

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re AgFeed USA, LLC, et al.

Case No. 13-11761 (BLS)
Reporting Period: June 1, 2014 - June 30, 2014

MONTHLY OPERATING REPORT

File with Court and submit copy to United States Trustee within 20 days after end of month.

Submit copy of report to any official committee appointed in the case.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Affidavit/Supplement Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	X		
Schedule of Professional Fees Paid	MOR-1b	X		
Copies of bank statements		X		
Cash disbursements journals				
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Postpetition Taxes	MOR-4	X		
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Postpetition Debts	MOR-4	X		
Listing of aged accounts payable	MOR-4	X		
Accounts Receivable Reconciliation and Aging	MOR-5	X		
Debtor Questionnaire	MOR-5	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor

Date

Signature of Joint Debtor

Date

/s/ Keith A. Maib
Signature of Authorized Individual*

7/31/2014
Date

Keith A. Maib
Printed Name of Authorized Individual

Chief Restructuring Officer
Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

In re AgFeed USA, LLC, et al.
Debtors

Case No. 13-11761 (BLS)
Reporting Period: Period 6 (June)

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Amounts reported should be per the debtor's books, not the bank statements. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. The amounts reported in the "PROJECTED" columns should be taken from the SMALL BUSINESS INITIAL REPORT (FORM BR-1). Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. (See MDR-1, (COINT))

	BANK ACCOUNTS				CURRENT MONTH		CUMULATIVE FILING TO DATE	
	OPER	PAYROLL	TAX	OTHER	ACTUAL	PROJECTED	ACTUAL (1)	PROJECTED
Cash Beginning of Month (2)	\$ 8,080,193				\$ 8,080,193		\$ 639,911	
RECEIPTS								
Hornell Market Sales							\$ 75,357,994	
Cull Sales - Finishing							2,290,563	
Cull Sales - Sows							1,364,096	
Net Sales Proceeds							52,331,682	
Misc Income	155,173				155,173		1,269,036	
External Feed Sales								
Total Receipts	155,173				155,173		132,553,264	
DISBURSEMENTS								
Payroll							2,618,853	
401K/RLS.A./Insurance							461,785	
Purchased Wean Pigs (CH/MP/3rd Party)							753,052	
Boar Purchases							398	
Feed Costs- Finishing							27,137,354	
Feed Ingredient Costs- Farrowing							2,444,043	
Producer Fees							5,732,880	
Vet/Meds							878,015	
Rent- Offices							60,918	
CRD & Other Restructuring Management	14,314				14,314		1,329,568	
AF Patent Overhead							5,041,925	
Trucking							2,287,412	
Utilities	5,680				5,680		307,806	
Repairs & Maintenance							464,327	
Insurance							473,620	
Vehicle/Fleet Costs							71,178	
Truck Wash							65,091	
Business Meals/Travel							257,326	
Misc/Supplies	4,855				4,855		715,136	
Total Operating Disbursements	24,850				24,850		51,100,627	
Net Operating Cash Flow	130,324				130,324		81,452,634	
Non Operating Disbursements								
Principal Payment							68,374,030	
Interest Payment - FCSA Revolver							1,383,502	
Interest Payment Other Debt (NC + HM)							36,111	
Capital Expenditures							738	
Restructuring Professional Fees	157,205				157,205		4,391,025	
Total Non Operating Disbursements	157,205				157,205		74,188,407	
Total Disbursements	182,055				182,055		125,289,034	
Net Cash Flow	(26,882)				(26,882)		\$ 7,264,217	
Cash End of Month	\$ 8,053,311				\$ 8,053,311		\$ 7,898,138	
Disbursement for Calculating U.S. Trustee Quarterly Fees								
Total Disbursements (1)							\$ 176,375	
Less: Transfers to Debtor in Possession Accounts								
Plus: Estate Disbursements Made by Outside Sources								
Total Disbursements for Calculating U.S. Trustee Quarterly Fees							\$ 176,375	

Notes:
 (1) Beginning cash balance (Cumulative Filing to Date) has been adjusted to reflect actual cash as of 1/31/2014 and is consistent with bank balances.
 (2) Beginning cash reflects beginning balances in each cash account: i) Company's Primary BOTW Operating Account, and ii) BOTW Restricted Cash Account (closed Mar 2014).
 (3) Total Disbursements are Gross, and do not reflect those reimbursements received from various vendors noted as negative expenditures above.

In re AgFeed USA, LLC, et al.
Debtors

Case No. 13-11761 (BLS)
Reporting Period: _____ Period 6 (June) _____

BANK RECONCILIATIONS
Continuation Sheet for MOR-1

A bank reconciliation must be included for each bank account. The Debtor's bank reconciliation may be substituted for this page.

The following accounts are included in the enclosed bank reconciliations:

Bank Account Name	Bank Account Number
Bank of The West Operating Account	XXX2187
Bank of the West Credit Card Deposit Account.	XXX9251

AGFEED USA BOTW OPERATING ACCOUNT

Bank of the West Account 032-432187 Analyzed Checking

Bank balance 6/30/14		\$	8,053,309
Deposits in Transit			-
Outstanding checks			
	Check		2,266
	Total o/s checks		<u>2,266</u>
Register balance as of 6/30/2014		\$	<u><u>8,051,043</u></u>

In re AgFeed USA, LLC, et al.
Debtors

Case No. 13-11761 (BLS)
Reporting Period: _____ Period 6 (June)

SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

This schedule is to include all retained professional payments from case inception to current month.

