

**COMMON PLEAS COURT
FULTON COUNTY, OHIO**

The Farmers & Merchants State Bank

Case No. 11 CV 000128
Judge Barber

Plaintiff,

vs.

Archbold Elevator, Inc., *et. al.*

**ANSWER, CROSS CLAIMS AND
COUNTERCLAIM OF THE DEFENDANT,
D & D INGREDIENT DISTRIBUTORS, INC.**

Defendants

Steven L. Diller (0023320)
Dillon W. Staas (0084951)
DILLER & RICE, LLC
124 E. Main Street
Van Wert, Ohio 45891
Telephone: (419) 238-5025
Fax: (419) 238-4705
E-Mail sdiller@dillerandricellc.com
dstaas@dillerandricellc.com

* * * * *

ANSWER TO COMPLAINT

Now comes the Defendant, D & D Ingredients Distributors, Inc., by and through counsel, and for its answer to the Complaint of the Plaintiff, stats as follows:

1. Answering Paragraphs One (1) through Ten (10) and Thirteen (13) through Ninety Three (93), the Defendant is without knowledge and information sufficient to form a belief as to the truth of the matters asserted therein and for want of the same would deny said allegations.

2. Answering Paragraph Eleven (11), the Defendant would admit the same and would state that it does claim an interest in all of the Inventory, Equipment, Accounts and Other Rights to Payment of the Defendant, Archbold Elevator, Inc., all as is more fully set forth in the cross claim against such Defendant. The Defendant would state that should the property of the

Defendant, Archbold Elevator, Inc. that is claim be recognized and allowed according to the priority established by the Court in such assets.

CROSS CLAIMS AND COUNTERCLAIMS

Now comes the Defendant, D & D Ingredients Distributors, Inc., by and through counsel, and for its counterclaims and cross claims in this cause, state as follows:

COUNT ONE

CROSS CLAIM AGAINST DEFENDANT, ARCHBOLD ELEVATOR, INC. AND WILLIAM L. FRICKE

1. That on or about July 1, 2010, the Defendants, Archbold Elevator, Inc. and William L Fricke, (For purposes of this Cross Claim, both are referred to as “the Defendants”) executed and delivered a note in favor of D & D Ingredients Distributors, Inc in the amount of One Million, Fifty thousand, Two hundred and twenty nine Dollars and Forty seven cents (\$1,050,229.47). (referred to herein as “the Note”) A copy of the Note is attached hereto as Exhibit A.
2. That the Defendants are in default of the terms the Note having failed to pay the monthly payments due commencing with the April 1, 2011 and pursuant to the provisions of the Note, of D & D Ingredients Distributors, Inc has elected to accelerate and declare the entire balance due and payable.
3. D & D Ingredients Distributors, Inc. is the holder of the Note and hereby demands payment of the total outstanding balance due on the Note which as of April 1, 2010 was \$923,446.08, plus interest at the default note rate of Ten percent (10%) per annum thereafter.
4. Pursuant to the provisions of the Note, D & D Ingredients Distributors, Inc. is entitled to the costs of collection, including reasonable attorneys fees.

5. D & D Ingredients Distributors, Inc. is entitled to judgment on the Note against the Defendants, jointly and severally in the amount of \$923,446.08 as of April 1, 2011, plus interest thereafter at the per diem rate \$253.00 until the judgment is paid in full, plus all court costs and attorneys' fees and expenses.

COUNT TWO

CROSS CLAIM AGAINST DEFENDANT, ARCHBOLD ELEVATOR, INC. AND ALL DEFENDANTS CLAIMING AN INTEREST IN THE ASSETS OF ARCHBOLD ELEVATORS AND A COUNTERCLAIM AGAINST COUNTERCLAIM AGAINST THE PLAINTIFF, FARMERS & MERCHANTS STATE BANK

6. D & D Ingredients Distributors, Inc. adopts the averments contained in Paragraphs 1 through 5 of the Cross Claim as if fully restated herein.

7. To secure the obligations of all amounts owed to D & D Ingredients Distributors, Inc., the Defendant, Archbold Elevator, Inc. granted a security interest in all of the Inventory, Equipment, Accounts and Other Rights to Payment of the Defendant, Archbold Elevator, Inc., all as is more fully set forth in the Financing Statement filed with the Secretary of State of Ohio on July 20, 2010. A copy of the Financing Statement is attached hereto as Exhibit B.

