

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION

LAWRENCE BLITZ, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

v.

AGFEED INDUSTRIES, INC., JOHN A. STADLER,  
GERARD DAIGNAULT, CLAY MARSHALL,  
EDWARD PAZDRO, ARNOLD STALOFF, FREDERIC  
RITTEREISER, IVAN GOTHNER, SONGYAN LI,  
SELINA JIN, LIANGFAN YAN, JUNHONG XIONG,  
GOLDMAN KURLAND & MOHIDIN, LLP, AND  
MCGLADREY & PULLEN LLP

Defendants.

Civil Action No. 11-cv-0992

Honorable Todd J. Campbell  
Honorable E. Clifton Knowles

**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION, MOTION FOR  
ATTORNEYS' FEES AND EXPENSES, AND FINAL APPROVAL HEARING**

**TO: ALL PERSONS AND ENTITIES THAT PURCHASED AGFEED INDUSTRIES, INC., ("AGFEED")  
SECURITIES DURING THE PERIOD FROM MARCH 16, 2009 THROUGH SEPTEMBER 29, 2011  
BOTH DATES INCLUSIVE (THE "CLASS PERIOD").**

**EXCLUDED FROM THE CLASS ARE DEFENDANTS, ALL CURRENT AND FORMER DIRECTORS AND  
OFFICERS OF AGFEED DURING THE CLASS PERIOD, MEMBERS OF THEIR FAMILIES AND THEIR  
LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS OR ASSIGNS AND ANY ENTITY IN WHICH  
DEFENDANTS HAVE OR HAD A CONTROLLING INTEREST.**

***PLEASE READ THIS NOTICE CAREFULLY. YOUR RIGHTS MAY BE AFFECTED BY LEGAL PROCEEDINGS IN  
THIS LITIGATION. IF YOU ARE A MEMBER OF THE CLASS DESCRIBED HEREIN, YOU MAY BE ENTITLED  
TO RECEIVE A PAYMENT PURSUANT TO THE PROPOSED SETTLEMENT DESCRIBED BELOW.***

***CAPITALIZED TERMS USED BUT NOT DEFINED HEREIN SHALL HAVE THE SAME MEANING AS DEFINED  
IN THE STIPULATION, ENTERED INTO BETWEEN THE PARTIES ON SEPTEMBER 8, 2014.***

**CLASS RECOVERY:** This Notice has been sent to you pursuant to an Order of the United States District Court,  
Middle District of Tennessee (the "Court") in the above-captioned action (the "Action"). One of the purposes of this Notice  
is to inform you of the proposed Settlement of the Action (the "Settlement").

The Settlement is contingent upon approval by the Court and confirmation of a Plan in the related bankruptcy  
proceeding of the corporate defendant, *In re AgFeed Industries, Inc.*, No. 13-11762 (Bankr. D. Del.) (the "Bankruptcy  
Proceeding"). The amount of the proposed Settlement in this Action is \$7 million. This amount does not include additional  
amounts that may be distributed to former AgFeed shareholders as a result of distributions through the United States  
Securities and Exchange Commission ("SEC") and to the equity class in the Bankruptcy Proceeding. The amount you  
receive will depend upon the number of shares of AgFeed common stock that you, and other Class Members who file  
claims, purchased and sold and the prices at which you, and other Class Members who file claims, purchased and sold those  
shares. For purposes of the \$7 million Class Settlement only, Class Plaintiffs estimate that if purchasers of 100% of affected  
AgFeed shares participate in the Settlement, pursuant to the Plan of Allocation (*see* Section II herein), the average recovery  
per share could be \$0.111 before deduction of any fees, expenses, costs, and awards described herein. The actual amount  
disbursed to members of the Class who participate in the Settlement may be more or less than this figure.