Payee	Period Covered	Amount Approved	Payor	Check Number	Check Date	Amount Paid		Applied to Date	
						Fees	Expenses	Fees	Expenses
Lowenstein Sandler LLP	1/31/14 - 3/31/14	\$ 24,356	AgFeed USA, LLC	Wire	6/13/2014	\$ 24,131	\$ 225	\$ 582,442	\$ 4,835
Young Conaway Stargatt & Taylor, LLP	1/1/14-3/31/14	63,170	AgFeed USA, LLC	Wire	6/9/14 & 6/13/14	61,490	1,681	61,490	1,681
BMC Group, Inc.	1/1/14-3/31/14	58,289	AgFeed USA, LLC	Wire	6/13/2014	58,289	-	135,079	67,929
Cohn Reznick LLP	1/1/14-3/31/14	1,137	AgFeed USA, LLC	Wire	6/13/2014	1,137	-	238,721	2,129
Greenberg Traurig LLP	1/1/14-3/31/14	10,253	AgFeed USA, LLC	Wire	6/13/2014	10,210	43	176,495	4,982
Total		\$ 157,205				\$ 155,256	\$ 1,949	\$ 1,194,226	\$ 81,556

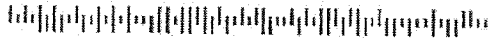
Bank of the West Operating Account

BANK OF THE WEST
 P.O. Box 2830, Omaha, NE 68103-2830

Account Statement

June 1, 2014 - June 30, 2014

Page 1 of 4



>005556 4308807 0001 008230 10Z

AGFEED USA LLC
 OPERATING ACCOUNT
 1920 PHILADELPHIA ST, SUITE 107
 AMES IA 50010-8197

At your service

bankofthewest.com

1-800-488-2265

Bank of the West Debit and ATM card customers enrolled in Online Banking Mobile Text Alerts will be able to receive SMS text messages for "BOTW Fraud Alerts." Bank of the West is offering this service at no additional cost. If you have any questions about the fraud text alerts or want to enroll in mobile banking text alerts, please visit us at bankofthewest.com or contact us at (800) 488-2265.

Looking for a simple and low cost Payroll option for your business? Check out DIY Payroll from ADP. Ask your Bank of the West banker or refer to bankofthewest.com for more information and to enroll.

ANALYZED CHECKING 032-432187

AGFEED USA LLC
 OPERATING ACCOUNT

ACCOUNT SUMMARY

Beginning Balance	\$8,080,191.76
0 Credits	0.00
2 Deposits	155,172.72
9 Withdrawals	-162,060.66
2 Checks	-19,994.37
Ending Balance	\$8,053,309.45

EARNINGS SUMMARY

Interest this statement period	\$0.00
Interest credited year-to-date	\$0.00
Annual percentage yield earned	0.00%
Average monthly balance	\$8,089,046.55

For your protection:

Examine this statement promptly. Any discrepancy must be reported within 30 days. Consumer customers: A discrepancy regarding an electronic payment or line of credit must be reported within 60 days.

In South Dakota, Bank of the West operates under the name of Bank of the West California.





Account Statement

June 1, 2014 - June 30, 2014

Page 2 of 4

ANALYZED CHECKING xxx-xx2187 (continued)

ACCOUNT DETAIL

Deposits

<u>Date</u>	<u>Amount</u>	<u>Date</u>	<u>Amount</u>
06/06	\$149,638.00	06/24	\$5,534.72

2 deposits for a total of \$155,172.72

Withdrawals

<u>Date</u>	<u>Amount</u>	<u>Description</u>
06/09	\$45,613.79	ACH SETTLEMENT AG FEED USA MISC 060914
06/13	1,136.66	OUTGOING WIRE REFERENCE # 140613004189 WIRE DEBIT SENDING BANK REFERENCE # WT14061303553107
06/13	10,253.20	OUTGOING WIRE REFERENCE # 140613004191 WIRE DEBIT SENDING BANK REFERENCE # WT14061303553108
06/13	24,356.24	OUTGOING WIRE REFERENCE # 140613004192 WIRE DEBIT SENDING BANK REFERENCE # WT14061303553109
06/13	58,288.61	OUTGOING WIRE REFERENCE # 140613004186 WIRE DEBIT SENDING BANK REFERENCE # WT14061303553106
06/13	17,556.60	ACH SETTLEMENT AG FEED USA MISC 061314
06/20	308.33	CASH MANAGEMENT CHG -ACCOUNT ANALYSIS CHARGES
06/27	137.90	OUTGOING WIRE REFERENCE # 140627002311 WIRE DEBIT SENDING BANK REFERENCE # WT14062703567754
06/27	4,408.13	OUTGOING WIRE REFERENCE # 140627002310 WIRE DEBIT SENDING BANK REFERENCE # WT14062703567753

9 withdrawals for a total of \$162,060.66

Checks Paid

<u>Number</u>	<u>Date paid</u>	<u>Amount</u>	<u>Number</u>	<u>Date paid</u>	<u>Amount</u>
20017	06/03	14,314.12	20018	06/17	5,680.25

2 checks paid for a total of \$19,994.37





Account Statement

June 1, 2014 - June 30, 2014

Page 4 of 4

This space intentionally left blank.