8. That as a result of the default of the Defendant, Archbold Elevator, Inc of the Note, D & D Ingredients Distributors, Inc. is entitled to the proceeds arising from the liquidation of any such assets in such priority as may be determined by the Court.

9. That the Plaintiff, Farmers & Merchants State Bank and the Defendants, Kainos Operations, Ltd, O-MI-o, Inc., Henry Pig, Inc., William L. Fricke, Lynette K. Fricke, the Andersons, Inc., The Andersons Agriculture Group, L.P., The Receivables Exchange, LLC, Fenstermaker Farms, Inc., Toyota Motor Credit Corporation and the Ohio Department of Agriculture may have competing claims in such assets and should be required to establish right entitlement and priority of such claims or forever be barred.

COUNT THREE
CROSS CLAIM AGAINST DEFENDANT, ARCHBOLD ELEVATOR, INC.

10. D & D Ingredients Distributors, Inc. adopts the averments contained in Paragraphs 1 through 9 of this Cross Claim and the Counterclaim as if fully restated herein.
11. The Defendant, Archbold Elevator, Inc. owes to D & D Ingredients Distributors, Inc., Six Hundred and Forty Three Thousand, Eight Hundred and Sixty Nine Dollars and Seventy two (\$643,869.72) for goods and services sold and delivered on account. A copy of the summary account statement is attached as Exhibit C.
12. All payments and credits have been applied to the account, the terms of the account are thirty days from invoice and based on the default under such terms and the default of the terms of the Note, D & D Ingredients Distributors, Inc. has elected to accelerate and declare the entire balance due and payable as of April 13, 2011.
13. D & D Ingredients Distributors, Inc. is entitled to judgment on the Account against the Defendant, Archbold Elevator, Inc. in the amount of \$643,869.72 as of April 13, 2011, plus interest thereafter until the judgment is paid in full.

COUNT FOUR

- CROSS CLAIM AGAINST DEFENDANT, ARCHBOLD ELEVATOR, INC. AND ALL DEFENDANTS CLAIMING AN INTEREST IN GOODS SOLD TO ARCHBOLD ELEVATORS OR THAT WERE FED OR DELIVERED TO LIVESTOCK OF ANY AFFILTAED ENTITIES OF ARCHBOLD ELEVATOR, INC. AND A COUNTERCLAIM AGAINST THE PLAINTIFF, FARMERS & MERCHANTS STATE BANK**
14. D & D Ingredients Distributors, Inc. adopts the averments contained in Paragraphs 1 through 13 of this Cross Claim and Counterclaim as if fully restated herein.
15. That based on representations of the representatives of the Defendant, Archbold Elevator, Inc., D & D Ingredients Distributors, Inc. caused to be delivered various goods on open account.

16, That on April 11, 2011, the Ohio Department of Agriculture suspended the grain handling license of the Defendant due to the finding that the Defendant, Archbold Elevator, Inc. was insolvent.

17. That on April 12, 2001, a Receiver was appointed by this Court, for the Defendant, Archbold Elevator, Inc.

18. That the events set forth in Paragraphs 16 and 17; D & D Ingredients Distributors, Inc. was not made aware of the insolvency nor the appointment of the Receiver during the period from April 11, 2011 through April 16, 2011 and as a result, D & D Ingredients Distributors, Inc. caused to be delivered to the Defendant, Archbold Elevator, Inc. goods in the amount of \$83,605.21. Copies of the invoices for such goods are attached as composite Exhibit D.

19. That pursuant to Ohio Revised Code §1302.76(B), D & D Ingredients Distributors, Inc. made demand upon the Defendant, Archbold Elevator, Inc. and the Receiver, appointed herein for reclamation of the goods as set forth on composite Exhibit D and as is attached hereto as Exhibit E.

20. Pursuant to such demand, D & D Ingredients Distributors, Inc is entitled to set off and return of such goods or alternatively if such goods have been fed or supplied to livestock; to the granting of the first and best lien in priority in all livestock and the proceeds arising from the sale of such livestock to which such goods were fed or supplied regardless of whether such livestock were owned by the Defendant, Archbold Elevator, Inc. or any livestock owned by affiliated entities of the Defendant, Archbold Elevator, Inc..