The Settlement also includes the assignment of Class claims against Goldman Kurland Parks Mohidin LLP (“Goldman”), Songyan Li, Selina Jin, Liangfan Yan, and Junhong Xiong (collectively, “Non-Settling Defendants”) to the Bankruptcy estate. Defendants Li, Jin, Yan and Xiong reside in China and have not been served to date.

**POTENTIAL OUTCOME OF THE CASE:** The parties vigorously disagree on both liability and damages, and do not agree on the average amount of damages per share that would be recoverable if Plaintiffs prevailed on each claim alleged under the Securities Exchange Act of 1934.

Class Plaintiffs’ claims against all served defendants faced motions to dismiss. The issues on which the parties disagreed included, but were not limited to: (a) whether any person who made the allegedly false and misleading statements acted with the requisite state of mind (*scienter*); (b) the materiality of some of the allegedly false and misleading statements; and (c) the effect, if any, of those statements on AgFeed’s stock price. On September 5, 2014, Magistrate Judge Knowles issued a report and recommendation that the claims against Non-Settling Defendant Goldman be dismissed with prejudice. In addition, on September 8, 2014, the motions to dismiss by the Individual Defendants, the Company, and McGladrey were denied as moot in light of this Settlement.

The Defendants continue to deny that they are liable to Class Plaintiffs or the Class and deny that Class Plaintiffs or the Class have suffered any damages, and the Settlement is not any admission of wrongdoing or liability.

Class Plaintiffs have also filed a claim for unliquidated damages in the Bankruptcy Proceeding. As part of the Settlement, Class Plaintiffs will vote in favor of confirmation of the Bankruptcy Plan. The confirmation of the Bankruptcy Plan is necessary to fund this Settlement and the Settlement, therefore, is contingent upon Bankruptcy Plan confirmation.

**REASONS FOR SETTLEMENT:** Class Plaintiffs believe that the proposed Settlement is fair, reasonable and adequate to, and in the best interests of, the Class. Class Plaintiffs and their counsel have reached this conclusion after investigating and considering, among other things, AgFeed’s bankruptcy, potential unavailability of insurance as a source of recovery, the strengths and weaknesses of Plaintiffs’ claims against Defendants, including the Defendants’ contentions that the Class’s claims are without merit, the uncertainties of this complex litigation, and the concrete benefits provided by the Settlement to the members of the Class. In reaching this conclusion, Class Plaintiffs also considered the benefits that the Settlement will yield in enabling other potential recoveries for Class Members through the Bankruptcy Proceeding. The Settlement was entered into after extensive mediation and subsequent negotiations overseen by the mediator.

Without admitting any wrongdoing or liability on their part whatsoever, Defendants are nevertheless willing to settle provided that all of the claims of the Class are settled and compromised, in order to avoid the continuing burden, expense, inconvenience and distraction to Defendants in this Action.

**ATTORNEYS FEES AND COSTS SOUGHT:** Class Plaintiffs’ Counsel have not received any payment for its services in conducting this litigation on behalf of Class Plaintiffs and the members of the Class, nor have they been reimbursed for its out-of-pocket expenditures. If the Settlement is approved by the Court, Class Plaintiffs’ Counsel will apply to the Court for attorneys’ fees not to exceed 30% of the Settlement Amount, and reimbursement of expenses not to exceed \$115,000. If the amount requested by counsel is approved by the Court, the average cost would be \$0.035 per share. In addition, a Compensatory Award for the time and expenses incurred by Class Plaintiffs will be sought, not to exceed \$1,000 each.

**IDENTIFICATION OF PLAINTIFFS’ COUNSEL:** Requests for further information regarding the Action and this Notice may be directed to Class Plaintiffs’ Counsel: Joshua Silverman, Esq., Pomerantz LLP, 10 South LaSalle Street, Suite 3505, Chicago, IL 60603, jbsilverman@pomlaw.com, or Laurence Rosen, Esq., The Rosen Law Firm, PA, 275 Madison Avenue, 34<sup>th</sup> Floor, New York, NY 10016, lrosen@rosenlegal.com.

