested fees detailed herein have been paid.

REIMBURSEMENT OF EXPENSES

19. 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.

20. EG seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period for the total amount of $2,190.48.

LEGAL STANDARD

21. 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.

22. 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.

23. 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.

24. 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.

25. 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.

26. 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.

27. 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

28. 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.

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

VERIFICATION

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

31. 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 $126,450.00 and expenses in the amount of $2,190.48 for the period February 1, 2014 through February 28, 2014 be allowed and that if no objections are filed, 80% of the requested fees in the amount of

$101,160.00 and 100% of the amount of $2,190.48 be paid for reimbursement of actual and necessary costs and expenses incurred during the period February 1, 2014 through February 28, 2014 and further requests such other and further relief as the court may deem just and proper.

Dated: March 25, 2014
Wilmington, Delaware

ELLIOTT GREENLEAF

/s/ Rafael X. Zahralddin-Aravena

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

EXHIBIT A

SUMMARY OF PROFESSIONAL AND PARAPROFESSIONALS RENDERING SERVICES FROM FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014

Name of Professional	Position	Total Billed Hours	Hourly Billing Rate	Total Compensation
Modery, Michelle L.	Associate	3.6	$ 220.00	$ 792.00
Roberts, Sandra I.	Paralegal	10.9	$ 225.00	$ 2,452.50
Densmore, Ian D.	Paralegal	14.8	$ 225.00	$ 3,330.00
Ford, Jennifer, L.	Paralegal	10.8	$ 225.00	$ 2,430.00
Kumer, Aimee L.	Associate	14.7	$ 240.00	$ 3,528.00
Soloway, Russell M.	Associate	23.2	$ 325.00	$ 7,540.00
Stemerman, Jonathan M.	Associate	4.0	$ 375.00	$ 1,500.00
Sutty, Eric M.	Of Counsel	59.8	$ 450.00	$26,910.00
Kinsella, Shelley A.	Shareholder	21.9	$ 450.00	$ 9,855.00
Siedzikowski, Henry F.	Shareholder	3.6	$ 480.00	$ 1,728.00
Schwemler, Mark J.	Shareholder	31.1	$ 485.00	$15,083.50
Zahralddin-Aravena, Rafael X.	Shareholder	84.1	$ 610.00	$51,301.00
Total:		**282.50**		**$126,450.00**
Blended Rate:			**$ 351.17**	

EXHIBIT B

Task Billing Summary Page
February 1, 2014 through February 28, 2014

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

Case Administration	0.2	$ 90.00
Asset Analysis & Recovery	63.4	$28,818.00
Asset Disposition		
Meetings of and Comm. With Creditors	21.0	$ 9,097.00
Relief from Stay/Adequate Protection Proceedings		
EG Retention		
Employment & Retention Application - Other	9.4	$ 4,401.00
EG Fee Applications	9.1	$ 3,322.50
EG Fee Objections	1.7	$ 511.00
Fee Applications and Invoices - Other	9.6	$ 3,428.50
Fee Objections - Others	6.7	$ 2,461.00
Non-Working Travel		
Assumption/Rejection of Leases and Contracts	0.4	$ 180.00
Business Operations	1.1	$ 466.00
Employee Benefits/Pensions		
Tax Issues		
Claims and Plan		
Claims Administration and Objections	20.8	$10,817.50
Plan and Disclosure Statement	3.1	$ 1,111.50
Financing/Cash Collections		
Court Hearings	6.3	$ 2,105.00
Schedules and Statements		
Labor Issues		
Insurance Matters	111.7	$51,250.50
Litigation	18.0	$ 8,390.50
Other		
Legal Research		
Total Fees	**282.5**	**$126,450.00**

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

March 25, 2014
Bill Number 121348
File Number 60417-002

FOR PROFESSIONAL SERVICES RENDERED

Re: AgFeed Official Committee of Equity Security Holders

LEGAL SERVICES

Through February 28, 2014

Case Administration

02/06/14	EMS	[B110-] Call to D. Buchbinder regarding amended notice of appointment of equity committee	0.20 Hrs	
	Totals		0.20 Hrs	$90.00
Case Administration Totals			0.20 Hrs	$90.00

Asset Analysis and Recovery

02/03/14	RXZ	[B120-] Prepare for call with FTI re: investigation, work product and document preservation and analyze related record (1.2); call with A. Gonce re: FTI investigation (.6); follow up calls and meetings with R. Soloway and E. Sutty (.4)	2.20 Hrs
02/03/14	RMS	[B120-] Call with R. Zahralddin, E. Sutty and A. Gonce re: Work Product and Document Preservation	1.30 Hrs
02/03/14	EMS	[B120-] Analyze memorandum regarding securities law issues	0.40 Hrs
02/03/14	EMS	[B120-] Call with R. Zahralddin, R. Soloway and FTI regarding China investigation materials	0.50 Hrs
02/04/14	RMS	[B120-] Due diligence review of US corporate records	4.80 Hrs
02/04/14	EMS	[B120-] Due diligence review of US corporate records	4.50 Hrs
02/05/14	JXS	[B120-] Due Diligence review of Debtors' US corporate records	4.00 Hrs
02/05/14	RMS	[B120-] Due diligence review of US corporate records	5.60 Hrs

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

02/05/14	EMS	[B120-] Due diligence review of US corporate records	4.50 Hrs	
02/07/14	RXZ	[B120-] Analyze materials (summaries and reports) forwarded by A. Gonce of FTI re: investigation of fraud	5.70 Hrs	
02/10/14	EMS	[B120-] Analyze engagement letters from McGladrey and Goldman	0.40 Hrs	
02/10/14	RXZ	[B120-] Analyze FTI work product	5.40 Hrs	
02/11/14	RXZ	[B120-] Emails and related analysis re: NERA constituency modeling and related record	0.60 Hrs	
02/11/14	RXZ	[B120-] Emails and related follow up with SEC and A. Hammer re: acquisition date of current equity holders	0.40 Hrs	
02/12/14	EMS	[B120-] Review analysis of shareholder/equity split	0.40 Hrs	
02/12/14	EMS	[B120-] Call regarding [redacted]	0.20 Hrs	
02/14/14	RMS	[B120-] Due Diligence review of Debtors' US corporate records	6.70 Hrs	
02/21/14	EMS	[B120-] Due diligence review of Debtors' US corporate book and records	3.50 Hrs	
02/21/14	RMS	[B120-] Due Diligence review of Debtors' US corporate records	4.80 Hrs	
02/21/14	RXZ	[B120-] Due diligence on US documents and files re: investigation of potential litigation	3.00 Hrs	
02/28/14	RXZ	[B120-] Call with R. Soloway re: due diligence review of Debtors' US corporate records on [redacted]	0.40 Hrs	
02/28/14	RXZ	[B120-] Call with R. Soloway re: litigation proposal for committee	0.50 Hrs	
02/28/14	RXZ	[B120-] Analyze due dilligence report and investigate related USA corporate files	3.60 Hrs	
		Totals	63.40 Hrs	$28,818.00
		Asset Analysis and Recovery Totals	63.40 Hrs	$28,818.00