21. That the Plaintiff, Farmers & Merchants State Bank and the Defendants, Kainos Operations, Ltd, O-MI-O, Inc., Henry Pig, Inc., William L. Fricke, Lynette K. Fricke, the

Andersons, Inc., The Andersons Agriculture Group, L.P., The Receivables Exchange, LLC, Fenstermaker Farms, Inc., Toyota Motor Credit Corporation and the Ohio Department of Agriculture may have competing claims in such goods and or livestock and should be required to establish right, entitlement and priority of such claims or forever be barred.

WHEREFORE, the Defendant would ask for judgment as follows:

- A. As to Count One, Judgment both jointly and severally against the Defendants, Archbold Elevator, Inc. and William L Fricke in the amount of \$923,446.08 as of April 1, 2011, plus interest thereafter at the per diem rate \$253.00 until the judgment is paid in full, plus all court costs and attorneys' fees and expenses; and
- B. As to Count Two, Judgment establishing the priority and right and interest in the assets set forth of ARCHBOLD Elevator, Inc. with respect to the competing claims of the Plaintiff and all Defendants; and
- C. As to Count Three; Judgment against the Defendant, Archbold Elevator, Inc. in the amount of \$643,869.72 as of April 13, 2011, 2011, plus interest thereafter until the judgment is paid in full; and .
- D. As to Count Four, a Judgment granting the Defendant, D & D Ingredients Distributors, Inc. the right of reclamation of the goods pursuant to Ohio Revised Code 1302.76(B) in the amount of \$83,605.21 and as set forth on Exhibit D hereto or alternatively to the first and best lien in the livestock and or proceeds thereof that were fed or supplied such goods; and
- E. Other such relief as is just and equitable.

Respectfully submitted


Steven J. Diller

Certificate of Service

I, Steven L. Diller, hereby certify that a copy of the foregoing was served via ordinary US Mail to Gerald Kowalski, Esq., 900 Adams Street, Toledo, Ohio 43604, David Coyle, Esq., Shumaker, Loop & Kendrick, LLP, 1000 Jackson Street, Toledo, Ohio 43604, Brian Kaser, Esq. at 5580 Monroe Street, Sylvania, Ohio 43560, Archbold Elevator, Inc., c/o Statutory Agent, William Fricke, 3205 County Road 24, Archbold, Ohio 43502, Kainos Operations Ltd., c/o Statutory Agent, William Fricke, 352 Maple Avenue, Pettisville, Ohio 43553, Henry Pig, Inc., c/o Statutory Agent, William Fricke, 18412 County Road DE, Wauseon, Ohio 43567, O-MI-O, Inc., c/o Statutory Agent, William Fricke, 18412 County Road DE, Wauseon, Ohio 43507, Lynette Fricke, 18413 County Road DE, Wauseon, Ohio 43507, The Andersons, Inc. c/o Statutory Agent, Naran U. Borchinow, 480 West Dussell Drive, Maumee, Ohio 43537, The Andersons Agriculture Group, L.P. c/o Statutory Agent, Naran U. Borchinow, 480 West Dussell Drive, Maumee, Ohio 43537, The Receivables Exchange, LLC, c/o Statutory Agent, National Registered Agents, Inc., 1011 N. Causeway Boulevard, Suite 3, Mandeville, LA 70741, Fenstermaker Farms, Inc. c/o Statutory Agent Paul D. Fenstermaker, 1799 Road H, Leipsic, Ohio 45856, Toyota Motor Credit Corporation, c/o Statutory Agent, CT Corporation System, 1300 E. Ninth Street, Cleveland, Ohio 44114, Ohio Department of Agriculture, 8995 East Main Street, Reynoldsburg, Ohio 43068 this 25th day of April, 2011.



Steven L. Diller

EXHIBIT A

PROMISSORY NOTE

\$1,050,229.47

Delphos, Ohio
July 1, 2010

FOR VALUE RECEIVED, Archbold Elevator, Inc., and William L. Fricke (Borrowers or Makers), promise to pay to D&D Ingredient Distributors, Inc. ("D&D"), the principal sum of One Million fifty thousand two hundred twenty nine Dollars and forty seven Cents(\$1,050,229.47) together with interest on the unpaid balance from the date of this Promissory Note until said principal is paid in full, at the rate of 4.5 percent (4.5%) per annum. Payments are to be made in 60 consecutive monthly installments of not less than Nineteen thousand five hundred seventy nine Dollars and forty five cent(\$19,579.45) per month. The first payment is due on August 1, 2010. Payments will be first applied to accrued interest and then to principal.