## **I. THE CLASS INVOLVED IN THE PROPOSED SETTLEMENT**

The proposed Settlement affects the rights of the members of the Class. The Class consists of:

All persons or entities that purchased AgFeed Securities during the period from March 16, 2009 through September 29, 2011, both dates inclusive. Excluded from the Class are: (1) Defendants, and the members of their immediate families and Defendants’ legal representatives, heirs, successors and assigns, any entity in which any Defendant has or had a controlling interest; (2) Present and former officers and/or directors of AgFeed; (3) All such excluded persons’ immediate families, legal representatives, heirs, predecessors, successors, and assigns, and any entity in which any excluded person has or had a controlling interest; (4) Any persons who have separately filed actions against one or more of Defendants, based in whole or in part on any claim arising out of or relating to any of the alleged acts, omissions, misrepresentations, facts, events, matters, transactions, or occurrences referred to in the Litigation or otherwise alleged, asserted, or contended in the Litigation.

*The sending of this Notice should not be construed as any indication of the Court's view as to the merits of any claims or defenses asserted by any party to this Action.*

## II. THE LITIGATION

### Summary of the Litigation

The Court handling this Action is the United States District Court for the Middle District of Tennessee, and the case is known as *Blitz v. AgFeed, Industries, Inc., et al.* Case No. 3:11-cv-0992. William McCaffrey, Ginger Haubeck-McCaffrey, Joseph Boccuti, Larry Ewing and Stephen Arsenault (also known as the “AgFeed Investor Group”) were appointed by the Court to represent the Class as Class (or Lead) Plaintiffs. The Defendants in this Action are AgFeed, former AgFeed executives and directors John A. Stadler, Gerald Daignault, Clay Marshall, Edward Pazdro, Arnold Staloff, Frederic Rittreiser, Ivan Gothner, and John O’Rourke, and AgFeed’s former accountants McGladrey and Goldman.

This Action alleges violations of the Federal Securities Laws (specifically Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §78j(b) and 78(t)(a)) and Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5)) against Defendants.

Prior to its bankruptcy, AgFeed engaged in the manufacture and sale of animal nutrition products in China, and in the production of finished and breeding hogs throughout the United States and China. In 2006 AgFeed went public in the United States via a reverse takeover, and in late 2007 AgFeed became a publicly traded company. During the Class Period, AgFeed Common Stock traded on the NASDAQ Stock Exchange (“NASDAQ”) under the ticker symbol “FEED.”

Class Plaintiffs allege that, during the Class Period, AgFeed’s stock price was artificially inflated as a result of a series of untrue or materially misleading statements regarding AgFeed’s financial performance and internal controls. Class Plaintiffs further contend that Defendants made these statements knowing them to be false or misleading, or recklessly disregarding their false or misleading natures, and that investors suffered injury as a result of the alleged inflation and ineffective internal controls. Class Plaintiffs additionally allege that AgFeed’s accountants failed to conduct proper audits of AgFeed’s financial statements and acted recklessly in conducting audits of AgFeed’s financial statements.

The Defendants deny all allegations of misconduct alleged by Plaintiffs, and deny having engaged in any wrongdoing whatsoever.

### Discovery, Investigation, and Research Conducted by Counsel

Before agreeing to the Settlement, Class Plaintiffs’ Counsel conducted extensive investigation and research into the merits of the Action. This investigation has included consultation with experts concerning the amount of damages suffered by the Class; an investigation in China concerning AgFeed, including interviews with former employees of AgFeed in China; detailed reviews of AgFeed’s public filings, SEC filings, press releases, and other public statements; the deposition of a former director of AgFeed and Chair of the Board Committee formed to investigate accounting fraud; review of several thousands of pages of documents; and research of the applicable law with respect to the claims asserted in the complaints filed in the Action, and the potential defenses thereto. Class Plaintiffs also developed and filed two amended complaints, and researched and drafted responses to the numerous motions to dismiss filed in the Action.