Bank of the West
Credit Card Deposit
Account

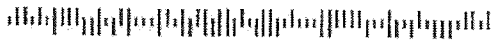


P.O. Box 2830, Omaha, NE 68103-2830

Account Statement

June 1, 2014 - June 30, 2014

Page 1 of 4



>003173 4309660 0001 008230 10Z

AG FEED USA LLC
 1920 PHILADELPHIA ST, STE 107
 AMES IA 50010-8197

At your service

bankofthewest.com

1-800-488-2265

Bank of the West Debit and ATM card customers enrolled in Online Banking Mobile Text Alerts will be able to receive SMS text messages for "BOTW Fraud Alerts." Bank of the West is offering this service at no additional cost. If you have any questions about the fraud text alerts or want to enroll in mobile banking text alerts, please visit us at bankofthewest.com or contact us at (800) 488-2265.

Looking for a simple and low cost Payroll option for your business? Check out **DIY Payroll from ADP**. Ask your Bank of the West banker or refer to bankofthewest.com for more information and to enroll.

MONEY MARKET SELECT BUSINESS 032-159251

AG FEED USA LLC

ACCOUNT SUMMARY

Beginning Balance	\$50,110.64
1 Credits	12.36
0 Deposits	0.00
0 Withdrawals	0.00
0 Checks	0.00
Ending Balance	\$50,123.00

EARNINGS SUMMARY

Interest this statement period	\$12.36
Interest credited year-to-date	\$74.50
Annual percentage yield earned	0.30%
Average monthly balance	\$50,110.64

For your protection:

Examine this statement promptly. Any discrepancy must be reported within 30 days. Consumer customers: A discrepancy regarding an electronic payment or line of credit must be reported within 60 days.

In South Dakota, Bank of the West operates under the name of Bank of the West California.





Account Statement

June 1, 2014 - June 30, 2014

Page 2 of 4

MONEY MARKET SELECT BUSINESS xxx-xx9251 (continued)

ACCOUNT DETAIL

Credits

<i>Date</i>	<i>Amount</i>	<i>Description</i>
06/30	\$12.36	INTEREST PAID
1 credit for a total of \$12.36		



Account Statement

June 1, 2014 - June 30, 2014

Page 3 of 4

IMPORTANT INFORMATION

IN CASE OF ERRORS OR QUESTIONS ABOUT YOUR ELECTRONIC TRANSFERS

(For accounts that are maintained primarily for personal, family or household purposes.)



Telephone us at (800) 488-2265, or write us at Bank of the West*, Branch Service Center, P.O. Box 2573, Omaha, NE 68103-2573 as soon as you can if you think your statement or receipt is wrong or if you need more information about a transfer listed on the statement or receipt. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared. We will need to know the following:

1. Tell us your name and account number (if any).
2. Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe it is an error or why you need more information.
3. Tell us the dollar amount of the suspected error.

We will investigate your complaint and will correct any error promptly. If we take more than 10 business days (20 business days for transactions involving new accounts) to do this, we will credit your account for the amount you think is in error, so that you will have the use of the money during the time it takes us to complete our investigation.

*In South Dakota, Bank of the West operates under the name of Bank of the West California.



bankofthewest.com



1-800-488-2265



Account Statement

June 1, 2014 - June 30, 2014

Page 4 of 4

This space intentionally left blank.



In re AgFeed USA, LLC, et al.
Debtors

Case No. 13-11761 (BLS)
Reporting Period: _____ Period 6 (June) _____

STATEMENT OF OPERATIONS
(Consolidated Statements of Income)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

Revenue	Month	Cumulative Filing to Date ⁽¹⁾
Net Market Hog Sales	\$ -	\$ 73,542,483
Other Hog Sales	-	77,355
Other Revenue	-	46,865
Net Revenue	\$ -	\$ 73,666,703
Cost of sales		\$ 69,562,171
Gross profit	\$ -	\$ 4,104,532
Other (expense)		
General and Administrative	\$ 305,473	\$ 8,337,531
Interest Expense		1,092,584
Extraordinary Items	-	27,653
Total Other Expenses	\$ 305,473	\$ 9,457,768
Net Income (loss) Before Reorganization Items	\$ (305,473)	\$ (5,353,236)
Reorganization Items		
Restructuring Professional Fees	\$ 83,163	\$ 2,965,254
CRO and Other Restructuring Management Expense	-	888,448
U. S. Trustee Quarterly Fees	(40,382)	110,617
Interest Earned on Accumulated Cash from Chapter 11	-	-
Loss (Gain) from Sale of Assets ⁽²⁾	-	11,193,899
Other Reorganization Expenses	-	-
Total Reorganization Expenses	\$ 42,781	\$ 15,158,218
Income Taxes		-
Net Profit (Loss)	\$ (348,254)	\$ (20,511,454)

Notes:

(1) Reflects postpetition time period from July 15, 2013 through period end.