Upon application of early payment on the loan amount, D&D Ingredient Distributors, Inc. or Holder, agrees to reamortize the loan using the new balance after the application of the payment. The new amortization shall reduce the principal and the amount of the monthly payment.

Each payment made hereunder shall be applied by the Holder hereof, when received, first to the payment of interest on the principal balance from time to time remaining unpaid, and the balance shall be applied to reduce the principal debt. Interest shall be calculated on the basis of a three hundred sixty-five (365) day year.

Default in the payment of any of the installments due hereunder for a period of ten (10) days after due shall, at the option of Holder, accelerate the loan and render the entire balance due and payable. All overdue payments shall bear interest at the rate of ten percent (10%) per annum.

Borrowers acknowledge that this Loan arises out of invoices for products delivered to Borrower, Archbold Elevator, Inc, which invoices remain unpaid. Borrowers requested that the amount due on the invoices, to-wit: One Million fifty thousand two hundred twenty nine Dollars and forty seven Cents (\$1,050,229.47) be reduced to a Loan as set forth herein. Borrower, William L. Fricke, has joined as a Co-Maker since he is the sole owner of Archbold Elevator, Inc. In consideration of D&D refraining from the immediate collection of the invoices, which are now fully due and owing, Borrower agrees to enter into this Promissory Note, and so long as payments are made in accordance with the terms hereof, D&D will refrain from collecting on said invoices.

This Note is subject to the following terms and conditions:

1. If Borrowers default under the terms of this Note and Agreement, Holder shall be able to recover from Borrowers, Holder's costs of collection, including reasonable attorney fees..

2. This Note is made at Delphos, Ohio and is to be construed according to the laws of the State of Ohio and is filed as such with the Secretary of State.

3. The undersigned hereby represent and agree that the transaction evidenced by this Note constitutes a "business loan" as that term is used in Section 1343.01 of the Ohio Revised Code, and does not constitute a "consumer loan" or "consumer transaction", as defined in Section 2323.13 of the Ohio Revised Code.

Archbold Elevator, Inc.

By: William L. Fricke 7/1/10

William L. Fricke, Owner
Archbold Elevator, Inc.
Archbold, Ohio

William L. Fricke 7/1/10
William L. Fricke, Individually

EXHIBIT B

2010 JUL 20 AM 10:23

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Cynthia A. Miller

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

D&D Ingredient Distributors, Inc.
 5025 N. Kill Road
 Delphos, Ohio 45833

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

OR

1a. ORGANIZATION'S NAME Archbold Elevator, Inc.	FIRST NAME	MIDDLE NAME	SUFFIX
1b. INDIVIDUAL'S LAST NAME	CITY Archbold	STATE OH	POSTAL CODE 43502
1c. MAILING ADDRESS 3265 County Road 24	1d. TYPE OF ORGANIZATION Corporation		
1e. JURISDICTION OF ORGANIZATION State of Ohio			

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

OR

2a. ORGANIZATION'S NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2b. INDIVIDUAL'S LAST NAME Fricke	CITY William Jr.	STATE L	POSTAL CODE 43667-9472
2c. MAILING ADDRESS 18412 County Rd De	2d. TYPE OF ORGANIZATION Individual		
2e. JURISDICTION OF ORGANIZATION State of Ohio			

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR SIP) - insert only one secured party name (3a or 3b)

OR

3a. ORGANIZATION'S NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3b. INDIVIDUAL'S LAST NAME D&D Ingredient Distributors, Inc.	CITY Delphos	STATE Oh	POSTAL CODE 45833
3c. MAILING ADDRESS 5025 N. Kill Road	3d. JURISDICTION OF ORGANIZATION State of Ohio		

4. This FINANCING STATEMENT covers the following collateral:
 All of the following which Debtor owns now or in the future, together with all parts, accessories, repairs, replacements, improvements and acccessions, and wherever located: **INVENTORY**: All inventory held for ultimate sale or lease, or which has been or will be supplied under contracts of service, or which are raw materials, work in process, or materials used or consumed in Debtor's business. **EQUIPMENT**: all equipment including, but not limited to, machinery, vehicles, furniture, fixtures, manufacturing equipment, farm machinery and equipment, shop equipment, office and record keeping equipment, parts and tools. The property includes any equipment described in a list or schedule Debtor gives to Secured Party, but such a list is not necessary to create or perfect a valid security interest in all of Debtor's equipment. **ACCOUNTS AND OTHER RIGHTS TO PAYMENT**: All rights to payment, whether or not earned by performance, including, but not limited to, payment for property or services sold, leased, rented, licensed, or assigned. This includes any rights and interests (including all liens) which Debtor may have by law or agreement against any account debtor or obligor of Debtor.