### Proposed Settlement

Class Plaintiffs’ Counsel, Settling Defendants’ Counsel, counsel for the various bankruptcy committees, counsel for insurers, counsel for Goldman, and counsel for the United States Securities and Exchange Commission participated in protracted negotiations with the assistance of mediator Hon. William Cahill. During these negotiations, the parties discussed, among other things, the respective claims and defenses, damage analyses, legal analyses, the evidence to be offered by the parties at trial, and other important factual and legal issues.

These negotiations resulted in the agreement to settle all claims of the Class against the Settling Defendants, *i.e.*, the Stipulation, entered into on September 8, 2014. Class Plaintiffs’ Counsel believes that the claims asserted in the Action have merit and that the evidence developed to date in the Action supports the claims asserted therein. Class Plaintiffs’ Counsel asserts and believes the Class would present supporting evidence at trial establishing liability against the Defendants under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934.

However, Class Plaintiffs' Counsel recognize and acknowledge the expense and length of continued proceedings, trial, and appeals, and have taken into account the uncertain outcome and the risk of any litigation, especially complex actions such as this one, and particularly the additional complication that AgFeed is in bankruptcy, and that its ability, as well as that of former officers and directors, to access insurance, is severely limited. Class Plaintiffs' Counsel are also mindful of the inherent problems of proof under, as well as the defenses to, the federal securities laws violations asserted in this Action, including the defenses asserted or that may be asserted by Defendants.

In light of the foregoing, Class Plaintiffs' Counsel believes that the Settlement set forth in the Stipulation confers a meaningful benefit upon the Class. Based on their evaluation, Class Plaintiffs' Counsel has determined that the Settlement is in the best interests of the Class.

## The Release

In return for the payment of the Settlement Consideration, Class Members who do not file for exclusion from the Class will release, discharge and dismiss with prejudice all claims against the Settling Defendants. The claims will be not be released under the Settlement unless and until: (a) the Bankruptcy Plan is approved; (b) final approval of settlement is granted in the Class Action; and (c) the other conditions for the Effective Date, as defined below, are met. Class Plaintiffs and all Class Members, whether or not any such Person submits a Proof of Claim and Release or shares in the Net Settlement Fund, on behalf of themselves and each of their predecessors, successors, parents, subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs, executors, trustees and administrators, will be deemed by this Settlement on the Effective Date to release and forever discharge the Released Parties from any and all claims brought, or that could have been brought, against the Released Parties in the Action ("Released Claims").

The Effective Date ("Effective Date") means the date on which all of the following conditions have been satisfied: (a) the effective date of a confirmed Bankruptcy Plan for AgFeed Industries, Inc.; (b) the final approval of settlement in the Class Action by the District Court as prescribed by Rule 23 of the Federal Rules of Civil Procedure; (c) none of the Settling Parties have elected to terminate the Settlement and the time for such election has expired, (d) payment of fees and expenses as authorized by the District Court from the Settlement Consideration, and (e) initial distribution of the \$7 million Settlement Consideration to Class Members. On the Effective Date, all Class Members, and anyone claiming through or on behalf of any of them, will be forever barred and enjoined from commencing, instituting, prosecuting or continuing to prosecute any action or other proceedings in any court of law or equity, arbitration tribunal, or administrative forum, asserting the Released Claims against any of the Released Parties.

Released Parties ("Released Parties") means AgFeed; the Individual Defendants; and McGladrey, and includes any of their current, former, or future parents, subsidiaries, affiliates, successors, partners, joint venturers, officers, directors, principals, shareholders, members, agents (acting in their capacity as agents), employees, attorneys, trustees, insurers, reinsurers, advisors, or associates. Released Parties does not include Goldman and/or the other Non-Settling Defendants. Class Plaintiffs' claims as to the Non-Settling Defendants will be assigned to the Bankruptcy estate as part of the Settlement.