(2) Effective September 12, 2013, AgFeed USA, LLC, completed their sale of the Sellers' farrowing and feed operations in Colorado, Oklahoma and North Carolina, the Sellers' finishing operations in Iowa and approximately 41% of the Sellers' finishing herd to Murphy-Brown LLC and entities owned by TriOak Foods, Inc. (Cohoma Pork, LLC and High Plains Pork, LLC). On October 12, 2013, the Debtors concluded a bulk sale of 64,000 additional pigs to the same Buyers for approximately \$5.9 million in gross proceeds.

In re AgFeed USA, LLC, et al.

Debtor

Case No. 13-11761 (BLS)

Reporting Period: _____ Period 6 (June) _____

BALANCE SHEET

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

	Book Value on Current Report	Book Value on Petition Date ⁽¹⁾
Current Assets		
Unrestricted Cash ⁽²⁾	8,051,043	298,952
Restricted Cash	-	-
Total Cash ⁽³⁾	\$ 8,051,043	\$ 298,952
Accounts Receivable	-	2,462,280
Intercompany Receivables	-	176,047
Finishing Inventories	-	57,664,348
Farrowing Inventories	-	9,429,898
Feed & Grain Inventories	-	547,339
Other Inventories	-	163,299
Prepaid Expenses ⁽⁴⁾	731,383	2,960,603
Other Current Assets	51,345	14,200
Total Other Current Assets	782,728	73,418,014
Total Current Assets	8,833,771	73,716,966
Fixed Assets		
Fixed Assets	-	20,164,082
Less Accumulated Depreciation	-	(5,451,395)
Breeding Stock	-	7,934,190
Net Fixed Assets	-	22,646,877
Other Non-Current Assets		
Intangible Assets, Net of Amortization	2,840,434	6,597,203
Deferred Loan Origination Fees, Net of Amortization	-	41,833
Other Assets	-	246,110
Net Other Non-Current Assets	2,840,434	6,885,146
Total Assets	\$ 11,674,205	\$ 103,248,989
Liabilities Not Subject to Compromise (Post-petition)		
Drafts Outstanding	\$ -	\$ -
Accounts Payable	6,297	-
Accrued Payroll & Benefits	-	-
Accrued Interest Payable	-	-
Other Accrued Liabilities	-	-
Intercompany Payables	468,750	-
CRO and Other Restructuring Management Expense	-	-
Restructuring Professional Fees	59,911	-
Total Post Petition Liabilities	534,958	-
Liabilities Subject to Compromise (Pre-petition)		
Drafts Outstanding	-	3,587,945
Accounts Payable	541,840	2,869,532
Accrued Payroll & Benefits	-	953,257
Accrued Interest Payable	-	115,199
Other Accrued Liabilities	-	297,332
Intercompany Payables	437,467	437,466
Line of Credit Balance Outstanding	-	55,394,132
Short Term Loan Payable	-	495,902
Current Portion of Long Term Debt	-	1,861,845
Note Payable- Hormel Finance	2,840,434	2,840,434
Farm Credit Term Loan, Less Current Portion	-	6,561,424
Total Pre-petition Liabilities	3,819,741	75,414,468
Total Liabilities	\$ 4,354,699	\$ 75,414,468
Equity		
Retained Earnings	\$ (10,262,221)	\$ 2,093,284
Common Stock	24,250,301	24,250,301
Member Distributions	(3,300,000)	(3,300,000)
Current month Income (loss)	(348,254)	4,790,937
Prior months' income (loss) - current year	(3,020,320)	-
Total Equity	7,319,506	27,834,522
Total Liabilities and Equity	\$ 11,674,205	\$ 103,248,990

In re AgFeed USA, LLC, et al.
Debtor

Case No. 13-11761 (BLS)
Reporting Period: _____ Period 6 (June) _____

SUMMARY OF UNPAID POSTPETITION DEBTS

Vendor ID	Vendor Name	Amount
Accounts Payable		
	Internal Revenue Service	136
	U S Trustee	6,161
		<u>6,297</u>
Professional fees payable		
		-
		<u>6,297</u>

Total Postpetition Debts

Notes:

- All postpetition debts are current excepting certain professional fees which remain subject to court approval

In re AgFeed USA, LLC, et al.
Debtor

Case No. 13-11761 (BLS)
Reporting Period: _____ Period 6 (June)

STATUS OF POSTPETITION TAXES

The beginning tax liability should be the ending liability from the prior month or, if this is the first report, the amount should be zero. Attach photocopies of IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes. Attach photocopies of any tax returns filed during the reporting period.

	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Date Paid	Check No. or EFT	Ending Tax Liability
Federal						
Withholding	-					-
FICA-Employee	-					-
FICA-Employer	-					-
Social Security - Employee	-					-
Social Security - Employer	-					-
Medicare - Employee	-					-
Medicare - Employer	-					-
Unemployment	-					-
Income	-					-
Other:	-					-
Total Federal Taxes	-					-
State and Local						
Withholding	-					-
Sales	-					-
Excise	-					-
Unemployment Insurance	-					-
Unemployment Disability	-					-
Real Property	-					-
Personal Property	-					-
Other:	-					-
Total State and Local	-					-
Total Taxes	-					-

In re AgFeed USA, LLC, et al.
Debtor

Case No. 13-11761 (BLS)

Reporting Period: _____ Period 6 (June) _____

STATUS OF POSTPETITION TAXES

SUMMARY OF UNPAID POSTPETITION DEBTS

Attach aged listing of accounts payable.