Meetings of and Communications with Creditors

02/03/14	JF1	[B150-] Instructions from E. Sutty re: agenda item for February 5th committee call	0.10 Hrs	
02/04/14	JF1	[B150-] Draft meeting minutes from January 29th meeting and agenda for February 5th meeting (.3); meeting with E. Sutty re: same (.2); revised meeting minutes and agenda (.1); email to R. Zahralddin re: same (.1)	0.70 Hrs	
02/04/14	RXZ	[B150-] Update agenda for committee meeting (.3); update meeting minutes (.3)	0.60 Hrs	
02/04/14	EMS	[B150-] Revise 1/29 meeting minutes	0.40 Hrs	
02/04/14	EMS	[B150-] Draft agenda for 2/5 committee meeting	0.30 Hrs	
02/05/14	JF1	[B150-] Participate in and prepare notes re: Equity Security Holders Committee weekly teleconference	0.80 Hrs	
02/05/14	RXZ	[B150-] Prepare for committee call (.5); Conduct weekly committee call (.8)	1.30 Hrs	
02/05/14	EMS	[B150-] Respond to 1102 inquiring from E. Everett	0.20 Hrs	
02/05/14	EMS	[B150-] Committee call	0.80 Hrs	
02/06/14	JF1	[B150-] Inform attorney of plan meeting and review of NERA model	0.10 Hrs	
02/06/14	RXZ	[B150-] Emails from A. Hammer and M. Grech re: Liquidating Trustee	0.20 Hrs	

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

02/06/14	EMS	[B150-] Follow up to 1102 inquiry from E. Everett	0.30 Hrs
02/10/14	EMS	[B150-] Review minutes of 2/5 committee meeting	0.40 Hrs
02/10/14	EMS	[B150-] Revise agenda for 2/13 weekly committee call	0.20 Hrs
02/10/14	SIC	[B150-] Preparation of February 5, 2014 meeting minutes per E. Sutty comments (.1); circulate to E. Sutty for review (.1)	0.20 Hrs
02/10/14	SIC	[B150-] Preparation of Agenda for February 13, 2014 committee call (.2); circulate to attorneys for review and comment (.1)	0.30 Hrs
02/11/14	EMS	[B150-] Revise agenda for 2/13 committee meeting	0.20 Hrs
02/11/14	SIC	[B150-] Circulate signed Amended ByLaws to I. Densmore and J. Ford for record (.1); save to file for record (.1)	0.20 Hrs
02/11/14	SIC	[B150-] Conference with R. Zahralddin re: Meeting Minutes and Agenda	0.20 Hrs
02/11/14	RXZ	[B150-] Conference with S. Roberts re: Meeting Minutes and Agenda	0.20 Hrs
02/11/14	SIC	[B150-] Preparation of Meeting Minutes from February 5, 2014 Committee meeting (.4); circulate to professionals for approval (.1)	0.50 Hrs
02/11/14	SIC	[B150-] Preparation of Agenda for February 13, 2014 Committee meeting (.4); circulate to professionals for approval (.1)	0.50 Hrs
02/11/14	RXZ	[B150-] Update and finalize agenda (.2) and meeting minutes (.3)	0.50 Hrs
02/11/14	RXZ	[B150-] Email from S. Roberts to committee and related attachments re: 2/13 call	0.10 Hrs
02/11/14	RXZ	[B150-] Analyze and respond to 1102 inquiry by K. Gudhus	0.30 Hrs
02/12/14	SIC	[B150-] Conference with J. Ford re: meeting minutes and agenda	0.20 Hrs
02/13/14	EMS	[B150-] Committee call	0.60 Hrs
02/13/14	JF1	[B150-] Participate in Equity Security Holders weekly committee teleconference	0.60 Hrs
02/14/14	RXZ	[B150-] Update committee on mediation and related regularly scheduled items on committee call (including FTI settlement)	0.70 Hrs
02/18/14	EMS	[B150-] Email regarding 2/19 committee meeting	0.20 Hrs
02/18/14	RXZ	[B150-] Emails from co-counsel re: committee meeting (.2) and related communications to the client (.2)	0.40 Hrs
02/20/14	JF1	[B150-] Weekly Equity Security Holders Committee weekly teleconference	0.60 Hrs
02/24/14	RXZ	[B150-] Emails to and from R. Griffin (.5) and related follow up (.2)	0.70 Hrs
02/25/14	JF1	[B150-] Draft meeting minutes from February 13th, special meeting minutes from February 19th and agenda for February 26th (.4); meeting with E. Sutty re: same (.2); revise meeting minutes and agenda (.5); meeting with R. Zahralddin re: same and amended bylaws (.3); email to Professionals re: meeting minutes and agenda for review and comment (.1); conference with E. Sutty, R. Zahralddin and I. Densmore re: Elliott Greenleaf invoice (.3)	1.80 Hrs
02/25/14	JF1	[B150-] Instructions from R. Zahralddin re: AFSellco settlement vote (.1); research and email to R. Zahralddin re: AFSellco settlement vote, hearing date and objection deadline (.2)	0.30 Hrs
02/25/14	EMS	[B150-] Due diligence regarding Van Gothner	0.30 Hrs
02/25/14	EMS	[B150-] Revise minutes of 2/13 and 2/19 committee meetings	0.40 Hrs
02/25/14	EMS	[B150-] Revise agenda for 2/26 committee meeting	0.20 Hrs

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

02/25/14	RXZ	[B150-] Analyze and update Meeting Minutes of February 13, 2014 (.6); Meeting Minutes of Special Meeting on February 19, 2014 (.4); and Agenda for February 26, 2014 (.4)	1.40 Hrs	
02/25/14	RXZ	[B150-] Email from P. Finell (.1); related replies and follow up internal emails (.2); emails to and from S. Hickey re: settlement issues (.2)	0.50 Hrs	
02/26/14	RXZ	[B150-] Prepare for committee call (.5); participate in committee call (.8)	1.30 Hrs	
02/26/14	JF1	[B150-] Email to Committee and Professionals meeting minutes and agenda for weekly teleconference	0.10 Hrs	
02/26/14	EMS	[B150-] Prepare for committee call	0.30 Hrs	
02/26/14	EMS	[B150-] Committee Call	0.60 Hrs	
02/28/14	JF1	[B150-] Email to Equity Committee and Professionals re: change to weekly teleconference to bi-weekly (.1); inform attorneys of new dates of teleconference (.1)	0.20 Hrs	
	Totals		21.00 Hrs	$9,097.00
Meetings of and Communications with Creditors Totals			21.00 Hrs	$9,097.00

Employment & Retention Application Other

02/07/14	EMS	[B165-] Research retention issues	0.70 Hrs	
02/07/14	EMS	[B165-] Emails regarding Latham retention issues	0.40 Hrs	
02/07/14	EMS	[B165-] Analyze filing relations to Latham's retention	0.60 Hrs	
02/07/14	EMS	[B165-] Call with R. Brady regarding Latham's retention	0.20 Hrs	
02/10/14	EMS	[B165-] Call with N. Peterman regarding Latham's retention	0.30 Hrs	
02/10/14	EMS	[B165-] Call with R. Brady regarding Latham's retention	0.20 Hrs	
02/12/14	IDD	[B165-] Analyze order approving supplemental retention of Plante & Moran (.1); summarize and circulate to committee and professionals per R. Zahralddin (.2)	0.20 Hrs	
02/21/14	RXZ	[B165-] Emails regarding NERA application	0.30 Hrs	
02/24/14	EMS	[B165-] Analyze supplemental order retaining Latham and Watkins (.2); emails regarding same (.3)	0.50 Hrs	
02/24/14	EMS	[B165-] Calls with N. Petermond and A. Hammer regarding Latham retention order	0.30 Hrs	
02/24/14	EMS	[B165-] Analyze certification of counsel regarding Latham retention	0.20 Hrs	
02/24/14	RXZ	[B165-] Analyze supplemental order for Latham retention (.3) and related emails from UCC and Debtors (.2); instructions to E. Sutty (.1)	0.60 Hrs	
02/27/14	SAK	[B165-] Emails and instructions re: NERA retention (.3); follow up with R. Zahralddin (.3)	0.60 Hrs	
02/28/14	RXZ	[B165-] Analyze multiple drafts and related emails and comments for NERA retention	0.70 Hrs	
02/28/14	RXZ	[B165-] Finalize NERA retention application (.5) and analyze related exhibits (.4) instructions to J. Ford (.3) supervise filing and service (.8)	2.00 Hrs	
02/28/14	JF1	[B165-] File Retention Application to Employ National Economic Resources Associates, Inc. (.3); effectuate service (1.3)	1.60 Hrs	
	Totals		9.40 Hrs	$4,401.00