## Proposed Plan of Allocation

The \$7,000,000 settlement amount and any interest earned thereon shall be the Settlement Fund. The Settlement Fund less taxes, approved costs, fees and expenses (the "Net Settlement Fund") shall be distributed to members of the Class who submit valid Proofs of Claim ("Authorized Claimants").

The Settlement Administrator shall determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's "Recognized Loss." The Recognized Loss formula is not intended to be an estimate of the amount of what a Class Member lost or might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss formula is simply the basis upon which the Net Settlement Fund will be proportionately allocated to Authorized Claimants.

The Plan of Allocation has taken into consideration the Limitation on Damages provision of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(e), as well as the principles of economic loss articulated by the Supreme Court in *Dura Pharmaceuticals, Inc. v. Broudo*, 544 U.S. 336 (2005). For purposes of this Settlement, the Recognized Loss shall be calculated as follows:

For AgFeed shares purchased between March 16, 2009 and September 29, 2011, both dates inclusive:

1. All shares purchased and sold on or before August 1, 2011, the Recognized Loss is \$0.00 per share.
2. All shares purchased on or before August 1, 2011 and sold between the opening of trading on August 2, 2011 and the close of trading on September 29, 2011, the Recognized Loss is the lesser of (a) the difference between the purchase price and the sales price or (b) \$0.58 per share.
3. All shares purchased on or after August 2, 2011 and sold on or before September 29, 2011, the Recognized Loss is \$0.00.
4. All shares purchased between August 2, 2011 and September 29, 2011 (both dates inclusive) and sold or held between September 30, 2011 and December 28, 2011, the Recognized Loss would be the lesser of (1) \$0.20 or (2) the difference between the purchase price and the greater of (a) the sales price or (b) \$0.62 per share.
5. All shares purchased on or before August 1, 2011 and sold or held between September 30, 2011 and December 28, 2011, the Recognized Loss would be the lesser of (1) \$0.78 or (2) the difference between the purchase price and the greater of (a) the sales price or (b) \$0.62 per share.

### **General Provisions:**

1. There shall be no Recognized Loss attributed to any AgFeed securities other than Common Stock.
2. The date of a purchase or sale of AgFeed Common Stock is the “trade” date, and not the “settlement” date.
3. The first-in, first-out basis (“FIFO”) will be applied to both purchases and sales.
4. The date of covering a “short sale” is deemed to be the date of purchase of AgFeed Common Stock; and the date of a “short sale” is deemed to be the date of sale of AgFeed Common Stock. Shares originally sold short will have a Recognized Loss of zero.
5. Exercise of option contracts or the conversion of preferred stock into Common Stock will be considered to be purchases or sales of Common Stock as of the date of the exercise or conversion. Option premiums and the conversion price for preferred stock will be incorporated into the purchase/sale price of the Common Stock accordingly.
6. No cash payment will be made on a claim where the potential distribution amount is less than \$10. Please be advised that if you did not incur a Recognized Loss as defined in the Plan of Allocation you will not receive a cash distribution from the Net Settlement Fund, but you will be bound by all determinations and judgments of the Court in connection with the Settlement, including being barred from asserting any of the Released Claims against the Released Parties.
7. Claims administration in this Action shall be coordinated with claims administration in the Bankruptcy Proceeding. The claims form and trading information submitted by you in this Action may also be used in connection with the distribution of other funds in the Bankruptcy Proceeding. If you are eligible to receive distributions in this Action and in the Bankruptcy Proceeding, those distributions may be combined into a single check at the discretion of the Claims Administrator.
8. No person shall have any claim against Class Plaintiffs’ Counsel, the Claims Administrator, any counsel or professional in the Bankruptcy Proceeding, any Defendant or any Defendants’ Counsel based on the distribution made substantially in accordance with the Stipulation and this Plan of Allocation, or further orders of the Court.
9. Class Members who do not submit valid Proofs of Claim will not share in the settlement proceeds. Class Members who do not either submit a Request for Exclusion or submit a valid Proof of Claim will nevertheless be bound by the settlement and the Order and Final Judgment of the Court dismissing this Action.

