

IN THE COURT OF COMMON PLEAS, FULTON COUNTY, OHIO

THE FARMERS & MERCHANTS :  
STATE BANK, :  
  
Plaintiff, :  
  
-vs- : Case No. 11CV000128  
  
ARCHBOLD ELEVATOR, INC., et al., : Judge Barber  
  
Defendants. : ANSWER, COUNTERCLAIM,  
: AND CROSSCLAIMS OF OHIO  
: DEPARTMENT OF  
: AGRICULTURE

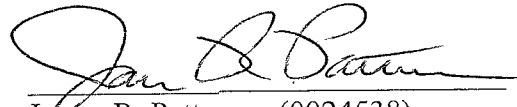
ANSWER OF OHIO DEPARTMENT OF AGRICULTURE

Now comes Defendant Ohio Department of Agriculture (“ODA”), by counsel, and for its Answer to the Complaint states as follows:

1. ODA admits that it asserts an interest in the assets described in the Complaint pursuant to the statutory lien created under Ohio Revised Code 926.021, as more fully described in the Counterclaim and Crossclaims filed herewith.
2. Further answering, ODA denies for lack of knowledge the remaining allegations set forth in the Complaint.

WHEREFORE, ODA demands that the Court issue all orders necessary to secure the enforcement of ODA's interests in the property of Archbold Elevator, Inc., as described in the Counterclaim and Crossclaims set forth below.

MICHAEL DEWINE  
Ohio Attorney General



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Attorney for Ohio Department of  
Agriculture

### COUNTERCLAIM

Now comes the Ohio Department of Agriculture ("ODA"), by counsel, and for its Counterclaim against Plaintiff, The Farmers & Merchants State Bank, alleges as follows:

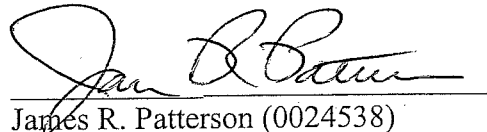
1. On April 11, 2011, the Director of ODA issued Order 2011-116 suspending the commodity handler's license of Defendant Archbold Elevator, Inc. ("Archbold Elevator") pursuant to Ohio Revised Code 926.10(G) and (H). A true copy of Order 2011-116 is attached hereto as Exhibit 1.
2. The suspension of Archbold Elevator's license constitutes a failure on the part of Archbold Elevator as defined in Ohio Revised Code 926.021(A)(2).
3. Pursuant to Ohio Revised Code 926.021, at the time of insolvency, ODA held the first and best lien on the agricultural commodity assets owned by or under the control of Archbold Elevator described in Ohio Revised Code 926.021(A)(3).

4. During the pendency of this litigation, ODA's priority lien against agricultural commodity assets has been satisfied through payment by The Andersons Agricultural Group L.P. However, ODA continues to assert a lien against any unencumbered funds, property, or equity in assets of Archbold Elevator remaining after satisfaction of the valid liens asserted herein, if any such assets remain, pursuant to Ohio Revised Code 926.021(A)(3)(f).

5. The indebtedness secured by such residual lien is currently unknown, but will be calculated after the payment of all valid claims against the Ohio Agricultural Commodity Depositors Fund arising as a result of the insolvency of Archbold Elevator.

WHEREFORE, ODA demands that the Court issue all orders necessary to secure the enforcement of ODA's interests under Ohio Revised Code 926.021(A)(3)(f).

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#### CROSSCLAIMS

Now comes the Ohio Department of Agriculture ("ODA"), by counsel, and for its Crossclaims against Defendants Archbold Elevator, Inc., Kainos Operations, Ltd., O-MI-O Inc., Henry Pig Inc., William L. Fricke, Lynette K. Fricke, The Andersons, Inc., The

Andersons Agricultural Group L.P., The Receivable Exchange, LLC, Fenstermaker Farms, Inc., D & D Ingredient Distributors, Inc., and Toyota Motor Credit Corporation (hereafter collectively referred to as "Crossclaim Defendants"), alleges as follows:

1. On April 11, 2011, the Director of ODA issued Order 2011-116 suspending the commodity handler's license of Defendant Archbold Elevator, Inc. ("Archbold Elevator") pursuant to Ohio Revised Code 926.10(G) and (H). A true copy of Order 2011-116 is attached hereto as Exhibit 1.

2. The suspension of Archbold Elevator's license constitutes a failure on the part of Archbold Elevator as defined in Ohio Revised Code 926.021(A)(2).

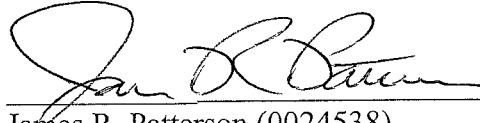
3. Pursuant to Ohio Revised Code 926.021, at the time of insolvency, ODA held the first and best lien on the agricultural commodity assets owned by or under the control of Archbold Elevator described in Ohio Revised Code 926.021(A)(3).

4. During the pendency of this litigation, ODA's priority lien against agricultural commodity assets has been satisfied through payment by The Andersons Agricultural Group L.P. However, ODA continues to assert a lien against any unencumbered funds, property, or equity in assets of Archbold Elevator remaining after satisfaction of the valid liens asserted herein, if any such assets remain, pursuant to Ohio Revised Code 926.021(A)(3)(f).

5. The indebtedness secured by such residual lien is currently unknown, but will be calculated after the payment of all valid claims against the Ohio Agricultural Commodity Depositors Fund arising as a result of the insolvency of Archbold Elevator.

WHEREFORE, ODA demands that the Court issue all orders necessary to secure the enforcement of ODA's interests under Ohio Revised Code 926.021(A)(3)(f).

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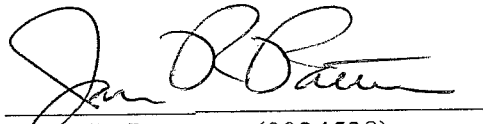


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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a copy of the foregoing pleadings has been served upon the parties listed below by ordinary U.S. Mail on this 10<sup>th</sup> day of May, 2011.

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