	Number of Days Past Due				Total
	Current	0-30	31-60	61-90	
Accounts Payable	\$ 6,297				
Wages Payable					
Taxes Payable					
Rent/Leases-Building					
Rent/Leases-Equipment					
Secured Debt/Adequate Protection Payments					
Professional Fees					
Amounts Due to Insiders*					
Other:					
Other:					
Total Postpetition Debts	\$ 6,297				

Explain how and when the Debtor intends to pay any past-due postpetition debts.

*"Insider" is defined in 11 U.S.C. Section 101(31).

In re AgFeed USA, LLC, et al.
Debtors

Case No. 13-11761 (BLS)
Reporting Period: _____ Period 6 (June) _____

ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	\$ -
Amounts billed during the period	-
Amounts collected during the period	-
Adjustments (Write-offs of uncollectible receivables)	-

Total Accounts Receivable at the end of the reporting period \$ -

Accounts Receivable Aging	Amount
0 - 30 days old	-
31 - 60 days old	-
61 - 90 days old	-
91+ days old	-
Total Accounts Receivable	\$ -

Amount considered uncollectible (Bad Debt)

Accounts Receivable (Net) \$0

In re AgFeed USA, LLC, et al.
Debtors

Case No. 13-11761 (BLS)
Reporting Period: _____ Period 6 (June) _____

DEBTOR QUESTIONNAIRE

	Yes	No
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		X

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

In re AgFeed Industries, Inc, et al.

Case No. 13-11762 (BLS)
Reporting Period: June 1, 2014 - June 30, 2014

MONTHLY OPERATING REPORT

File with Court and submit copy to United States Trustee within 20 days after end of month.

Submit copy of report to any official committee appointed in the case.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Affidavit/Supplement Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	X		
Schedule of Professional Fees Paid	MOR-1b	X		
Copies of bank statements		X		
Cash disbursements journals				
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Postpetition Taxes	MOR-4	X		
Copies of IRS Form 6123 or payment receipt				
Copies of tax returns filed during reporting period				
Summary of Unpaid Postpetition Debts	MOR-4	X		
Listing of aged accounts payable	MOR-4	X		
Accounts Receivable Reconciliation and Aging	MOR-5	X		
Debtor Questionnaire	MOR-5	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor

Date

Signature of Joint Debtor

Date

/s/ Keith A. Maib
Signature of Authorized Individual*

7/31/2014
Date

Keith A. Maib
Printed Name of Authorized Individual

Chief Restructuring Officer
Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)
Reporting Period: _____ Period 6 (June) _____

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Amounts reported should be per the debtor's books, not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. The amounts reported in the "PROJECTED" columns should be taken from the SMALL BUSINESS INITIAL REPORT (FORM IR-1). Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. [See MOR-1 (CONT)]

	OPER ⁽¹⁾	PAYROLL	TAX	OTHER	CURRENT MONTH		CUMULATIVE FILING TO DATE	
					ACTUAL	PROJECTED	ACTUAL ⁽²⁾	PROJECTED
Cash beginning of period	\$ 38,045,028				\$ 38,049,028		\$ 69,178	
RECEIPTS								
Technical Services Fee					\$ -		\$ 234,260	
Management Services Fee					\$ -		4,975,100	
Miscellaneous					\$ -		4,178	
China Safe Transaction					\$ -		45,804,503	
Total Receipts					\$ -		51,018,041	
DISBURSEMENTS								
Payroll and Related					\$ -		227,967	
Temporary Accounting Services					\$ -		150,416	
Rent					\$ -		34,698	
IT / Technology					\$ -		10,710	
Other		2,081			2,081		71,551	
Board of Directors					\$ -		225,000	
D&O Installments					\$ -		91,211	
SunTrust Bank Fees					\$ -		1,019	
Insurance		2,093			2,093		471,163	
Business Meals/Travel					\$ -		18,454	
CRO and Restructuring Management		83,814			83,814		1,199,595	
Bankruptcy / Transaction		13,005			13,005		168,667	
Tax returns					\$ -		101,950	
Bankruptcy Professional Fees		972,221			972,221		7,039,603	
Cash settlement to satisfy long-term debt					\$ -		4,300,000	
Total Disbursements		1,073,214			1,073,214		14,111,404	
Net Cash Flow		\$ (1,073,214)			\$ (1,073,214)		\$ 36,906,637	
Cash End of Month		\$ 36,975,814			\$ 36,975,814		\$ 36,975,815	

Disbursement for Calculating U.S. Trustee Quarterly Fees

Total Disbursements	\$ 1,073,214
Less: Transfers to Debtor in Possession Accounts	-
Plus: Estate Disbursements Made by Outside Sources	-
Total Disbursements for Calculating U.S. Trustee Quarterly Fees	\$ 1,073,214

Notes:
 (1) Debtor maintains one primary operating account at Sun Trust.
 (2) Petition Date through period end.

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)
Reporting Period: _____ Period 6 (June) _____

BANK RECONCILIATIONS

Continuation Sheet for MOR-1

A bank reconciliation must be included for each bank account. The Debtor's bank reconciliation may be substituted for this page.