5. ALTERNATIVE DESIGNATION (if applicable): LESSOR LESSOR COUNTERPARTY DEBTOR DEBTOR

AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) [or recorded] in the REAL ESTATE RECORDS, Altech Addendum All Debtors Debtor 1 Debtor 2

7. Check to request SEARCH REPORT(S) on Debtor(s) (Additional Fee) Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY — (FORM UCC1) (REV. 07/11/08)

Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

07/22/2010

D&D INGREDIENT DISTRIBUTORS, INC.
5025 N. KILL RD.

DELPHOS, OH 45833

Financing Statement Number: OH00143754827

Miscellaneous Number: 0

Filing Date: 07/20/2010

Document Number: 201020101703

Order Number: 1302957698

Batch Number: 80583737

Debtor Name: ARCHBOLD ELEVATOR, INC.

Please validate your filing on our Web site at WWW.STATE.OH.US/SOS.

EXHIBIT C

Ranges: Customer ID: ARCHBOLD - ARCHBOLD
 Customer Class: First - Last
 Salesperson ID: First - Last
 Sales Territory: First - Last
 Attention: First - Last
 Customer Name: First - Last
 Short Name: First - Last
 Posting Date: First - Last
 ZIP Code: First - Last
 State: First - Last
 Telephone: First - Last

Account Type: All
 Account by Customer ID
 Document: by Customer Number
 Exclude: Zero Balance, No Activity, Fully Paid Documents, Unposted Applied Credit Documents, Multicurrency Info

* - Indicates an unposted credit document that has been applied.

Customer: ARCHBOLD Name: Archbold Elevator, Inc. Account Type: Open Item Aged As of: 4/18/2011

Attention: (800) 344-2451 Ext. 0000
 Contact: OHIO
 Territory: Net 10
 Salesperson: Credit: \$450,000.00 Or If The Sum Of Period 2 and Beyond Exceeds:

Document Number	Type	Date	Amount	Discount	Writeoff	Current	31 - 60 Days	61 - 90 Days	91 and Over
FCHRG000000002019	FIN	12/31/2010	\$93.63						\$93.63
FCHRG000000002049	FIN	1/31/2011	\$319.86						
FCHRG000000002082	FIN	2/28/2011	\$470.70			\$470.70			\$319.86
FCHRG000000002113	FIN	3/31/2011	\$559.87			\$559.87			
INV00058281	SLS	2/11/2011	\$7,382.76						\$7,382.76
INV00058299	SLS	2/11/2011	\$11,223.36						\$11,223.36
INV00058324	SLS	2/14/2011	\$18,961.69						\$18,961.69
INV00058439	SLS	2/16/2011	\$10,258.98						\$10,258.98
INV00058523	SLS	2/18/2011	\$19,241.78						\$19,241.78
INV00058524	SLS	2/18/2011	\$7,519.31						\$7,519.31
INV00058589	SLS	2/21/2011	\$7,447.62						\$7,447.62
INV00058628	SLS	2/22/2011	\$17,300.49						\$17,300.49
INV00058701	SLS	2/23/2011	\$20,127.80						\$20,127.80
INV00058749	SLS	2/24/2011	\$6,714.42						\$6,714.42
INV00058759	SLS	2/24/2011	\$8,880.42						\$8,880.42
INV00058762	SLS	2/24/2011	\$10,232.50						\$10,232.50
INV00058763	SLS	2/24/2011	\$9,476.75						\$9,476.75
INV00058803	SLS	2/24/2011	\$5,933.94						\$5,933.94
INV00058933	SLS	3/1/2011	\$2,422.33						\$2,422.33
INV00058944	SLS	3/1/2011	\$29,443.77						\$29,443.77
INV00058981	SLS	3/2/2011	\$8,995.23						\$8,995.23

MONTH OF INVOICES - DETAIL D & D Ingredients, Inc.

INV00058983	SLS	3/2/2011	\$9,832.28	INV00058983	SLS	4/6/2011	\$9,369.36
INV00059061	SLS	3/3/2011	\$14,236.95	INV00060207	SLS	4/1/2011	\$5,614.76
INV00059063	SLS	3/3/2011	\$9,568.98	INV00060159	SLS	3/31/2011	\$9,421.09
INV00059128	SLS	3/4/2011	\$8,972.26	INV00060037	SLS	3/30/2011	\$725.23
INV00059258	SLS	3/10/2011	\$8,569.73	INV00060036	SLS	3/30/2011	\$16,908.73
INV00059259	SLS	3/10/2011	\$9,156.53	INV00059888	SLS	3/29/2011	\$9,677.58
INV00059345	SLS	3/11/2011	\$6,870.60	INV00059987	SLS	3/29/2011	\$10,000.85
INV00059347	SLS	3/11/2011	\$9,468.36	INV00059962	SLS	3/29/2011	\$13,710.86
INV00059413	SLS	3/14/2011	\$890.50	INV00059944	SLS	3/28/2011	\$9,930.00
INV00059421	SLS	3/14/2011	\$10,520.67	INV00059902	SLS	3/25/2011	\$3,632.50
INV00059422	SLS	3/14/2011	\$26,216.11	INV00059868	SLS	3/25/2011	\$8,582.24
INV00059423	SLS	3/14/2011	\$9,602.60	INV00059849	SLS	3/24/2011	\$10,338.13
INV00059622	SLS	3/17/2011	\$10,626.50	INV00059840	SLS	3/24/2011	\$9,573.86
INV00059635	SLS	3/18/2011	\$3,786.26	INV00059758	SLS	3/22/2011	\$14,930.18
INV00059741	SLS	3/22/2011	\$33,109.12	INV00059741	SLS	3/22/2011	\$33,109.12
INV00059840	SLS	3/24/2011	\$9,573.86				
INV00059849	SLS	3/24/2011	\$10,338.13				
INV00059868	SLS	3/25/2011	\$8,582.24				
INV00059902	SLS	3/25/2011	\$3,632.50				
INV00059944	SLS	3/28/2011	\$9,930.00				
INV00059962	SLS	3/29/2011	\$13,710.86				
INV00059987	SLS	3/29/2011	\$10,000.85				
INV00059988	SLS	3/29/2011	\$9,677.58				
INV00060036	SLS	3/30/2011	\$16,908.73				
INV00060037	SLS	3/30/2011	\$725.23				
INV00060159	SLS	3/31/2011	\$9,421.09				
INV00060207	SLS	4/1/2011	\$5,614.76				
INV00060208	SLS	4/1/2011	\$24,109.45				
INV00060368	SLS	4/6/2011	\$9,369.36				

\$9,832.28
\$14,236.95
\$9,568.98
\$8,972.26
\$8,569.73
\$9,156.53
\$6,870.60
\$9,468.36
\$890.50
\$10,520.67
\$26,216.11
\$9,602.60
\$10,626.50
\$3,786.26
\$33,109.12
\$14,930.18
\$9,573.86
\$10,338.13
\$8,582.24
\$3,632.50
\$9,930.00
\$13,710.86
\$10,000.85
\$9,677.58
\$16,908.73
\$725.23
\$9,421.09
\$5,614.76
\$24,109.45
\$9,369.36

Customer(s)	1	Grand Totals:	Current	31 - 60 Days	61 - 90 Days	91 and Over	Balance
RTN	4/6/2011	\$11,014.42	\$11,014.42				
SLS	4/6/2011	\$9,738.46	\$9,738.46				
SLS	4/8/2011	\$8,667.65	\$8,667.65				
SLS	4/11/2011	\$26,348.17	\$26,348.17				
SLS	4/13/2011	\$9,033.87	\$9,033.87				
SLS	4/15/2011	\$3,668.38	\$3,668.38				
SLS	4/15/2011	\$8,934.35	\$8,934.35				
SLS	4/15/2011	\$9,274.52	\$9,274.52				
SLS	4/15/2011	\$15,045.79	\$15,045.79				
SLS	4/15/2011	\$11,300.13	\$11,300.13				
RTN	4/5/2011	(\$35.00)	(\$35.00)				
RTN	4/13/2011	(\$80.50)	(\$80.50)				
<hr/>							
Totals:		\$303,104.05	\$303,104.05	\$292,525.39	\$48,146.65	\$93.63	\$643,869.72
Customer(s)	1	Grand Totals:	Current	31 - 60 Days	61 - 90 Days	91 and Over	Balance
			\$303,104.05	\$292,525.39	\$48,146.65	\$93.63	\$643,869.72