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

Employment & Retention Application Other Totals			9.40 Hrs	$4,401.00
EG Fee Applications				
02/04/14	IDD	[B170-] Draft EG's 2nd interim fee application per E. Sutty	3.20 Hrs	
02/04/14	SIC	[B170-] Conference with R. Zahralddin re: Interim Fee Application (.2); circulation of summary of deadlines and fee app to committee and professionals for review (.2)	0.40 Hrs	
02/05/14	IDD	[B170-] Revisions to 2nd Interim Fee Application per E. Sutty	0.40 Hrs	
02/05/14	IDD	[B170-] File EG's 2nd Interim Fee Application with the Court (.2); serve same on required parties (.2)	0.40 Hrs	
02/05/14	EMS	[B170-] Revise second interim fee application and service of same	0.80 Hrs	
02/11/14	SAK	[B170-] Review and revise Exhibit B for Elliott Greenleaf's January monthly fee application (.6); conferences with I. Densmore and R. Zahralddin re revisions to same (.2)	0.80 Hrs	
02/19/14	SAK	[B170-] Review and edit revised Exhibit B for Elliott Greenleaf's January Monthly Fee Application (.6); instructions to I. Densmore (.1)	0.70 Hrs	
02/24/14	RXZ	[B170-] Analyze fee application narrative and prepare same	0.70 Hrs	
02/25/14	EMS	[B170-] Edit EG's January invoice to identify redactions	0.80 Hrs	
02/25/14	RXZ	[B170-] Analyze fee application exhibits for EG January bill and update same	0.80 Hrs	
02/28/14	IDD	[B170-] Provide EG's fee applications to date, summary of all professional fee applications to R. Zahralddin	0.10 Hrs	
Totals			9.10 Hrs	$3,322.50
EG Fee Applications Totals			9.10 Hrs	$3,322.50
Fee Objections EGS				
02/04/14	IDD	[B171-] Analyze J. Regnate Objection to December, 2013 fee applications (.2); draft summary of same (.2); email Objection and summary to Committee and professionals per R. Zahralddin (.1)	0.50 Hrs	
02/04/14	IDD	[B171-] Advise E. Sutty and R. Zahralddin of J. Regnate Objection to December, 2013 fee applications and need for revisions to draft 2nd Interim Fee Application	0.10 Hrs	
02/04/14	EMS	[B171-] Email from I. Densmore re: J. Regnate Objection to December, 2013 fee applications and need for revisions to draft 2nd Interim Fee Application and email instructions from R. Zahralddin re: same	0.10 Hrs	
02/04/14	RXZ	[B171-] Email from I. Densmore re: J. Regnate Objection to December, 2013 fee applications and need for revisions to draft 2nd Interim Fee Application and instructions to E. Sutty re: same	0.10 Hrs	
02/20/14	SAK	[B171-] Email exchanges with paralegals re status of Objections to professionals' fee applications	0.20 Hrs	
02/21/14	SAK	[B171-] Review Certification of Counsel re Elliott Greenleaf's 4th Monthly Fee Application	0.10 Hrs	
02/21/14	SIC	[B171-] Preparation of COC re: EG 4th Monthly Fee App (.5); filing of same (.1)	0.60 Hrs	
Totals			1.70 Hrs	$511.00

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

Fee Objections EGS Totals	1.70 Hrs	$511.00

Fee Applications and Invoices - Other

02/04/14	SAK	[B175-] Email exchanges with R. Zahralddin and S. Roberts re professionals' fee application preparations	0.20 Hrs
02/04/14	RXZ	[B175-] Supervise S. Roberts re: communications regarding quarterly fee applications (.3); update and respond to email from S. Roberts to committee and committee professionals re fee applications (.3)	0.60 Hrs
02/05/14	IDD	[B175-] Draft Notice and Certificate of Service for Gavin/Solmonese 2nd Interim Fee Application	0.20 Hrs
02/05/14	IDD	[B175-] Draft Certificate of Service for SugarFGH 2nd Interim Fee Application	0.10 Hrs
02/05/14	IDD	[B175-] File SugarFGH's 2nd Interim Fee Application with the Court (.2); serve same on required parties and 2002 list (.2)	0.40 Hrs
02/05/14	IDD	[B175-] File Gavin/Solmonese 2nd Interim Fee Application with the Court (.2); serve same on required parties and 2002 list (.2)	0.40 Hrs
02/05/14	IDD	[B175-] Update critical dates memorandum to include objection deadlines and hearing dates for newly filed fee applications	0.20 Hrs
02/05/14	JF1	[B175-] Effectuate service for fee applications of Sugar Felsenthal, Gavin Solomese and Elliott Greenleaf	0.20 Hrs
02/05/14	SIC	[B175-] Assist in service of interim fee applications	0.20 Hrs
02/06/14	IDD	[B175-] Update spreadsheet summarizing professionals' fee applications (.1); email same to committee (.1)	0.20 Hrs
02/14/14	EMS	[B175-] Review re-notices of interim fee application for equity committee professionals and oversee filing and service of same	0.40 Hrs
02/14/14	SIC	[B175-] Prepare re-notice re: EG, Gavin and Sugar Interim Fee Apps re: new hearing date (.4); filing of same (.2)	0.60 Hrs
02/20/14	EMS	[B175-] Review SFG&H monthly fee application and provide comments	0.40 Hrs
02/21/14	EMS	[B175-] Review and revise certifications of counsel for equity committee professional's December fee applications	0.60 Hrs
02/21/14	RXZ	[B175-] Emails from A. Hammer re: language for fee applications regarding tasks requested by Debtors and continuing obligation to manage legal work and avoid duplication of efforts (.3) analyze draft language and revise (.3)	0.60 Hrs
02/21/14	SIC	[B175-] Correspondence with Gavin Solmonoese re: fee application deadline	0.10 Hrs
02/25/14	IDD	[B175-] Draft Certificate of Service for SugarFGH's 5th Monthly Fee Application	0.20 Hrs
02/25/14	IDD	[B175-] File SugarFGH's 5th Monthly Fee Application	0.30 Hrs
02/25/14	EMS	[B175-] Analyze Sugar's January fee application and oversee filing and service of same	0.70 Hrs
02/25/14	EMS	[B175-] Analyze Gavin/Solmonese's January fee application and oversee filing and service of same	0.60 Hrs
02/25/14	IDD	[B175-] Draft Notice and Certificate of Service for GavinSolmonese's 5th Monthly Fee Application	0.30 Hrs
02/25/14	IDD	[B175-] File Gavin/Solmonese's 5th Monthly Fee Application	0.30 Hrs