The following account is included in the enclosed bank reconciliation:

Bank Account Name

SunTrust

Bank Account Number

XXX3958

Notes:

SUNTRUST BANK - OPERATING ACCOUNT
ANALYZED BUSINESS CHECKING ACCOUNT 1000103433958

Bank balance 6/30/14		\$ 36,975,816
Deposits in Transit		-
Outstanding checks		
	Anne H Clemons	<u>1,716</u>
		<u>(1,716)</u>
Register balance 6/30/14		<u>\$ 36,974,100</u>

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)
Reporting Period: _____ Period 6 (June) _____

SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID

This schedule is to include all retained professional payments from case inception to current month.

Payee	Period Covered	Amount Approved	Payor	Check Number	Check Date	Amount Paid		Applied to Date	
						Fees	Expenses	Fees	Expenses
Cohn Reznick LLP	1/1/14-3/31/14	\$ 5,604	AgFeed Industries, Inc.	Wire	6/13/2014	\$ 5,389	\$ 215	\$ 173,054	\$ 853
Elliott Greenleaf	1/1/14-4/30/14	220,445	AgFeed Industries, Inc.	Wire	6/13/2014 & 6/27/14	219,869	576	1,035,512	12,245
Foley & Lardner LLP	1/1/14-3/31/14	60,646	AgFeed Industries, Inc.	Wire	6/13/2014	59,521	1,125	875,246	16,162
Gavin/Solimonese LLC	1/1/14-4/30/14	42,598	AgFeed Industries, Inc.	Wire	6/13/2014 & 6/27/14	42,597	1	339,479	6,705
Greenberg Traurig LLP	1/1/14-3/31/14	19,967	AgFeed Industries, Inc.	Wire	6/13/2014	19,890	77	372,677	4,824
Latham & Watkins LLP	1/1/14-3/31/14	186,791	AgFeed Industries, Inc.	Wire	6/13/2014	183,915	2,876	548,588	8,726
Lowenstein Sandler LLP	1/1/14-3/31/14	35,413	AgFeed Industries, Inc.	Wire	6/13/2014	35,250	163	301,251	9,140
Sugar Felsenthal Grais & Hammer LLP	1/1/14-4/30/14	121,576	AgFeed Industries, Inc.	Wire	6/13/2014 & 6/27/14	121,503	73	998,614	31,307
Young Conaway Stargatt & Taylor, LLP	1/1/14-3/31/14	243,559	AgFeed Industries, Inc.	Wire	6/9/14 & 6/13/14	237,486	6,073	1,037,818	19,952
Total		\$ 936,599				\$ 925,421	\$ 11,179	\$ 5,682,240	\$ 109,914

SUNTRUST BANK
 PO BOX 305183
 NASHVILLE TN 37230-5183

Page 1 of 3
 36/E00/0175/0 /54
 1000103433958
 06/30/2014
 0000



Account Statement

AGFEED INDUSTRIES INC -DIP-
 US CHECKING ACCOUNT
 CASE NO 13-11761
 816 CONGRESS AVE STE 1280
 AUSTIN TX 78701

Questions? Please call
 1-800-786-8787

HOW CAN WE HELP YOU MAKE THE RIGHT FINANCIAL CHOICES FOR TODAY AND TOMORROW?
 WITH OUR VARIETY OF SOLUTIONS AND FINANCIAL GUIDANCE.
 WE VALUE YOU AS A CLIENT AND WANT TO HELP YOU BANK THE WAY THAT FITS YOUR LIFE.
 LEARN MORE AT SUNTRUST.COM.

Account Summary	Account Type	Account Number	Statement Period
	ANALYZED BUSINESS CHECKING	1000103433958	06/01/2014 - 06/30/2014

Description	Amount	Description	Amount
Beginning Balance	\$38,049,028.77	Average Balance	\$37,491,836.04
Deposits/Credits	\$0.00	Average Collected Balance	\$37,491,836.04
Checks	\$13,004.94	Number of Days in Statement Period	30
Withdrawals/Debits	\$1,060,208.04		
Ending Balance	\$36,975,815.79		

Checks	Check Number	Amount	Date Paid	Check Number	Amount	Date Paid	Check Number	Amount	Date Paid
	10696	13,004.94	06/03						

Checks: 1

Withdrawals/Debits	Date Paid	Amount	Serial #	Description
	06/09	173,982.65		ACH PREFUNDING SETTLEMENT AGFEED IND ACH PRFUND -SETT-A.OTMCCORP
	06/13	69,575.90		ACH PREFUNDING SETTLEMENT AGFEED IND ACH PRFUND -SETT-A.OTMCCORP
	06/13	2,080.74		OUTGOING FEDWIRE DR TRN #009049
	06/13	2,092.60		OUTGOING FEDWIRE DR TRN #009048
	06/13	5,604.09		OUTGOING FEDWIRE DR TRN #009065
	06/13	19,966.95		OUTGOING FEDWIRE DR TRN #009063
	06/13	20,783.80		OUTGOING FEDWIRE DR TRN #009060
	06/13	35,413.00		OUTGOING FEDWIRE DR TRN #009062
	06/13	35,622.15		OUTGOING FEDWIRE DR TRN #009058
	06/13	60,646.56		OUTGOING FEDWIRE DR TRN #009064
	06/13	74,015.10		OUTGOING FEDWIRE DR TRN #009066
	06/13	80,879.80		OUTGOING FEDWIRE DR TRN #009061
	06/13	186,791.47		OUTGOING FEDWIRE DR TRN #009059
	06/19	83,814.15		ACH PREFUNDING SETTLEMENT AGFEED IND ACH PRFUND -SETT-A.OTMCCORP
	06/27	21,813.70		OUTGOING FEDWIRE DR TRN #005764
	06/27	47,560.64		OUTGOING FEDWIRE DR TRN #005763
	06/27	139,564.74		OUTGOING FEDWIRE DR TRN #005762