### **III. REQUESTING EXCLUSION FROM THE CLASS**

#### **IF YOU ARE A MEMBER OF THE CLASS, YOU MAY BE ELIGIBLE TO SHARE IN THE BENEFITS OF THIS SETTLEMENT AND WILL BE BOUND BY ITS TERMS UNLESS YOU EXCLUDE YOURSELF FROM THE CLASS.**

Each member of the Class shall be bound by all determinations and judgments of the Court in connection with the Settlement, whether favorable or unfavorable, unless such Class Member shall mail, by first class mail, sufficient postage prepaid, a written request for exclusion from the Class, **postmarked no later than November 23, 2014**, addressed to the Settlement Administrator at: *Blitz v. AgFeed Industries, Inc.*, c/o Epiq Class Action & Claims Solutions, Inc., PO Box 3207, Portland, OR 97208-3207. Such request for exclusion shall be in a form that sufficiently identifies (1) the name and address of the person(s) or entity seeking exclusion, and (2) a list of all transaction(s) involving AgFeed Common Stock during the period March 16, 2009 through September 29, 2011, including the number of shares, principal amount and trade date of each purchase and sale. A request for exclusion shall not be effective unless submitted within the time and in the form and manner provided for herein. **You cannot exclude yourself by telephone, email or fax.**

**If a person or entity who is a member of the Class duly requests to be excluded from the Class, such person or entity will not be bound by any orders or judgments entered in respect of the Settlement and shall not be entitled to receive any benefits provided by the Settlement in the event it is finally approved by the Court.**

If a judgment approving the Settlement provided for in the Stipulation is finally entered, all members of the Class who have not requested exclusion shall conclusively be deemed to have released and shall thereafter be barred from asserting any of the Released Claims against the Released Parties.

### **IV. STATEMENT OF ATTORNEYS' FEES AND COSTS SOUGHT**

If the proposed Settlement is approved, Class Plaintiffs' Counsel intends to apply to the Court for an award of attorneys' fees and reimbursement of expenses from the Settlement Fund. Class Plaintiffs' Counsel will seek no more than 30 percent of the Settlement Fund as fees, plus an additional amount not to exceed \$115,000 as reimbursement for the expenses and costs actually incurred, in prosecuting the action. Class Plaintiffs' Counsel believes their intended fee request to be fair and reasonable. Class Plaintiffs' Counsel has litigated this case on a wholly contingent basis and has received no compensation during the period the case has been pending. Class Plaintiffs' Counsel expended considerable time and expense during the Action. Had the case not been successful, Class Plaintiffs' Counsel would have sustained a considerable financial loss.

In addition, Class Plaintiffs' Counsel intends to apply to the Court on behalf of the Court-appointed Class Plaintiffs for reimbursement from the Settlement Fund of their reasonable time, costs and expenses directly relating to their representation of the Class. Class Plaintiffs' Counsel will seek no more than \$1,000 for each Class Plaintiff.

### **V. THE FINAL APPROVAL HEARING**

The Final Approval Hearing shall be held before the Honorable Judge Todd J. Campbell on December 8, 2014, at 12:00 p.m., in Courtroom 874 of the United States District Court for the Middle District of Tennessee, 801 Broadway, Nashville, Tennessee 37203, to determine: (1) whether a Settlement Class should be certified for purposes of the Settlement and whether Class Plaintiffs and their counsel have adequately represented the Class Members; (2) whether the proposed Settlement of the Class's claims against the Defendants for \$7,000,000.00 should be approved as fair, reasonable and adequate; (3) whether the proposed Plan of Allocation is fair, just, reasonable, and adequate; (4) whether the Court should permanently enjoin the assertion of any claims that arise from or relate to the subject matter of the Action; (5) whether the Action should be dismissed with prejudice against the Defendants as set forth in the Stipulation of Settlement filed with the Court; (6) whether the application by Class Plaintiffs' Counsel for an award of attorneys' fees and expenses should be approved; and (7) whether the Class Plaintiffs' application for reimbursement of costs and expenses should be granted.