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

02/25/14	IDD	[B175-] Prepare service of SugarFGH's 5th Monthly Fee Application on required parties	0.70 Hrs	
02/25/14	IDD	[B175-] Serve Gavin/Solmonese's 5th Monthly Fee Application on required parties	0.70 Hrs	
02/28/14	RXZ	[B175-] Emails regarding fee application interim order (.2); analyze memo and related file and respond to Debtors' paralegal with confirmation of edits to order (.2)	0.40 Hrs	
	Totals		9.60 Hrs	$3,428.50
	Fee Applications and Invoices - Other Totals		9.60 Hrs	$3,428.50

Fee Objections - Others

02/03/14	IDD	[B176-] Analyze 4th, 5th and 6th monthly fee applications of Latham & Watkins (.3); draft summary of same and email with fee applications to committee and professionals (.1)	0.40 Hrs	
02/06/14	IDD	[B176-] Analyze Lowenstein Sandler 6th monthly fee application (.1); draft summary of same and email to Committee (.1)	0.20 Hrs	
02/06/14	IDD	[B176-] Analyze Greenberg Traurig 6th monthly fee application (.1); draft summary of same and email to Committee (.1)	0.20 Hrs	
02/06/14	IDD	[B176-] Analyze CohnReznick 6th monthly fee application (.1); draft summary of same and email to Committee (.1)	0.20 Hrs	
02/06/14	IDD	[B176-] Analyze Young Conaway 6th monthly fee application (.1); draft summary of same and email to Committee (.1)	0.20 Hrs	
02/06/14	EMS	[B176-] Analyze creditors' committees professionals December fee applications	0.60 Hrs	
02/10/14	IDD	[B176-] Analyze BDA Advisors 3rd Fee Application re: sale of assets excluded from AgFeed USA sale (.1); draft summary of same and email to committee (.1)	0.20 Hrs	
02/11/14	SAK	[B176-] Analyze emails regarding fee objections and related rescheduling of Regnante objections	0.30 Hrs	
02/11/14	RXZ	[B176-] Analyze J. Regnante's Objection to Latham fee application and forward instructions to I. Densmore	0.10 Hrs	
02/12/14	IDD	[B176-] Analyze monthly fee application of BMC Group for December 2013 (.1); summarize and circulate to committee and professionals per R. Zahralddin (.1)	0.20 Hrs	
02/12/14	IDD	[B176-] Analyze J. Regnate objection to December 2013 fee application of Latham & Watkins (.1); summarize and circulate to committee and professionals per R. Zahralddin (.1)	0.20 Hrs	
02/14/14	SIC	[B176-] Review Debtors' Professionals' Interim Fee Application (.1); summarize (.2); circulate to committee and professionals for review (.1)	0.40 Hrs	
02/20/14	EMS	[B176-] Analyze memorandum regarding creditor committee's second interim fee applications	0.40 Hrs	
02/21/14	RXZ	[B176-] Analyze emails from D.Bowman (.1); related unredacted invoices from LW for Oct. (.3) Nov. (.4) and Dec. (.2)	1.00 Hrs	
02/21/14	RXZ	[B176-] Emails to and from I. Densmore re: Fee Objections and CNOs (.3) instructions to E. Sutty re: COC (.2)	0.50 Hrs	
02/21/14	SIC	[B176-] Preparation of COC re: Gavin 4th Monthly Fee App (.4); filing of same (.1)	0.50 Hrs	

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

02/21/14	SIC	[B176-] Preparation of COC re: Sugar 4th Monthly Fee App (.4); filing of same (.1)	0.50 Hrs	
02/26/14	SAK	[B176-] Finalize Certificate of No Objection re Committee Member expense reimbursement application	0.20 Hrs	
02/26/14	SIC	[B176-] Preparation of CNO re: Committee Member Expense Reimbursement (.3); filing of same (.1)	0.40 Hrs	
	Totals		6.70 Hrs	$2,461.00
Fee Objections - Others Totals			6.70 Hrs	$2,461.00

Assumption/Rejections of Leases and Contracts

02/14/14	EMS	[B185-] Analyze third motion to reject executory contacts and unexpired leases	0.40 Hrs	
	Totals		0.40 Hrs	$180.00
Assumption/Rejections of Leases and Contracts Totals			0.40 Hrs	$180.00

Business Operations

02/03/14	IDD	[B210-] Analyze monthly operating report for December 2013 (.1); draft summary of same and email report and summary to committee and professionals per R. Zahralddin (.1)	0.20 Hrs	
02/03/14	EMS	[B210-] Analyze monthly operating report for December 2013	0.40 Hrs	
02/11/14	RXZ	[B210-] Analyze notice of entry of Order (Supplemental) Authorizing the Debtors to Retain and Employ Plante & Moran, PLLC as Tax Services Provider Nunc Pro Tunc to September 10, 2013 and forward instructions to I. Densmore	0.10 Hrs	
02/14/14	EMS	[B210-] Analyze amended schedules	0.20 Hrs	
02/19/14	EMS	[B210-] Further review of amended schedules	0.20 Hrs	
	Totals		1.10 Hrs	$466.00
Business Operations Totals			1.10 Hrs	$466.00

Claims Administration and Objections

02/03/14	SAK	[B310-] Telephone conference with professionals re claims	0.60 Hrs	
02/03/14	RXZ	[B310-] Emails and calls re: claims update (.3); analyze claims reconciliation forwarded by J. Van Etten (.5)	0.80 Hrs	
02/03/14	RXZ	[B310-] Claims call with W. Weitz, J. Van Etten and S. Kinsella	0.50 Hrs	
02/03/14	JF1	[B310-] Email to R. Zahralddin, S. Kinsella, W. Weitz and J. VanEtten re: claims teleconference and dial-in information	0.10 Hrs	
02/10/14	EMS	[B310-] Analyze Debtor's objection to the claim of WeiWei Gao	0.40 Hrs	
02/10/14	EMS	[B310-] Analyze Debtor's objection to the claim of Zhi Yang	0.40 Hrs	
02/10/14	EMS	[B310-] Analyze debtor's sixth omnibus objection to claims	0.50 Hrs	
02/10/14	EMS	[B310-] Analyze AF Sellco settlement agreement	0.40 Hrs	
02/10/14	EMS	[B310-] Call with R. Zahralddin and J. Prol regarding claims	0.20 Hrs	

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

02/10/14	EMS	[B310-] Call with R. Zahralddin and R. Brady regarding claims	0.20 Hrs
02/10/14	EMS	[B310-] Call with J. VanEtten regarding claims	0.20 Hrs
02/10/14	IDD	[B310-] Analyze Debtors' 6th omnibus objection to claims (.2); draft summary of same (.1) and email to committee and professionals (.1)	0.40 Hrs
02/10/14	RXZ	[B310-] Call with E. Sutty and J. Prol re: claims	0.20 Hrs
02/10/14	RXZ	[B310-] Call with E. Sutty and R. Brady re: claims	0.20 Hrs
02/10/14	IDD	[B310-] Analyze Debtors' Objection to POC of Zhi Yang (.2); draft summary of same (.1) and email to committee and professionals (.1)	0.40 Hrs
02/10/14	IDD	[B310-] Analyze Debtors' Objection to POC of Weiwei Gao (.2); draft summary of same (.1) and email to committee and professionals (.1)	0.40 Hrs
02/10/14	RXZ	[B310-] Prepare summary and recommendation to settle FTI claim (.6) and related follow up with opposing counsel (.7)	1.30 Hrs
02/11/14	EMS	[B310-] Analyze proposal for settling FTI's claim	0.30 Hrs
02/11/14	EMS	[B310-] Analyze Regnante's claim	0.40 Hrs
02/11/14	IDD	[B310-] Retrieve proofs of claim filed by J. Regnate per E. Sutty	0.20 Hrs
02/11/14	RXZ	[B310-] Aanlyze notice of Objection to Claim by Claimant(s) Zhi Zang and forward with instrucitons to I. Densmore	0.10 Hrs
02/11/14	RXZ	[B310-] Analyze updates to claim objections status and investigation forwarded by J. Van Etten	0.70 Hrs
02/12/14	EMS	[B310-] Analyze claim summary from Gavin Solmonese	0.40 Hrs
02/12/14	EMS	[B310-] Analyze memorandum on indemnity claims	0.70 Hrs
02/12/14	RXZ	[B310-] Emails and related follow up and analysis re: claims update for Unsecured Creditors Committee in furtherance of continuing negotiations (.8); emails and calls with J. Van Etten re: summary and prepare emails for UCC (.4)	1.20 Hrs
02/13/14	SAK	[B310-] Review correspondence from financial advisor re claims	0.20 Hrs
02/13/14	RXZ	[B310-] Multiple meetings and emails re: claims update for Unsecured Creditors Committee	0.80 Hrs
02/14/14	RXZ	[B310-] Claims reconciliation and updated discussions with Debtors, Marcum, and Foley	1.10 Hrs
02/21/14	EMS	[B310-] Analyze response of T. Yang to claim objection	0.60 Hrs
02/21/14	SAK	[B310-] Analyze Response of Zhi Yang to Debtor's Objection to the Claim of Zhi Yang (.4) and instructions to S. Roberts re same (.1)	0.50 Hrs
02/21/14	SIC	[B310-] Review Yang's Response to Objection to Claims (.1); circulate S. Kinsella summary to Committee and Professionals (.1)	0.20 Hrs
02/21/14	RXZ	[B310-] Analyze Response of Zhi Yang to Debtor's Objection to the Claim of Zhi Yang, Claim Number 63 (.4) instructions to E. Sutty re: same (.2)	0.60 Hrs
02/24/14	RXZ	[B310-] Emails to and from UCC counsel re: claims resolution (.2); related follow up with G/S (.2)	0.40 Hrs
02/24/14	RXZ	[B310-] Emails to and from K. Gudhus of Puma Capital and related follow up	0.20 Hrs
02/24/14	RXZ	[B310-] Emails to and from S Kinsella, S. Roberts (.3) and analyze record created by G/S re: claims reconciliation (1.2); follow up with negotiations with claimants (.7)	2.20 Hrs

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

02/24/14	RXZ	[B310-] Instructions and related comments to S. Kinsella re: updates to committee regarding claims objections	0.40 Hrs	
02/25/14	RXZ	[B310-] Analyze draft recommendation by S. Kinsella re: Sellco (.3) and prepare communication to committee (.5)	0.80 Hrs	
02/25/14	SAK	[B310-] Analyze Sellco stipulation (.6); analyze motion (.3) and related order (.2); provide comments and call with R. Zahralddin re: same (.5)	1.60 Hrs	
	Totals		20.80 Hrs	$10,817.50
Claims Administration and Objections Totals			20.80 Hrs	$10,817.50

Plan and Disclosure Statement

02/03/14	IDD	[B320-] Analyze order further extending plan exclusivity period, draft summary of same and email to committee and professionals	0.10 Hrs	
02/03/14	RXZ	[B320-] Call with J. Prol re: claims issues and allowed claims schedule for plan	0.60 Hrs	
02/03/14	EMS	[B320-] Review order extending exclusivity	0.10 Hrs	
02/06/14	SIC	[B320-] Prepare S. Kinsella research file re: distribution issues	0.60 Hrs	
02/06/14	EMS	[B320-] Follow-up with M. Melickian regarding plan meeting	0.20 Hrs	
02/07/14	SIC	[B320-] Continue preparing S. Kinsella research file re: distribution issues	1.20 Hrs	
02/27/14	RXZ	[B320-] Update call from A. Hammer re: plan	0.30 Hrs	
	Totals		3.10 Hrs	$1,111.50
Plan and Disclosure Statement Totals			3.10 Hrs	$1,111.50

Court Hearings

02/03/14	IDD	[B430-] Update critical dates memo to reflect new hearing dates and deadlines for fee application objections and plan exclusivity extension	0.10 Hrs
02/07/14	EMS	[B430-] Review agenda for 2/11 hearing	0.20 Hrs
02/07/14	IDD	[B430-] Analyze agenda for hearing on 2-11-2014 (.1); draft summary of same and email to Committee and professionals (.2)	0.30 Hrs
02/10/14	IDD	[B430-] Prepare binder for hearing on 2-11-2014	0.80 Hrs
02/10/14	IDD	[B430-] Analyze docket for recent activity, upcoming hearings and deadlines (.2); summarize activity and circulate to attorneys (.1)	0.30 Hrs
02/10/14	RXZ	[B430-] Email from I. Densmore with docket activity report	0.10 Hrs
02/11/14	EMS	[B430-] Prepare for and attend hearing	1.20 Hrs
02/11/14	IDD	[B430-] Meeting with E. Sutty re: results of today's hearing	0.20 Hrs
02/11/14	IDD	[B430-] Analyze notice rescheduling 3-4-2014 hearing to 3-5-2014 and advise committee and professionals of same	0.10 Hrs
02/11/14	EMS	[B430-] Meeting with I. Densmore re: results of today's hearing	0.20 Hrs
02/11/14	RXZ	[B430-] Analyze Notice of Adjourned/Rescheduled Hearing for 3/5/2014 at 11:30 AM hearing and forward to I. Densmore for summary and distribution	0.20 Hrs
02/18/14	EMS	[B430-] Direct posting of hearing transcript to website	0.20 Hrs

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

02/18/14	EMS	[B430-] Review and email transcript of 2/11 hearing to committee members	0.40 Hrs	
02/18/14	RXZ	[B430-] Analyze hearing transcript and related instructions to E. Sutty and paralegals	0.10 Hrs	
02/26/14	IDD	[B430-] Email request from E. Sutty, advise him of upcoming omnibus hearing dates	0.10 Hrs	
02/27/14	IDD	[B430-] Analyze docket for recent activity (.2); update critical dates memorandum with new deadlines and hearing dates (.2); circulate docket activity report to attorneys (.1)	0.50 Hrs	
02/27/14	RXZ	[B430-] Email from I. Densmore with docket activity report	0.10 Hrs	
02/28/14	SIC	[B430-] Conference with R. Zahralddin re: Hearing deadlines memorandum (.3); review and revise same (.3); circulate to professionals for review (.1)	0.70 Hrs	
02/28/14	SIC	[B430-] Correspondence with M. Melickian re: hearing deadline memo (.2); update memo re: M. Melickian comments (.3)	0.50 Hrs	
	Totals		6.30 Hrs	$2,105.00
Court Hearings Totals			6.30 Hrs	$2,105.00