Withdrawals/Debits: 17

Balance Activity History	Date	Balance	Collected Balance	Date	Balance	Collected Balance
	06/01	38,049,028.77	38,049,028.77	06/13	37,268,569.02	37,268,569.02
	06/03	38,036,023.83	38,036,023.83	06/19	37,184,754.87	37,184,754.87
	06/09	37,862,041.18	37,862,041.18	06/27	36,975,815.79	36,975,815.79

384137

Member FDIC

Continued on next page

SUNTRUST BANK
PO BOX 305183
NASHVILLE TN 37230-5183

Page 3 of 3
36/E00/0175/0 /54
1000103433958
06/30/2014



Account
Statement

65212094	U S Trustee	10696
AgFeed Industries, Inc. Catering # 11712		13,004.94
DATE 06/03/14		13,004.94
PAY TO THE ORDER OF U.S. Trustee		
THIRTEEN THOUSAND FOUR AND 00/100		
U.S. Trustee		
MICROFILM		
CHECKING # 030696# 00100000401000103433958#		13,004.94

Ck # 10696 06/03 \$13,004.94

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)
Reporting Period: _____ Period 6 (June) _____

STATEMENT OF OPERATIONS
(Consolidated Statements of Income)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

Revenue	Month	Cumulative Filing to Date ⁽¹⁾
Management Services Revenue	\$ 468,750	\$ 4,687,669
Technical Services Revenue	-	134,343
Gross profit	468,750	4,822,012
General and administrative		
Payroll	-	231,125
Contract Labor/Service	2,685	176,100
Travel & Entertainment	-	7,429
Facility	-	48,795
Insurance	38,546	752,531
Depreciation & Amortization	-	42,771
Professional Fees	-	526,034
Board & Director Expenses	-	296,835
Other	-	50,716
Bank Charges	-	1,667
Total general and administrative expense	41,231	2,134,003
Income from Operations	\$ 427,519	\$ 2,688,009
Non-operating		
Interest Income	-	-
Interest Expense	-	275,114
Financing Costs	-	-
Foreign Currency	-	-
Other : reserve for Board indemnification	-	(742,939)
Total non-operating income (expense)	-	(467,825)
Income before income taxes	\$ 427,519	\$ 3,155,834
Provision for taxes	-	-
Net income (Before Reorganization Items)	\$ 427,519	\$ 3,155,834
Minority Interest	-	-
Reorganization Items		
Restructuring Professional Fees	480,293	\$ 5,965,158
CRO and Other Restructuring Management Expense	59,595	1,031,871
U. S. Trustee Quarterly Fees	(18,471)	32,629
Settlement of Long-term debt and accrued interest below book value	-	(4,597,858)
Interest Earned on Accumulated Cash from Chapter 11	-	-
Write down on Assets / Stock Held for Sale ⁽²⁾	348,254	25,649,351
Other Reorganization Expenses	-	-
Total Reorganization Expenses	\$ 869,671	\$ 28,081,151
Net Profit (Loss)	\$ (442,152)	\$ (24,925,317)

Notes:

(1) Reflects postpetition time period from July 15, 2013 through May 31, 2014.

(2) See separate schedule provided in Aug MOR which reconciles the Write Down on Assets Held for Sale in August. September write down is to account for the loss on sale of AgFeed USA's assets. October write down is to reflect AgFeed USA's October change in equity. Write down in May related to recognizing change in net equity of AgFeed USA, LLC.

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)
Reporting Period: _____ Period 6 (June)

BALANCE SHEET

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

	Book Value on Current Report ⁽¹⁾		Book Value on Petition Date ^{(1), (8)}	
Current Assets				
Cash and Cash Equivalents ⁽²⁾	\$	36,974,100	\$	77,766
Other receivables		558,432		(4,894)
Prepaid expense		191,250		327,617
Total Current Assets		37,723,782		400,489
Long-Term Assets				
Intercompany Receivable ⁽³⁾		906,216		9,964,228
Property & Equipment		7,433		7,433
Accumulated depreciation		(7,433)		(6,132)
Intangible assets		-		119,783
Deferred Tax Asset		8,517,314		9,141,688
Investment in Subsidiaries ⁽⁴⁾		7,319,506		136,510,577
Total Long-Term Assets		16,743,036		155,737,578
Total Assets	\$	54,466,818	\$	156,138,067
Liabilities Not Subject to Compromise (Post-petition)				
Accounts payable		35,064		-
Accrued expenses		-		-
Reserve for Indemnification of Board members ⁽⁵⁾		741,939		-
CRO and Other Restructuring Management Expense		59,595		-
Restructuring Professional Fees		1,777,690		-
Total Post Petition Liabilities		2,614,288		-
Liabilities Subject to Compromise (Pre-petition)				
Accounts payable		14,272,451		4,915,853
Accrued Expenses ⁽⁶⁾		-		10,199,602
Accrued Payroll		200,000		553,606
Hypor loan		-		-
Tax and Welfare Payable		2,040,221		1,575,669
Acquisition payable ⁽⁷⁾		-		2,179,424
Intercompany Payable		-		4,117,036
Convertible Debenture ⁽⁷⁾		-		(1,377,677)
LT Debt ⁽⁷⁾		-		7,622,010
Total Pre-petition Liabilities		16,512,672		29,785,522
Total Liabilities	\$	19,126,960	\$	29,785,522
Shareholder's Equity				
Common stock	\$	70,139	\$	69,118
Additional paid-in capital		164,960,167		164,950,593
Treasury stock		(1,893,028)		(1,893,028)
Retained Earnings		(126,434,296)		(33,535,993)
Prior period adjustment: insurance		131,915		-
Current Month's Income (Loss)		(442,152)		-
Prior Months' Income (Loss) - current year		(1,052,888)		(3,248,147)
Total Shareholder's Equity		35,339,857		126,352,543
Total Liabilities and Shareholder's Equity	\$	54,466,817	\$	156,138,066