***The Final Approval Hearing may be adjourned or continued from time to time by the Court without further notice to the Class other than an announcement at such Final Approval Hearing or at any adjournment or continuance thereof.***

Any Class Member who does not timely and validly request exclusion from the Class and who objects to the Settlement, the adequacy of the representation provided by Class Plaintiffs and their Counsel, the proposed Plan of Allocation of the Net Settlement Fund, the Final Order and Judgment contemplated by the Stipulation, the application for attorneys' fees and reimbursement of expenses, and/or the application for the reimbursement of the reasonable costs and expenses of the Class Plaintiffs, or who otherwise wishes to be heard with respect to any of the foregoing, may appear in person or by attorney at the Final Approval Hearing, at his or her own expense, and present any evidence or argument that may be proper and relevant. However, no person shall be heard, and no papers, briefs, pleadings or other documents submitted by any such

person shall be considered by the Court unless, no later than November 24, 2014, (1) a notice of the person's intention to appear, (2) a statement of such person's objections to any matter before the Court, and (3) the grounds for such objections or the reason for such person's request to appear and to be heard, as well as the information requested in Section V herein and all other documents and writings which such person desires the Court to consider, shall be filed by such person with the Clerk of the Court, and, on or before such filing, shall be delivered by hand, overnight mail or by certified mail, return-receipt requested, sufficient postage prepaid, upon each of the following counsel of record:

Joshua B. Silverman, Esq.  
POMERANTZ LLP  
Ten South LaSalle Street, Suite 3505  
Chicago, Illinois 60603

*Attorneys for Class Plaintiffs*

William R. Baker, III, Esq.  
LATHAM & WATKINS LLP  
555 Eleventh Street, NW Suite 1000  
Washington, DC 20004-1304

*Attorneys for Defendants AgFeed Industries, Inc., John Stadler, Gerard Daignault, Edward Pazdro, Arnold Staloff, Frederic Rittereiser, and Ivan Gothner*

Michael D. Celio, Esq.  
KEKER & VAN NEST LLP  
633 Battery Street  
San Francisco, California 94111

*Attorneys for McGladrey & Pullen LLP*

Any person or entity who fails to object in the manner prescribed in the paragraph immediately above shall be deemed to have waived any objections that person may have and shall be barred from raising such objections in this or any other action or proceeding. Objections to the proposed Plan of Allocation, attorneys' fees and expenses, or awards to the Class Plaintiffs will not affect the finality of either the Settlement or the Judgment to be entered thereto, if the Settlement is approved by the Court.

All members of the Class who do not request exclusion therefrom, in the manner provided herein, will be represented by Class Plaintiffs' Counsel in connection with the Settlement, but may, if they so desire, also enter an appearance through counsel of their own choice and at their own expense.

## **VI. PROOF OF CLAIM AND RELEASE FORM**

***To be eligible to receive a cash distribution from the Settlement Fund, you must timely complete, sign and file a Proof of Claim and Release Form ("Proof of Claim").*** A Proof of Claim is annexed to this Notice. You may receive more than one copy of this Notice and the Proof of Claim, but you should **submit only one Proof of Claim** for each differently named account or ownership, such as an individual account, an IRA account, a joint account, a custodial account, etc.

The Proof of Claim (1) **must** be completed in accordance with the Instructions on the Proof of Claim, (2) **must** enclose all documentation required by the Instructions, and (3) **must** be filed with the Court-appointed Claims Administrator **postmarked on or before December 31, 2014** at the following address:

*Blitz v. AgFeed Industries, Inc.*  
c/o  
Claims Administrator  
PO Box 3207  
Portland, OR 97208-3207  
Tel: 800-625-7675

A Proof of Claim will be deemed filed when mailed via first-class mail, sufficient postage prepaid.