Insurance Matters

02/01/14	EMS	[B460-] Emails with co-counsel regarding insurance mediation statement	0.40 Hrs	
02/02/14	ALK	[B460-] Analysis regarding insurance clauses regarding [redacted]	1.40 Hrs	
02/02/14	ALK	[B460-] Research re: jurisdiction	1.40 Hrs	
02/02/14	EMS	[B460-] Review insurance memo and emails with co-counsel regarding same	0.40 Hrs	
02/03/14	ALK	[B460-] Continue research regarding jurisdiction	2.30 Hrs	
02/03/14	ALK	[B460-] Draft short summary and analysis of research findings for H. Siedzikowski and M. Schwemler	0.70 Hrs	
02/03/14	ALK	[B460-] Update analysis regarding [redacted]	0.80 Hrs	
02/03/14	MJS	[B460-] Update revised draft of [redacted] (.9); confer with A. Kumer re: additional revisions to the [redacted] (.5)	1.40 Hrs	
02/03/14	MJS	[B460-] Confer with A. Kumer re: updates on results of research including into bankruptcy court nullification of [redacted] (.4); call with R. Zahralddin re: progress of the [redacted] and strategy (.4)	0.80 Hrs	
02/03/14	SAK	[B460-] Email exchanges re preparation of mediation statement	0.20 Hrs	
02/03/14	HFS	[B460-] Revise and supplement analysis and coordinate with A. Kumer and M. Schwemler on needed changes and strategy	1.30 Hrs	
02/03/14	RXZ	[B460-] Case strategy meeting regarding insurance issues [redacted] with E. Sutty (.5); call to M. Schwemler re: same (.4); follow up with E. Sutty (.3)	1.20 Hrs	
02/03/14	EMS	[B460-] Research insurance issues	1.90 Hrs	
02/03/14	EMS	[B460-] Edits to chart of key provisions of insurance policies	2.80 Hrs	

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

02/03/14	EMS	[B460-] Call with R. Zahralddin and M. Schwemler	0.20 Hrs
02/03/14	EMS	[B460-] Email to M. Schwemler regarding facts [redacted]	0.40 Hrs
02/04/14	ALK	[B460-] Continue research regarding [redacted] (1.8); perform research regarding insurer litigation in US courts (1.6)	3.40 Hrs
02/04/14	ALK	[B460-] Revise [redacted] to incorporate factual allegations per E. Sutty and added facts based on research (1.2); revise further per M. Schwemler (.7)	1.90 Hrs
02/04/14	MJS	[B460-] Confer with A. Kumer re: further revisions to [redacted] (.4); review latest [redacted] (.8); revisions to various aspects of the [redacted] (1.4)	3.60 Hrs
02/04/14	RXZ	[B460-] Follow-up emails to M. Melickian re: materials for mediation to Judge Cahill and related follow-up	0.30 Hrs
02/04/14	RXZ	[B460-] Prepare for call (.7); mediation statement call with Equity Committee professionals (1.1)	1.80 Hrs
02/04/14	RXZ	[B460-] Analyze mediation statement draft and comments and updates re: same	0.90 Hrs
02/04/14	EMS	[B460-] Analyze draft mediation statement	0.50 Hrs
02/04/14	EMS	[B460-] Professionals call regarding mediation	1.00 Hrs
02/04/14	EMS	[B460-] Analyze confidential side statement to mediation	0.20 Hrs
02/04/14	RXZ	[B460-] Call with Mediator	1.00 Hrs
02/05/14	RXZ	[B460-] Conference with Debtors re: mediation strategy	0.80 Hrs
02/05/14	HFS	[B460-] Analysis of potential remedies regarding [redacted]	1.20 Hrs
02/06/14	ALK	[B460-] Analyze research regarding forum selection clauses	1.20 Hrs
02/06/14	ALK	[B460-] Revisions to [redacted] per M. Schwemler	0.50 Hrs
02/06/14	ALK	[B460-] Analyze primary and excess policies to address question regarding policy terms from M. Schwemler	0.30 Hrs
02/06/14	MJS	[B460-] Correspond with R. Zahralddin re: timing of mediation and scheduling of preparation for mediation (.2); analyze case law compiled by A. Kumer re: forum selection (2.4); further revisions to [redacted] re: forum selection (1.1); evaluate strategy with regard to joining excess carriers to the [redacted] (.9)	4.60 Hrs
02/06/14	EMS	[B460-] Follow-up with M. Schwemler regarding mediation	0.30 Hrs
02/06/14	EMS	[B460-] Analyze final draft of equity committee's mediation statement and related materials	0.90 Hrs
02/06/14	EMS	[B460-] Analyze affiliated individuals mediation statement	0.60 Hrs
02/06/14	EMS	[B460-] Research insurance issues	1.80 Hrs
02/07/14	ALK	[B460-] Further revisions to analysis and potential remedies	0.30 Hrs
02/07/14	EMS	[B460-] Finalize memo regarding jurisdictional issues in insurance policies	2.80 Hrs
02/07/14	MJS	[B460-] Further revisions to the analysis and potential remedies (2.5); correspondence to R. Zahralddin re: initial draft of [redacted] and outlining strategy/issues (.2)	2.70 Hrs

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

02/07/14	SAK	[B460-] Analyze mediation statement and instructions from R. Zahralddin re same	0.30 Hrs
02/07/14	HFS	[B460-] Update analysis regarding [redacted]	0.80 Hrs
02/07/14	RXZ	[B460-] Analyze mediation statement of D&Os (.8); analyze related record and caselaw (.4); related follow up with Equity Committee professionals (.5)	1.70 Hrs
02/10/14	SAK	[B460-] Review additional research re memorandum preparation for upcoming mediation	1.60 Hrs
02/11/14	ALK	[B460-] Prepare materials for M. Schwemler to use in mediation preparation session	0.50 Hrs
02/12/14	EMS	[B460-] Analyze Debtors' mediation statement	0.10 Hrs
02/12/14	EMS	[B460-] Mediation preparation with Equity committee professionals	3.80 Hrs
02/12/14	JF1	[B460-] Instructions from R. Zahralddin re: preparation of mediation and mediation statements (.1); conference with S. Roberts re: same (.3); preparation of mediation statements (.9)	1.30 Hrs
02/12/14	JF1	[B460-] Preparation for mediation	2.10 Hrs
02/12/14	MJS	[B460-] Meeting with R. Zahralddin and co-counsel re: strategy in approach to mediation (5.7); review correspondence to and from Debtors CRO re: attendance at mediation session (1.1); call with R. Zahralddin re: attendance of key parties at the mediation (.5)	7.30 Hrs
02/12/14	SIC	[B460-] Instructions from R. Zahralddin re: Mediation Statements (.1); preparation of file for Mediation (.8); conference with J. Ford re: same (.3)	1.20 Hrs
02/12/14	SAK	[B460-] Analyze multiple documents re mediation issues pursuant to instructions from R. Zahralddin	2.10 Hrs
02/12/14	SAK	[B460-] Communications with R. Zahralddin re indemnification memo revision	0.20 Hrs
02/12/14	RXZ	[B460-] Analyze and update indemnification and advancement research and related memo for the committee prepared by S. Kinsella	2.10 Hrs
02/12/14	RXZ	[B460-] Mediation preparation [redacted]	7.00 Hrs
02/12/14	SIC	[B460-] Prepare insurance memo in preparation for mediation	0.20 Hrs
02/12/14	RXZ	[B460-] Instructions to M. Modery re: citation checking of indemnification memo and recommendation	0.40 Hrs
02/13/14	MJS	[B460-] Review coverage-related information, memoranda, and policy terms to prepare for mediation (0.5); attend mediation with other attorneys representing the equity committee, debtors counsel, SEC counsel, representatives of various insurance carriers, and others re: attempts to settle various claims asserted against AgFeed and AgFeed directors and officers (9.7)	10.20 Hrs
02/13/14	MLM	[B460-] Read, review and cite check memo re indemnity advancement (2.1); update legal citations (1.2)	3.30 Hrs
02/13/14	SAK	[B460-] Conference with R. Zahralddin re preparations for mediation	0.40 Hrs
02/13/14	SAK	[B460-] Multiple email exchanges with J. Ford re preparations for upcoming mediation	0.40 Hrs
02/13/14	RXZ	[B460-] Attend mediation re: insurance issues	9.70 Hrs

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

02/14/14	MJS	[B460-] Review correspondence from R. Zahralddin with draft report to committee (.2); correspondence to R. Zahralddin with comments on contents of draft (.1); review final version of report to the committee on status of settlement negotiations (.2)	0.50 Hrs	
02/14/14	MLM	[B460-] Complete review and edits of Indemnity Advancement memo	0.30 Hrs	
02/14/14	SAK	[B460-] Conference with R. Zahralddin re mediation (.2); review summary re same (.1)	0.30 Hrs	
02/14/14	HFS	[B460-] Coordinate with M. Schwemler re: mediation	0.30 Hrs	
02/14/14	RXZ	[B460-] Final updates and finalize indemnity and advancement memo for committee and committee professionals	1.00 Hrs	
02/18/14	RXZ	[B460-] Research (.8) and emails (.3) to committee professionals re: [REDACT conflicts of interest re: D&Os and possible litigants against D&Os END]	1.10 Hrs	
02/19/14	EMS	[B460-] Attention to emails regarding status of mediation and McGladrey claim	0.40 Hrs	
02/21/14	RXZ	[B460-] Mediation update call with Debtors and Committee Professionals	0.90 Hrs	
	Totals		111.70 Hrs	$51,250.50
Insurance Matters Totals			111.70 Hrs	$51,250.50

Litigation

02/02/14	JF1	[B600-] Instructions from R. Zahralddin re: FTI teleconference (.1); email to R. Zahralddin, E. Sutty R. Soloway and A. Gonce re: FTI teleconference (.1)	0.20 Hrs	
02/03/14	SAK	[B600-] Review research materials re litigation issue	1.30 Hrs	
02/04/14	SIC	[B600-] Preparation of FTI Work Product file	0.50 Hrs	
02/05/14	SAK	[B600-] Revisions to litigation memo per R. Zahralddin's comments	3.30 Hrs	
02/08/14	EMS	[B600-] Review and analyze NERA deliverable for mediation	0.80 Hrs	
02/09/14	EMS	[B600-] Email updates from calls with Debtors and Faten	0.30 Hrs	
02/09/14	EMS	[B600-] Review analysis and critique of Plaintiff's pari passu model	0.40 Hrs	
02/10/14	EMS	[B600-] Analyze NERA settlement exhibits	0.60 Hrs	
02/10/14	EMS	[B600-] Call with R. Zahralddin and M. Melickian regarding NERA models	0.50 Hrs	
02/10/14	SAK	[B600-] Preparation of litigation memo	2.20 Hrs	
02/10/14	RXZ	[B600-] Call with E. Sutty and M. Melickian re: NERA models	0.50 Hrs	
02/10/14	RXZ	[B600-] Emails and related conferences with E. Sutty re: Latham retention issues related to individual plaintiffs	0.80 Hrs	
02/11/14	EMS	[B600-] Analyze emails regarding SEC information requests	0.30 Hrs	
02/11/14	SAK	[B600-] Final review and revisions to litigation and potential targets memo including but not limited to D&O analysis	2.40 Hrs	
02/11/14	RXZ	[B600-] Emails from Jams, K. Maib and other mediation participants re: scheduling	0.20 Hrs	
02/12/14	EMS	[B600-] Analyze motion to dismiss filed in class action	0.80 Hrs	
02/12/14	SAK	[B600-] Submit litigation revised memo to R. Zahralddin; email exchanges re same	0.40 Hrs	

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

02/14/14	RXZ	[B600-] Emails and related analysis re: Hormel Litigation issues	0.50 Hrs	
02/21/14	RXZ	[B600-] E-mails to and from NERA re: update on analysis (.2); analyze work product (.6)	0.80 Hrs	
02/24/14	EMS	[B600-] Analyze motion to approve settlement with AF Sellco	0.40 Hrs	
02/26/14	SAK	[B600-] Analyze preliminary Faten report on shareholders	0.80 Hrs	
	Totals		18.00 Hrs	$8,390.50
	Litigation Totals		18.00 Hrs	$8,390.50

TOTAL LEGAL SERVICES $126,450.00

LEGAL SERVICES SUMMARY

Modery, Michelle L.	3.60	Hrs	220 /hr	$792.00
Densmore, Ian D.	14.80	Hrs	225 /hr	$3,330.00
Ford, Jennifer L.	10.80	Hrs	225 /hr	$2,430.00
Roberts, Sandra I	10.90	Hrs	225 /hr	$2,452.50
Kumer, Aimee L.	14.70	Hrs	240 /hr	$3,528.00
Soloway, Russell M.	23.20	Hrs	325 /hr	$7,540.00
Stemerman, Jonathan M.	4.00	Hrs	375 /hr	$1,500.00
Kinsella, Shelley A.	21.90	Hrs	450 /hr	$9,855.00
Sutty, Eric M	59.80	Hrs	450 /hr	$26,910.00
SIEDZIKOWSKI, HENRY F.	3.60	Hrs	480 /hr	$1,728.00
SCHWEMLER, MARK J.	31.10	Hrs	485 /hr	$15,083.50
Zahralddin-Aravena, Rafael X.	84.10	Hrs	610 /hr	$51,301.00
	282.50	Hrs		$126,450.00

Reimbursement for out of pocket expenses

COMPUTERIZED LEGAL RESEARCH

02/21/14	[] LEXISNEXIS (BB/WB/SC/DE)---INV #1401990533 DTD 01/31/14: LEGAL RESEARCH FOR THE PERIOD: JAN 01, 2014 - JAN 31, 2014	204.00	
02/21/14	[] LEXISNEXIS (BB/WB/SC/DE)---INV #1401990533 DTD 01/31/14: LEGAL RESEARCH FOR THE PERIOD: JAN 01, 2014 - JAN 31, 2014	71.48	
			$275.48