EXHIBIT D

DILLER & RICE, LLC
Law Office

Steven L. Diller
Earl J. Rice

E-mail of the undersigned:
dillerlaw@roadrunner.com

Kelly J Rauch
Dillon W. Staas, IV

April 24, 2011
Via Facsimile Only

Gerald Kowalski, Esq.
Receiver of Archbold Elevator, Inc.
900 Adams Street
Toledo, Ohio 43604

Archbold Elevator, Inc.,
c/o Statutory Agent, William Fricke
3205 County Road 24
Archbold, Ohio 43502

Re: D & D Ingredient Distributors, Inc. ("Creditor")
Archbold Elevator, Inc. ("Debtor")
Claim of Reclamation Ohio Revised Code §1302.76(B)
Amount of \$83,605.21

Gentlemen:

This letter constitutes a notice of demand for the return of certain goods purchased by the above-captioned debtor Archbold Elevator, Inc from D & D Ingredient Distributors, Inc. (the "Seller"). Please take notice that pursuant to Ohio Revised Code §1302.76(B), and by virtue of the Debtor's insolvency, the Seller hereby demands the return of all the "Goods" currently in your possession and delivered to you on or after April 11, 2011 pursuant to the invoices attached hereto as a composite Exhibit.. Unless you authorize the return of the Goods immediately, further appropriate measures will be taken.

Please contact the undersigned immediately to make arrangements to allow the Seller to reclaim the Goods. I look forward to hearing from you shortly. If you have any questions, please feel free to call.

Sincerely,



Steven L. Diller
SLD/kjc
Encls.

cc: D & D Ingredient Distributors, Inc.

*** HISTORICAL ***

D & D Ingredient Distributors, Inc.
 5025 N. Kill Rd.
 Delphos OH 45833

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Bill To:

Archbold Elevator, Inc.
 3265 County Rd. 24
 Archbold OH 43502

Ship To:

3265 County Rd. 24
 Archbold OH 43502

D&D Order No.	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Reg Ship Date	Cust.PO No.
0000073911	ARCHBOLD		D&D VAN G 1	Net 10	4/5/2011	
Ordered	Shipped	Item Number	Description	Discount	Unit Price	Ext. Price
80.00000	80.00000	260400	Energy Booster 100 Bag 50#	\$0.00000	\$40.22069	\$3,217.66
		11C167	4,000.00000			
160.00000	160.00000	127860	Yeast DV XP Bag 50#	\$0.00000	\$19.01307	\$3,042.09
		130311	8,000.00000			
80.00000	80.00000	126700	Soychlor Bag 50#	\$0.00000	\$13.75835	\$1,100.67
		02110309003	4,000.00000			
160.00000	160.00000	121600	Bio Chlor Bag 50#	\$0.00000	\$14.91468	\$2,386.35
		GG1087B4	8,000.00000			
42.00000	42.00000	140600	Calcium Chloride Flake Bag 50#	\$0.00000	\$18.92424	\$794.82
		0166	2,100.00000			
40.00000	40.00000	183050A-1.0	Barton/Kiefer Dairy VTM #2 012407 Bag 50#	\$0.00000	\$82.75000	\$3,310.00
		11F076-4	250.00000			
		11F076-4	1,750.00000			
49.00000	49.00000	142200	Magnesium Sulfate Bag 50#	\$0.00000	\$16.97161	\$831.61
		0211	2,450.00000			
160.00000	160.00000	201000	Lysine Bag 55.115#	\$0.00000	\$67.39945	\$10,783.91
		126604	8,818.40000			
4.00000	4.00000	143444	Salt Feed Grade Cargill Tote 2000#	\$0.00000	\$144.05957	\$576.24
		11T082-2	4,679.00000			
		11T082-2	1.00000			
		11T090-2	2,000.00000			
		11T082-2	1,320.00000			
Subtotal						\$26,043.35
Misc						\$91.66
Tax						\$0.00
Freight						\$213.16
Trade Discount						\$0.00
Total						\$26,348.17

