

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

BEFORE THE HONOURABLE
MADAM JUSTICE C. A. KENT
IN CHAMBERS

) At the Calgary Courts Centre, in the City of
) Calgary, in the Province of Alberta, on ~~Friday~~
) the 23th day of June, 2009. *Tuesday*

ORDER

(ADDITIONAL AUCTION ITEMS)

UPON the application of 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"); AND UPON hearing read the Fifth Report of the Receiver, filed; AND UPON hearing counsel for the Receiver and counsel for various creditors and other interested persons, including counsel for the Plaintiff and counsel for Bassem Farm Corporation ("Bassem"); AND UPON it appearing that the sale of the Additional Equipment (as that term is defined in the Fifth Report of the Receiver) is in the best interests of the creditors of the MSF Defendants and Bassem, and is acceptable to the Receiver, the Plaintiff, and Bassem;

IT IS HEREBY ORDERED THAT:

1. Service of the notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service is abridged to that actually given.
2. The Receiver is hereby authorized to retain Ritchie Bros. Auctioneers (Canada) Ltd. ("Ritchie Bros.") to conduct an auction ("the Auction") of various machinery and equipment

("the Additional Equipment") described in Appendix "A" to the Receiver's Fifth Report, in accordance with the terms of the May 25, 2009 "Contract to Auction" ("the Second Auction Contract") between Ritchie Bros. and the Receiver which is attached as Appendix "C" to the Receiver's Fifth Report, and which Second Auction Contract is hereby approved;

3. The Receiver is authorized and directed to take all steps reasonably required to carry out the Auction and the terms of the Second Auction Contract;
4. Upon closing of each of the sales of each of the pieces of Additional Equipment (individually an "Asset") to the purchaser ("the Purchaser") of the Asset at the Auction, all of the MSF Defendants' right, title and interest, in and to the Asset shall, without further instrument of transfer or assignment, vest in the Purchaser absolutely and forever free and clear of and from any and all claims by, through, or under the MSF Defendants, Bassem, or any of them.
5. Those specific Personal Property Registry registrations which are set out in Appendix "A" attached hereto are hereby ordered to be discharged from the Personal Property Registry upon receipt of correspondence from the Receiver confirming the sale of the corresponding Asset at the Auction, and the registrant of such registration is hereby declared to have the same priority as against the resulting sales proceeds of such Asset as they otherwise would have had in the Asset so sold.
6. The beneficial ownership of some or all of the Additional Equipment is disputed as between the Receiver, Bassem, and Walter Semkuley ("Mr. Semkuley") and this Order is without prejudice to the determination of that issue. The net proceeds of sale of the Additional Equipment resulting from the Auction shall stand in place and stead of the Additional Equipment and shall be subject to the same claims and priorities as any creditors may have had against the Additional Equipment. The beneficial ownership of such net proceeds shall be determined by agreement of the Receiver, Bassem and Mr. Semkuley, or by further Order of this Court. To the extent that such net proceeds are determined by said agreement or further Order to be beneficially owned by the MSF Defendants or Bassem, the Receiver is hereby authorized to deal with such net proceeds in accordance with the terms of the Inventory Settlement Order which is granted concurrently in this Action.

7. The Receiver is at liberty to reapply for further advice, assistance and direction as may be necessary to give full force and effect to the terms of this Order.


J.C.Q.B.A.

ENTERED this 23 day
of June AD 2009
V.A. BRANDT 

CLERK OF THE COURT

Appendix "A"

McGillivray & Sera Farms Ltd.
Personal Property Registry Searches on Machinery and Equipment

Registration #	Registration Date	MAKE and Model	Serial Number	Secured Party #1	Debtor #1	Debtor #2	Debtor #3
1 08052217828	2008-MAY-22	DOUBLE L4 ROW POTATO HARVESTER	97307312	TRANSWEST FINANCIAL SERVICES CORP.	BASSEM FARM CORPORATION	BASTIAANSEN, ANDRIANUS	SEMKULEY, WALTER
2 08052217828	2008-MAY-22	JOHN DEER PSRAYER MODEL 4920	N04920X002327	TRANSWEST FINANCIAL SERVICES CORP.	BASSEM FARM CORPORATION	BASTIAANSEN, ANDRIANUS	SEMKULEY, WALTER
3 07083130976	2007-AUG-31	FREIGHTLINER TRUCK	1FUY3MDB3TP835866	FARM CREDIT CANADA	SEMKULEY, WALTER	BASTIAANSEN, JOS	
4 07083130976	2007-AUG-31	FREIGHTLINER TRUCK	1FUY3MCBXSP425324	FARM CREDIT CANADA	SEMKULEY, WALTER	BASTIAANSEN, JOS	
5 07083130976	2007-AUG-31	FREIGHTLINER TRUCK	1FUY3LYB6RP541892	FARM CREDIT CANADA	SEMKULEY, WALTER	BASTIAANSEN, JOS	
6 07083130976	2007-AUG-31	FREIGHTLINER TRUCK	1FUY3LYB2RP541940	FARM CREDIT CANADA	SEMKULEY, WALTER	BASTIAANSEN	

ACTION NO: 0801-14675

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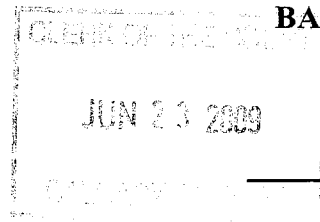
NATIONAL BANK OF CANADA

Plaintiff

- and -

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Defendants



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(ADDITIONAL AUCTION ITEMS)

MACLEOD DIXON LLP
3700 Canterra Tower
400 Third Avenue SW
Calgary, Alberta T2P 4H2

Solicitor: Randal S. Van de Mosselaer
Telephone: (403) 267-8222
Fax: (403) 264-5973

File 263209