COPYING

01/31/14	[] Copying	23.75	
			$23.75

DOCKETS

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

01/28/14	[] PACER SERVICE CENTER (DE)---INV # 10/01/13-12/31/13 DTD 01/08/14: DOCKET RETRIEVAL FOR THE PERIOD: 10/01/13-12/31/13	12.30	
			$12.30
EXPRESS MAIL			
01/13/14	[] FEDERAL EXPRESS CORPORATION (DE)--- INV # 2-520-12123 DTD 01/07/13 OVERNIGHT PACKAGE DELIVERY TO MARK MELIKIAN CHICAGO, IL ON 12/11/13 SIR	74.67	
			$74.67
LODGING			
02/21/14	[] MJS---INV #02/13/14 MJS DTD 02/14/14 EXPENSE VOUCHER MEETING/MEDIATION	319.10	
			$319.10
MEALS			
02/24/14	[] RXZ---INV #02/12/14 RXZ DTD 02/20/14 EXPENSE VOUCHER WORKING LUNCH WHILE PREPARING FOR 02/13/14 MEDIATION R. ZAHRALDDIN, E. SUTTY, A. HAMMER, M. MELICKIAN, W. WEITZ, J. VANETTEN	131.20	
			$131.20
MILEAGE			
02/21/14	[] MJS---INV #02/12/14 MJS DTD 02/12/14 EXPENSE VOUCHER MEETING	42.94	
02/21/14	[] MJS---INV #02/13/14 MJS DTD 02/14/14 EXPENSE VOUCHER MEETING/MEDIATION	42.94	
			$85.88
OUTSIDE PROFESSIONAL SVCES			
01/28/14	[] RELIABLE WILMINGTON---INV #WL045545 DTD 12/24/13 PROFESSIONAL SERVICE PERIOD: 12/24/13	63.90	
02/28/14	[] RUST CONSULTING/OMNI BANKRUPTCY---INV # DTD CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH OF JAN 31, 2014	64.83	
02/28/14	[] Reverse: RUST CONSULTING/OMNI BANKRUPTCY---INV # DTD CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH OF JAN 31, 2014	-64.83	
02/28/14	[] RUST CONSULTING/OMNI BANKRUPTCY---INV # DTD CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH ENDING IN JAN 31, 2014	64.83	

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

02/28/14	[] RUST CONSULTING/OMNI BANKRUPTCY---INV #1375 DTD 01/17/14 CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH ENDING DEC 31, 2013	127.50	
02/28/14	[] Reverse: RUST CONSULTING/OMNI BANKRUPTCY---INV # DTD CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH ENDING IN JAN 31, 2014	-64.83	
02/28/14	[] RUST CONSULTING/OMNI BANKRUPTCY---INV # DTD CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH ENDING JAN 31, 2014	64.83	
02/28/14	[] RUST CONSULTING/OMNI BANKRUPTCY---INV #1370 DTD 12/11/13 CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH ENDING NOV 30, 2013	395.00	
02/28/14	[] RUST CONSULTING/OMNI BANKRUPTCY---INV #1252 DTD 11/11/13 CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH ENDING OCT 31, 2013	80.28	
02/28/14	[] RUST CONSULTING/OMNI BANKRUPTCY---INV #1182 DTD 10/08/13 CHARGES FOR MAINTENANCE OF WEBSITE TO PROVIDE INFORMATION TO EQUITY SECURITY HOLDERS FOR THE MONTH ENDING SEPT 30, 2013	152.25	
			$883.76
PARKING			
03/13/14	[] RMS---INV #01/29/14 RMS DTD 03/10/14 EXPENSE VOUCHER WORK ON REVIEWING DISCOVERY IN DE	20.00	
			$20.00
POSTAGE			
02/05/14	[] Postage	112.29	
02/25/14	[] Postage	80.07	
			$192.36
TELEPHONE			
02/04/14	[] THE CONFERENCE GROUP, LLC---INV#157-JAN 2014 DTD 01/01/14 DE CONFERENCE CALL FEES FOR THE 12/01/13-12/31/13	171.98	
			$171.98
	Total Reimbursement for out of pocket expenses		$2,190.48
	TOTAL THIS BILL		$128,640.48

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

121070	03/11/14	199,079.01
		$199,079.01

GRAND TOTAL DUE $327,719.49

PREVIOUS BILLS OUTSTANDING

121070	03/11/14	199,079.01
		$199,079.01

TOTAL DUE **$327,719.49**

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	
	$90.00
Subtotals	$90.00
Asset Analysis and Recovery	
	$28,818.00
Subtotals	$28,818.00
Meetings of and Communications with Creditors	
	$9,097.00
Subtotals	$9,097.00
Employment & Retention Application Other	
	$4,401.00
Subtotals	$4,401.00
EG Fee Applications	
	$3,322.50
Subtotals	$3,322.50
Fee Objections EGS	
	$511.00
Subtotals	$511.00
Fee Applications and Invoices - Other	
	$3,428.50
Subtotals	$3,428.50
Fee Objections - Others	
	$2,461.00
Subtotals	$2,461.00
Assumption/Rejections of Leases and Contracts	
	$180.00
Subtotals	$180.00
Business Operations	
	$466.00
Subtotals	$466.00
Claims Administration and Objections	

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

		$10,817.50
Subtotals		$10,817.50
Plan and Disclosure Statement		
		$1,111.50
Subtotals		$1,111.50
Court Hearings		
		$2,105.00
Subtotals		$2,105.00
Insurance Matters		
		$51,250.50
Subtotals		$51,250.50
Litigation		
		$8,390.50
Subtotals		$8,390.50
	Totals	$126,450.00

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

For credit card payment, please contact
Patricia Rooney at (215) 977-1014

EXHIBIT C

SUMMARY OF EXPENSES FOR THE PERIOD FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014

Expense Category	Total Expenses
Computerized Legal Research	$ 275.48
Copying	$ 23.75
Dockets	$ 12.30
Overnight Mail	$ 74.67
Lodging	$ 319.10
Meals	$ 131.20
Mileage	$ 85.88
Hand Deliveries	$ 63.90
Website Maintenance	$ 819.86
Parking	$ 20.00
Postage	$ 192.36
Conference Call Fees	$ 171.98
TOTAL:	**$2,190.48**

CERTIFICATE OF SERVICE

I, Rafael X. Zahralddin-Aravena, Esquire, counsel to the Official Committee of Equity Security Holders, hereby certify that I caused a copy of the *Fifth Monthly Application of Elliott Greenleaf, counsel to the Official Committee of Equity Security Holders, for Compensation and Reimbursement of Expenses for the Period January 1, 2014 through January 31, 2014* (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: March 25, 2014
Wilmington, Delaware

ELLIOTT GREENLEAF

/s/ Rafael X. Zahralddin-Aravena

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

Exhibit A

AgFeed USA, LLC
816 Congress Ave., Suite 1280
Austin, TX 78701
(Debtor)

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

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

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

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

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

Keith A. Maib
Chief Restructuring Officer
Mackinac Partners LLC
180 High Oak, Suite 100
Bloomfield Hills, MI 48304

Robert S. Brady
Young Conaway Stargatt & Taylor, LLP
1000 North King Street
Wilmington, Delaware 19801

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

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

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

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

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

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

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

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

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
3 World Financial Center, Suite 400
New York, NY 10281-1022

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

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

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

Don Tesh
536 Shadow Lane
Winston-Salem, NC 27107

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

Phillip Quade
260 Randolph Street
PO Box 137
Douglas, MI 49406

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

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

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

Protiviti Risk &Business Consulting
(Re: Unsecured Creditors Committee)
Suite 2618, Central Plaza
No. 381 Huai Ha Zhong Rd.
Shanghai, 200020
PEOPLE'S REPUBLIC OF CHINA

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Morris James LLP
Stephen M Miller
500 Delaware Ave., Ste. 1500
Wilmington, DE 19801-1494

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

Perrinjaquet Fettkether Site, LLC
Attn: Kevin Perrinjaquet
1986 Highway 3
Edgewood, IA 52042

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

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

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

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

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

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

Dean J. Abplanalp
1944 Hillside Drive
Franklin, IN 46131

Michael Buck
11 Robbins Farm Road
Dunstadle, MA 01827