*** HISTORICAL ***

D & D Ingredient Distributors, Inc.
 5025 N. Kill Rd.
 Delphos OH 45833

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D&D Order No.	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Cust. PO No.
0000073850	ARCHBOLD		CUSTOMER PICKUP	Net 10	4/5/2011	
Ordered	Shipped	Item Number	Description	Discount	Unit Price	Ext. Price
44,700.00000	44,700.00000	121200 BIN#14	Armno Plus Bulk 44,700.00000	\$0.00000	\$0.20210	\$9,033.87
Subtotal						\$9,033.87
Misc						\$0.00
Tax						\$0.00
Freight						\$0.00
Trade Discount						\$0.00
Total						\$9,033.87

*** HISTORICAL ***

D & D Ingredient Distributors, Inc.
 5025 N. Kill Rd.
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D&D Order No.	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Cust. PO No.
0000074369	ARCHBOLD		D&D VAN 1748	Net 10	4/13/2011	
Ordered	Shipped	Item Number	Description	Discount	Unit Price	Ext. Price
23.37600	23.37600	143444	Salt Feed Grade Cargill Tote 2000#	\$0.00000	\$144.05957	\$3,367.54
		11T097-2	752.00000			
		11T097-2	1,030.00000			
		11T094-2	929.00000			
		11T094-2	1.00000			
		11T097-2	44,040.00000			
Subtotal						\$3,367.54
Misc						\$90.46
Tax						\$0.00
Freight						\$210.38
Trade Discount						\$0.00
Total						\$3,668.38

*** HISTORICAL ***

D & D Ingredient Distributors, Inc.
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D&D Order No.	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Reg Ship Date	Cust. PO No.
0000074445	ARCHBOLD		CUSTOMER PICKUP	Net 10	4/14/2011	
Ordered	Shipped	Item Number	Description	Discount	Unit Price	Ext. Price
45,700.00000	45,700.00000	121200 DME 51463	Amino Plus Bulk 45,700.00000	\$0.00000	\$0.19550	\$8,934.35
Subtotal						\$8,934.35
Misc						\$0.00
Tax						\$0.00
Freight						\$0.00
Trade Discount						\$0.00
Total						\$8,934.35

*** HISTORICAL ***

D & D Ingredient Distributors, Inc.
 5025 N. Kill Rd.
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D&D Order No.	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Cust.PO No.
0000074159	ARCHBOLD		CUSTOMER PICKUP	Net 10	4/8/2011	
Ordered	Shipped	Item Number	Description	Discount	Unit Price	Ext. Price
47,440.00000	47,440.00000	121200 AGPX 96066	Amino Plus Bulk 47,440.00000	\$0.00000	\$0.19550	\$9,274.52
Subtotal						\$9,274.52
Misc						\$0.00
Tax						\$0.00
Freight						\$0.00
Trade Discount						\$0.00
Total						\$9,274.52

*** HISTORICAL ***

D & D Ingredient Distributors, Inc.
 5025 N. Kill Rd.
 Delphos OH 45833

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D&D Order No.	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Cust. PO No.
0000074245	ARCHBOLD		D&D HOPPER T47	Net 10	4/14/2011	
Ordered	Shipped	Item Number	Description	Discount	Unit Price	Ext. Price
26.14000	26.14000	142000	Mag Ox 56% Bulk	\$0.00000	\$562.00000	\$14,690.68
		21123	52,279.00000			
		21123	1.00000			
Subtotal						\$14,690.68
Misc						\$106.78
Tax						\$0.00
Freight						\$248.33
Trade Discount						\$0.00
Total						\$15,045.79

*** HISTORICAL ***

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D&D Order No.	Customer ID	Salesperson ID	Shipping Method	Payment Terms	Req Ship Date	Cust. PO No.
0000074237	ARCHBOLD		CUSTOMER PICKUP	Net 10	4/11/2011	
Ordered	Shipped	Item Number	Description	Discount	Unit Price	Ext. Price
12.75000	12.75000	121200	Amino Plus Bulk	\$0.00000	\$394.70000	\$5,032.43
		SIRX 95480	25,499.00000			
		SIRX 95480	1.00000			
11.65000	11.65000	103200	Meat & Bone Meal Pork Bulk	\$0.00000	\$538.00000	\$6,267.70
		20710	23,300.00000			
Subtotal						\$11,300.13
Misc						\$0.00
Tax						\$0.00
Freight						\$0.00
Trade Discount						\$0.00
Total						\$11,300.13