Members of the Class who do not exclude themselves from the Class and who fail to submit a valid and timely Proof

of Claim will nevertheless be bound by the Settlement if finally approved, and all orders and judgments entered by the Court in connection therewith.

By Order of the Court, the Proof of Claim provides for and requires a Release of all Released Claims as described in Section II, above, by all members of the Class who file Proofs of Claim. The Release will become effective on the Effective Date of the Settlement.

Each person or entity submitting a Proof of Claim thereby submits to the jurisdiction of the Court for purposes of the Litigation, the Settlement and any proceedings relating to such Proof of Claim, and agrees that such a filed Proof of Claim will be subject to review and further inquiry as to such person's or entity's status as a member of the Class and the allowable amount of the claim.

If you would like acknowledgment of the receipt of your Proof of Claim by the Claims Administrator, please send it by certified mail, return requested, or its equivalent. **No other formal acknowledgment will be provided, and you will bear all risks of delay or non-delivery of your claim.**

## **VII. SPECIAL NOTICE TO BROKERS AND OTHER NOMINEES**

Brokerage firms, banks, financial institutions and other nominees ("Nominees") who, during the Class Period, purchased or sold AgFeed Common Stock, CUSIP # 932353105 in the name of the Nominees on behalf of beneficial owners of such securities who may be members of the Class, are requested to provide the Settlement Administrator with the name and last known address of each such person or entity for whom the Nominee executed such transactions, **preferably in an MS Excel data table, setting forth: (1) title/registration, (2) street address, (3) city/state/zip.** The Claims Administrator will then cause the Notice and the Proof of Claim to be mailed promptly to said beneficial owners. Alternatively, Nominees may request additional copies of this Notice and the Proof of Claim from the Claims Administrator, in which case the Nominees are required to promptly mail the Notice and the Proof of Claim directly to the persons for whom the transactions were made and provide the Claims Administrator with written confirmation of having done so. For either alternative, contact the Claims Administrator.

After receipt of a timely request for reimbursement and detailed supporting documentation, the Claims Administrator will reimburse the Nominee for all costs reasonably incurred in gathering and forwarding the names and addresses of beneficial owners to the Claims Administrator, or forwarding the Notice and the Proof of Claim to beneficial owners, as the case may be. Requests for reimbursement without details on the actual expenses incurred may not be considered.

## **VIII. FURTHER INFORMATION**

This Notice merely provides a brief summary of the Action and the proposed Settlement and is qualified by and subject in all respects to the full terms and conditions in the Stipulation. For a more detailed statement of the matters involved in the Action, you should refer to the pleadings, the Stipulation, and the orders entered by the Court and to the other papers filed in the Action. These papers may be inspected at the Office of the Clerk of the United States District Court for The Middle District of Tennessee, 801 Broadway, Nashville, Tennessee 37203 or online through the Public Access to Court Electronic Records ("PACER") system, available through the Court's website, <http://www.tnmd.uscourts.gov/>. If you have any questions regarding the information contained in this Notice, you may contact Class Plaintiffs' Counsel **in writing** at the addresses specified in Section V, above.

You may also visit the Settlement website at [www.AgFeedSecuritiesLitigation.com](http://www.AgFeedSecuritiesLitigation.com) to find the Stipulation and/or download copies of the Notice and Proof of Claim. In addition, you may request additional copies of the Notice and Proof of Claim by contacting the Claims Administrator at:

*Blitz v. AgFeed Industries, Inc.*  
c/o  
Claims Administrator  
PO Box 3207  
Portland, OR 97208-3207  
Tel: 800-625-7675

**INQUIRIES SHOULD NOT BE DIRECTED TO THE COURT, THE CLERK'S OFFICE, DEFENDANTS, OR DEFENDANTS' COUNSEL.**

Dated: October 2, 2014

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE