

IN THE COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL DISTRICT OF CALGARY

BETWEEN:

**NATIONAL BANK OF CANADA**

Plaintiff

- and -

**McGILLIVRAY & SERA FARMS LTD., 626625 ALBERTA  
LTD., 626626 ALBERTA LTD., BASTIAANSEN HOLDING  
COMPANY LTD., JOS BASTIAANSEN, CORIEN  
BASTIAANSEN, and BASSEM FARM CORPORATION**

Defendants

**NOTICE OF MOTION**

**(Additional Auction Items - Settlement of Inventory Trial)**

**TAKE NOTICE** that an application will be made by Ernst & Young Inc. (the "Receiver") in its capacity as Receiver of the Defendants McGillivray & Sera Farms Ltd. ("MSF"), 622625 Alberta Ltd., Bastiaansen Holdings Company Ltd., Jos Bastiaansen, and Corien Bastiaansen (collectively the "MSF Defendants") before the Honourable Madam Justice C.A. Kent in Chambers at the Court House, in the City of Calgary, in the Province of Alberta, on Tuesday, June 23, 2009 at 9:00 o'clock in the forenoon or so soon thereafter as counsel may be heard for an Order:

1. Abridging time for service of these motion materials, if necessary, and deeming service of the within Notice of Motion to be good and sufficient and declaring that no further parties are required to be served;
2. Approving the retainer of Ritchie Bros. Auctioneers (Canada) Ltd. to conduct an auction sale ("the Auction") of the Additional Equipment, all as described in the Receiver's Fifth Report, and vesting title to such Additional Equipment in the purchasers of such Additional Equipment at the Auction free and clear of any claims by, through or under any of the MSF Defendants, all as set out in the form of Order attached hereto as Schedule "A";
3. Declaring that those specific Personal Property Registry registrations which are set out in Appendix "A" to the form of Order attached as Schedule "A" hereto shall be discharged

from the Personal Property Registry upon sale of the corresponding property at the Auction and that the registrant of such registration will have the same priority as against the resulting sales proceeds as they otherwise would have had in property so sold;

4. Approving the Settlement Agreement ("the Settlement Agreement") which is attached as Schedule "D" to the Receiver's Fifth Report in respect of the Inventory (as that term is defined in the April 9, 2009 Order Directing the Trial of an Issue in the within Action), and the proceeds of the Inventory, and directing that the proceeds of the Inventory and the net proceeds received from the Auction shall be distributed by the Receiver in accordance with the provisions of the Settlement Agreement, all as set out in the form of Inventory Settlement Order ("the Inventory Settlement Order") which is attached hereto as Schedule "B";
5. Appointing the Receiver Receiver and Manager of Bassem Farm Corporation on the terms of the Receivership Order which is attached as Schedule "A" to the Inventory Settlement Order;
6. Granting the other relief which is set out in the Inventory Settlement Order; and
7. Granting such further or other relief and directions as counsel may request and this Honourable Court may deem just and appropriate.

**AND TAKE NOTICE** that the grounds on which this application is made include the following:

1. the sale of the Additional Machinery and Equipment by Auction, as proposed by the Receiver, is in the best interest of the administration of the receivership and the stakeholders affected thereby;
2. the approval of the Settlement Agreement and the granting of the Inventory Settlement Order is fair and reasonable in the circumstances and is the best interests of the administration of the receivership and the stakeholders affected thereby;
3. The relief requested is just, appropriate and in the best interest of the administration of the receivership estate.

**AND FURTHER TAKE NOTICE** that in support of this application the Receiver will rely on the March 16, 2009 Receivership Order granted in this Action, the Fifth Report of the Receiver, filed, the pleadings and proceedings filed herein and such further and other material as counsel may advise and this Honourable Court shall permit.

**DATED** at Calgary, Alberta, this \_\_\_\_\_ day of June, 2009.

**MACLEOD DIXON LLP**

**Per:** \_\_\_\_\_

**Randal S. Van de Mosselaer**  
**Solicitors for Ernst & Young Inc., Receiver of**  
**McGillivray & Sera Farms Ltd., 626625**  
**Alberta Ltd., 626626 Alberta Ltd., Bastiaansen**  
**Holding Company Ltd., Jos Bastiaansen, and**  
**Corien Bastiaansen**

To: Service List  
And To: Clerk of the Court

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