Notes:

(1) The most recent month end closing prior to the Petition Date was June 30, 2013. The books and records of the Debtors from that closing are used as a proxy for the Petition Date for purposes of this MOR submission.

(2) The balance sheet above reflects book balance cash, the cash receipts and disbursements submitted in MOR 1 reflects bank balance cash flows.

(3) Represents management services fees owed from USA to Industries.

(4) Represents investment in AgFeed USA. In current month, adjusted to reflect AgFeed USA equity.

(5) Reserve for indemnification of former Directors & Officers related to defense of individuals claims brought by SEC.

(6) Pre-petition accrued expenses were recategorized to pre-petition accounts payable after filing.

(7) AF Sellco Secured Promissory Note was reclassified into LT Debt (previously recorded in Acquisition Payable, Convertible Debenture and LT Debt).

(8) Significant accounting adjustments have occurred since filing.

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)
Reporting Period: _____ Period 6 (June) _____

STATUS OF POSTPETITION TAXES

The beginning tax liability should be the ending liability from the prior month or, if this is the first report, the amount should be zero.
Attach photocopies of IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes.
Attach photocopies of any tax returns filed during the reporting period.

	Beginning Tax Liability	Amount Withheld or Accrued	Amount Paid	Date Paid	Check No. or EFT	Ending Tax Liability
Federal						
Withholding	-					-
FICA-Employee	-					-
FICA-Employer	-					-
Social Security - Employee	-					-
Social Security - Employer	-					-
Medicare - Employee	-					-
Medicare - Employer	-					-
Medicare Surtax - Employee	-					-
Income	-					-
Other:	-					-
Total Federal Taxes	-	-	-			-
State and Local						
Withholding	-	-	-			-
Sales	-					-
Excise	-					-
Unemployment Insurance	-	-	-			-
Unemployment Disability	-	-	-			-
Real Property	-					-
Personal Property	-					-
Other:	-					-
Total State and Local	-	-	-			-
Total Taxes	-	-	-			-

SUMMARY OF UNPAID POSTPETITION DEBTS

Attach aged listing of accounts payable

	Current	Number of Days Past Due				Total
		0-30	31-60	61-90	Over 90	
Accounts Payable	3,032					
Wages Payable	-					
Taxes Payable	-					
Rent/Leases-Building	-					
Rent/Leases-Equipment	-					
Secured Debt/Adequate Protection Payment:	-					
Professional Fees	32,032					
Amounts Due to Insiders*	-					
Other:						
Other:						
Total Postpetition Debts	35,064					

Explain how and when the Debtor intends to pay any past-due postpetition debts.

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)
Reporting Period: _____ Period 6 (June) _____

Vendor Name	Amount
Anne H Clemons CPA	\$ 2,473
Anne H Clemons CPA	2,685
Bank of the West	89
Broadridge	750
Bruch Hanna LLP	19,723
Intertrust	990
Mintz Levin	656
Tri Oak reimbursement COBRA	1,046
U S Trustee	6,495
Xerox	157
Total	\$ 35,064

Notes:

- All postpetition debts are current, except certain professional fees not yet authorized by the Courts to be paid.

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)
Reporting Period: _____ Period 6 (June) _____

ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	\$ -
Amounts billed during the period	-
Amounts collected during the period	-
Adjustments (write down of workers' compensation receivable)	-

Total Accounts Receivable at the end of the reporting period **\$ -**

Accounts Receivable Aging	Amount
0 - 30 days old	\$ -
31 - 60 days old	-
61 - 90 days old	-
91+ days old	-

Total Accounts Receivable **\$ -**

Amount considered uncollectible (Bad Debt) **-**

Accounts Receivable (Net) **\$ -**

Notes:

- AgFeed Industries, Inc.'s only source of recurring revenue is a Management Services Fee from AgFeed USA, LLC. No Accounts Receivable is recorded and AgFeed USA is current in its payment of the Management Services Fee.

In re AgFeed Industries, Inc.
Debtors

Case No. 13-11762 (BLS)

Reporting Period: _____ Period 6 (June) _____

DEBTOR QUESTIONNAIRE

	Yes	No
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		X
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	X	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		X