

**IN THE COURT OF COMMON PLEAS
FULTON COUNTY, OHIO**

THE FARMERS & MERCHANTS
STATE BANK,

Plaintiff,

-vs-

ARCHBOLD ELEVATOR, INC., et al.,

Defendants.

) Case No. 11CV000128

) Judge Barber

) **MOTION TO PAY ADMINISTRATIVE
EXPENSES**

)

Gerald R. Kowalski (0022323)

) Renisa A. Dorner (40192)

COOPER & WALINSKI, LPA

) 900 Adams Street

Toledo, Ohio 43604

) Telephone: (419) 241-1200

Telefax: (419) 720-3421

) Email: kowalski@cooperwalinski.com

dorner@cooperwalinski.com

)

Counsel for Archbold Entities

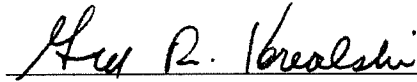
)

Pursuant to this Court's Order appointing Receiver dated April 12, 2011 (¶¶17, 18, 30 and 31), the Receiver moves this Court for an order authorizing payment for fees incurred by the Receiver, the Receiver's consultant, George Green and the accounting firm of Shultz Huber and Associates. The Receiver, its consultant and accountant have spent significant time implementing this Court's order, as is explained in the Receiver's First Status Report. Itemized bills for services rendered during April from these entities are attached to this Motion:

Shultz Huber and Associates	\$	7,673.00
George Green		7,237.35
Cooper & Walinski		59,915.38

All of the work reflected on the enclosed invoices was necessary for the ongoing operation of the Archbold Entities and are consistent with the obligations of the Receiver under this Court's Order. Therefore, the Receiver moves this Court for an order approving the immediate payment of the above invoices.

Respectfully submitted,



Gerald R. Kowalski, Receiver
Renisa A. Dorner
Counsel for Archbold Entities

CERTIFICATE OF SERVICE

This is to certify that on this 26 day of May, 2011, a copy of the foregoing **Motion to Pay Administrative Expenses** was served by ordinary United States mail upon:

David J. Coyle
Nathan A. Hall
Shumaker, Loop & Kendrick, LLP
100 Jackson Street
Toledo, Ohio 43604

Counsel for Plaintiffs

Brian C. Kalas
5580 Monroe Street
Sylvania, Ohio 43560
Counsel for Defendants William & Lynette Fricke

Steven L. Diller
Dillon W. Staas
Diller & Rice, LLC
124 E. Main Street
Van Wert, Ohio 45891

Counsel for Defendant D&D Ingredient Distributors, Inc.

James R. Jeffery
Laurie J. Pangle
James P. Silk, Jr.
Spengler Nathanson P.L.L.
Four SeaGate, Suite 400
Toledo, Ohio 43604-2622

Counsel for Defendants The Andersons, Inc. and The Andersons Agriculture Group, L.P.

Elizabeth J. Hall
480 W. Dussel Drive
Maumee, Ohio 43537

Counsel for Defendants The Andersons, Inc. and The Andersons Agriculture Group, L.P.

James R. Patterson
Ohio Department of Agriculture
8995 East Main Street
Reynoldsburg, Ohio 43068

The Receivables Exchange, LLC
c/o Statutory Agent
National Registered Agents, Inc.
1011 N. Causeway Blvd., Suite 3
Mandeville, Louisiana 70471

Michael S. Messenger
Mark A. Ozimek
Robison, Curphey & O'Connell
Ninth Floor, Four SeaGate
Toledo, Ohio 43604

*Counsel for Defendant Fenstermaker
Farms, Inc.*

Toyota Motor Credit Corporation
c/o Statutory Agent
CT Corporation System
1300 East Ninth Street
Cleveland, Ohio 44114

Gregory L. Arnold
Daniel C. Arnold
Law Offices of Gregory L. Arnold &
Associates, Ltd.
5749 Park Center Court
Toledo, Ohio 43615

*Counsel for Agricultural Products
Extension, LLC*



Gerald R. Kowalski, Receiver

MAY - 4 2011



SHULTZ HUBER
AND ASSOCIATES, INC.

CERTIFIED PUBLIC ACCOUNTANTS
BUSINESS DEVELOPMENT SPECIALISTS

FEDERAL ID NO. 34-1769212

Gerald Kowalski, Esq.
Gerald Kowalski, Esq.
900 Adams Street
Toledo, OH 43604

ID: 69573
Invoice: 20103943
Date: 04/29/2011

For Professional Services Rendered Through April 30, 2011:

Consulting services related to the Archbold Elevator, Inc. receivership. 18.6 hours through April 30, 2011 - D. J. Muse, CPA, DABFA	3,627.00
Consulting services related to the Archbold Elevator, Inc. receivership. 29.75 hours through April 30, 2011 - Steve Samples, CPA, DABFA	4,046.00

Thank you for this opportunity to be of service.

CURRENT TOTAL

\$7,673.00

invoices are due upon receipt. If payment is not received within 30 days a service charge will be assessed at a monthly rate of 1.5% from the invoice date. A minimum charge of \$5.00 applies.

**George Green
Agri-Business Consultant
2342 South 300 East
Monticello, Indiana 47960**

File No. 11043

*****INVOICE*****

File No. 11043 Invoice Date April 28, 2011

Client Gerry Kowalski - Reciever Archbold Elevator

Date	Hours	Service	Miles	Service Total
14-Apr	8	Archbold Elevator	348	800.00
15-Apr	1	Phone Conference		100.00
18-Apr	1	Phone Conference		100.00
20-Apr	8	Archbold Elevator	192	800.00
21-Apr	8	Archbold Elevator		800.00
22-Apr	8	Archbold Elevator	174	800.00
25-Apr	4	IPC Meeting and Preparation	37	400.00
26-Apr	8	Archbold Elevator	171	800.00
27-Apr	8	Archbold Elevator	206	800.00
28-Apr	8	Archbold Elevator	174	800.00
Miles Total			1302 rate	\$0.50 \$651.00
Lodging Apr 20 -21 (see receipt)				175.48
Lodging Apr 26-27 (see receipt)				158.36
Meals total (see receipts)				52.51
			Amount Due	\$7,237.35

Terms:

Please make check payable to:

George Green
2342 South 300 East
Monticello, IN 47960

Thank you for your business

IN ACCOUNT WITH
COOPER & WALINSKI

A LEGAL PROFESSIONAL ASSOCIATION

Federal ID Number: #34-1097320

900 ADAMS STREET
TOLEDO, OHIO 43604

TEL: (419) 241-1200 * FAX: (419) 242-9606

TERMS: DUE UPON RECEIPT

ARCHBOLD ELEVATOR RECEIVERSHIP
FULTON COUNTY COMMON PLEAS COURT
WAUSEON, OHIO 43567

May 25, 2011

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INVOICE NUMBER: 1056427

PROFESSIONAL SERVICES RENDERED THROUGH 04/30/11
0073578-0001 (Farmers & Merchants Bank v. Archbold Elevator Inc. et al)

04/12/11	GRK	Review filings; E-mails; Phone conference with J. Rothschild; Phone conference with G. Green	2.50
04/12/11	RAD	Review receivership documents including complaint and order appointing receiver	1.00
04/13/11	GRK	Two phone conferences with J. Rothschild; Review pleadings; Conference call; Three phone conferences with G. Green; Phone conference with D. Coyle; Three phone conferences with B. Kalas; Two phone conferences with attorney S. Evans with TruPointe; To Archbold to meet with employees; Phone conference with J. Rothschild	11.00
04/13/11	RAD	Conference call with all interested parties; Travel to and from Archbold; Analyze issues to be addressed with management; Meeting with management	9.50
04/13/11	RAD	Research license suspension	1.00
04/14/11	GRK	Numerous phone calls; To Archbold; Conference with G. Green	9.50

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0073578-0001 (Farmers & Merchants Bank v. Archbold Elevator Inc. et al)

04/14/11	RAD	Travel to and from Archbold; Meeting with employees at Archbold; Review ARs and APs; Review all facets of organization; Research assets; Tour locations; Phone conference with George Green	6.70
04/15/11	GRK	Numerous calls; To Andersons for meeting; Conference call with all counsel; E-mails	7.00
04/15/11	RAD	Attend meeting with The Andersons; Review TruPointe issue and research; Review and revise promissory note; Review financial statements	5.20
04/17/11	GRK	Work on file; E-mails; Review financial statements	4.00
04/18/11	GRK	Phone calls; E-mails; To Archbold to meet with bank, officials; To facility	9.00
04/18/11	RAD	Research loss of license; E-mails with J. Patterson regarding same; Finalize changes to promissory note; Travel to and from Archbold; Meeting with Bank; Attend conference call; Meeting with employees at Archbold Elevator; Begin assessing costs of continuing business	11.20
04/19/11	GRK	Phone calls; Conference calls; E-mails; Review financials	8.00

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0073578-0001 (Farmers & Merchants Bank v. Archbold Elevator Inc. et al)

04/19/11	RAD	Work on bank documents and account; Meeting with B. Kalas regarding issues going forward; Begin draft of letter to employees, farmers, creditors; Discussion with T. Gerig regarding feed operations; E-mails with Bank; Attend conference call	8.10
04/20/11	EJM	Read complaint and motion for receivership	0.20
04/20/11	EJM	Discussed creation of receivership webpage with B. Kaufman and D. Zylka to discuss creation of webpage for receivership	0.30
04/20/11	GRK	Work on receivership; Phone calls; Meet with B. Kalas	7.50
04/20/11	RAD	Review of dairy bankruptcy situations and proposals; Take care of wire transfers; E-mails with S. Brink regarding financials; Attention to employment law issues; Review producer payments; Review checks for payment; Attend conference call; Review press release; Phone calls with producers; Phone calls with creditors; Phone calls with legal counsel representing various entities; Attention to bankruptcy issues	5.80
04/21/11	GRK	To Archbold; Meet with G. Green and accountants; Work at facility	11.00
04/21/11	RAD	Work on letter to employees; Review TruPointe issue; Phone conference with Endres counsel and past due amount; Conference call; Review assignment of contracts and issues; Phone conference with J. Silk regarding same; Review list of contracts; Seek payoff numbers; Review job descriptions and other HR issues; Review payoff numbers	5.10

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0073578-0001 (Farmers & Merchants Bank v. Archbold Elevator Inc. et al)

04/22/11	EJM	Attended portion of daily teleconference	0.30
04/22/11	GRK	Phone calls; Review revised cash flow analysis; Review Trupointe issue	5.00
04/22/11	RAD	Travel to and from Archbold; Phone conference with Andersons regarding contracts, employee issues, TruPointe issue; Review Lotter nursery use; Attention to trucking with The Andersons; Attend conference call; Review ownership of properties; Write checks; Discuss all payments necessary to maintain operations; Discuss fuel costs, determine assets; Determine costs associated with feed and barns; Review employee benefits; Phone conference with S. Evans regarding Trupointe	11.50
04/23/11	CEM	Phone conference with G. Kowalski re: insurance coverage issues	0.20
04/24/11	CEM	Review and analyze Westfield Insurance policy	2.10
04/24/11	GRK	Review order; Letter to J. Rothschild re: changes to order and approval of various items; Revise letter to employees; Review financials	1.10
04/25/11	EJM	Telephone call from B. Kaufman re: status of web page; Brief meeting with R. Dorner re: pleadings to post on web page, forward complaint, motion for receiver and order to B. Kaufman for posting	0.20

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04/25/11	GRK	Conference call with Andersons; Phone conference with J. Rothschild; E-mails	1.20
04/25/11	RAD	Conference call with The Andersons regarding assignment; Review contract list; Phone conference with Farmers & Merchants regarding various accounts and transactions; Go online and review transactions; Research employment of minor; Phone conference with J. Silk regarding Anderson's interest in gain operations; Attend group conference call; Review recent reclamation demand by D & D; E-mails with T. Gerig regarding information concerning D & D's demand; Phone conference with B. Kalas regarding cash analysis; Phone conference with S. Evans regarding TruPointe's position with respect to lien; Revise assignment contract; Revise letter to farmers regarding assignment; Research what properties are part of receivership property; Develop use of fuel protocol	10.20
04/26/11	CEM	Draft memo to G. Kowalski	0.40
04/26/11	CEM	Conference with D. Dow re: research needed in IRMI re: form policy	0.20
04/26/11	EJM	Meeting with G. Kowalski to discuss lay-out of web page and delegation of tasks	0.30

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0073578-0001 (Farmers & Merchants Bank v. Archbold Elevator Inc. et al)

04/26/11	GRK	Conference with Judge Barber, meet with R. Dorner; Numerous phone calls and e-mails; Conference calls	3.00
04/26/11	RAD	Finalize letter to growers regarding contracts; Travel to and from Archbold; Review all accounts; Review written contracts with farmers; Review A/R with W. Fricke; Resolve issues concerning bank account; Receive acres contracts; Review relationships with various vendors; Conference call with George Green; Discuss profitability issues with accountants	8.10
04/27/11	CEM	Review form policy re: employee theft	0.80
04/27/11	CEM	Draft insurance analysis re: Westfield policy	1.60
04/27/11	DRD	Locate IRMI forms CR0021 and CR0025	0.90
04/27/11	EJM	Received and read B. Kaufman instructions for submitting posts for webpage	0.10
04/27/11	EJM	Received and read letter to all Receivership employees	0.10

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0073578-0001 (Farmers & Merchants Bank v. Archbold Elevator Inc. et al)

04/27/11	GRK	Conference with R. Dorner; E-mails; Review cash flow; Review order re: TruPointe issues	2.50
04/27/11	RAD	Travel to and from Archbold; Review protocol for grain removal; Meeting with IPC; Review payroll issues; E-mails with bank regarding same; Phone conferences with various creditors; Review all outstanding bills; Adjust expenses; Review profitability; Meet with Anderson's person regarding removal of grain; Meeting with employees regarding following protocol for removal of grain; Deal with bank on various issues; Finalize employee letter; Deal with more found checks; Continue to review paperwork in elevator office	12.50
04/28/11	GRK	Phone conference with G. Green; Phone conference with R. Dorner; E-mails	0.70
04/28/11	RAD	Travel to and from Archbold; Respond to numerous creditors, farmers and employees; Discussed gilt needs with M. Sattler; Discuss movement of grains with A. Gongwer; Review TruPointe letter; Meet with ODA regarding checks; Review A/R and likely deposits; Phone conferences with one farmer demanding honor of contract; Review use of cell phones; Phone conference with Dr. Bales; Meeting with IPC regarding status	8.80
04/29/11	CEM	Draft insurance analysis re: Westfield policy and finalize memorandum	0.80

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04/29/11	GRK	Phone conference with R. Dorner; E-mails	1.00
04/29/11	RAD	Attention to handling issues, ordering of supplies; Phone conference with Ridgerville Elevator; Phone conference with The Anderson's regarding interest; Phone conference with M. Anderson regarding contracts; Phone conference with T. Gerig regarding contracts; Review accountants report; Attend conference call and address concerns; Resend checks; Draft correspondence to creditors	4.00
04/30/11	GRK	Meet with R. Dorner; E-mails	1.50
04/30/11	RAD	Meeting with G. Kowalski about process moving forward; Phone conference with T. Gerig regarding Anderson contracts, wheat dockage, discounts, funeral, etc.; E-mail voided checks to ODA	2.50
Total Hours		205.20	Current Amount: 59,245.50

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PROFESSIONAL SERVICES RENDERED THROUGH 04/30/11
0073578-0001 (Farmers & Merchants Bank v. Archbold Elevator Inc. et al)

DISBURSEMENTS:

04/22/11	Copy Charges	0.90
04/22/11	Copy Charges	0.10
04/29/11	Copy Charges	0.10
04/21/11	Delivery	3.00
04/13/11	Mileage to/from Archbold: Gerald R. Kowalski	53.00
04/13/11	Mileage/Tolls to/from Archbold: Gerald R. Kowalski	58.25
04/15/11	Mileage to/from Andersons for meeting: Gerald R. Kowalski	13.00
04/18/11	Mileage to/from Archbold: Gerald R. Kowalski	55.00
04/21/11	Mileage to/from Archbold: Gerald R. Kowalski	49.00
04/21/11	Mileage to/from Archbold: Gerald R. Kowalski	57.00
04/30/11	Mileage/Tolls to/from Archbold Elevator: Renisa A. Dorner: 4/14/11	70.00
04/30/11	Mileage to/from Archbold Elevator: Renisa A. Dorner: 4/22, 4/26, 4/27, 4/28	220.00
04/14/11	Dinner with Geo Green: Gerald R. Kowalski	53.96
04/21/11	Breakfast with accountants & G. Gapen: Gerald R. Kowalski	36.57
	Current Disbursements:	669.88

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0073578-0001 (Farmers & Merchants Bank v. Archbold Elevator Inc. et al)

Previous Balance:	\$0.00
Less Cash Received (Since Last Invoice):	\$0.00
Invoice Adjustments (Since Last Invoice):	\$0.00
Net Balance:	\$0.00
Total Fees & Disbursements:	\$59,915.38
Adjustments and Other Credits:	\$0.00
Current Balance Due:	\$59,915.38

***TO ENSURE PROPER CREDIT PLEASE INCLUDE OUR INVOICE NUMBER ON YOUR CHECK.
FREE PARKING IS AVAILABLE FOR YOUR CONVENIENCE AT THE KWIK PARKING LOT ON THE
LEFT SIDE OF MICHIGAN STREET SOUTH OF ADAMS. PLEASE BRING THE CLAIM CHECK YOU
RECEIVE TO OUR RECEPTIONIST FOR VALIDATION; CALL OUR RECEPTIONIST BEFORE YOUR
NEXT APPOINTMENT FOR DETAILS.***

**IN THE COURT OF COMMON PLEAS
FULTON COUNTY, OHIO**

THE FARMERS & MERCHANTS STATE BANK,)	Case No. 11CV000128
)	Judge Barber
Plaintiff,)	<u>ORDER</u>
-vs-)	
)	
ARCHBOLD ELEVATOR, INC., et al.,)	
)	
Defendants.)	

This matter came on for consideration of the Receiver's Motion to Pay Administrative Expenses incurred during the month of April. The Court has reviewed the Receiver's Motion and the itemized bills that were attached. It appears that the expenses included in this motion are reasonable and necessary for the implementation of this Court's Order.

Therefore, for good cause shown, the motion of the Receiver to pay administrative expenses is found well-taken and is hereby granted. The Receiver is hereby ordered to pay the bills of Schultz Huber and Associates, George Green and Cooper & Walinski for the amounts stated in the motion.

IT IS SO ORDERED.

Honorable James E. Barber