

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

I hereby certify this to be a true copy of
the original order
Dated this 23 day of June 2009
for Clerk of the Court J. Will

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
) ~~Monday~~, the ~~12th~~ day of ~~May~~, 2009.
Tuesday 23 June

ORDER

(AUCTION SALE APPROVAL)

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 Second and Third Reports of the Receiver, filed; AND UPON hearing counsel for the Receiver and counsel for various creditors and other interested persons; AND UPON it appearing that the sale of the MSF Machinery and Equipment (as that term is defined in the Third Report of the Receiver) is in the best interests of the creditors of the MSF Defendants

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 MSF Machinery and Equipment") described in the Equipment List which is attached as

("the MSF Machinery and Equipment") described in the Equipment List which is attached as Appendix "A" to the Receiver's Third Report, in accordance with the terms of "Contract to Auction - Farm Sales" ("the Contract") between Ritchie Bros. and the Receiver which is attached as Appendix "B" to the Receiver's Third Report, and which Contract is hereby approved, and the Receiver is authorized and directed to take all steps reasonably required to carry out the terms of the Auction and the Contract;

3. Upon closing of each of the sales of each of the pieces of MSF Machinery and 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, or any of them.
4. 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;
5. The net proceeds of sale of the MSF Machinery and Equipment resulting from the Auction shall stand in place and stead of the MSF Machinery and Equipment and be subject to the same claims and priorities as any creditors may have had against the MSF Machinery and Equipment;
6. 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.

Entered this 22 day
of June, 2009
Clerk of the Court

V.A. BRANDT



A handwritten signature in black ink, appearing to be "J.C.Q.B.A.", written over a horizontal line.

Appendix "A"

Registration #	Amendment to Registration	Registration Date	Amendment Dates	MAKE & Model	Serial Number	Secured Party #1	Secured Party #2	Debtor #1	Debtor #2	Debtor #3	Debtor #4	Debtor #5
1	7073020435	2007-Jul-30		FREIGHTLINER TRUCK MORRIS AIR SEEDER	2HSCAERYC056175	Farm Credit Canada		SEM KULEY, WALTER	SEM KULEY, WALTER	BASTIAANSEN, JOS		
2	7073020435	2007-Jul-30			3902004805	Farm Credit Canada		SEM KULEY, WALTER	BASTIAANSEN, JOS			
3	7033011938	8021328675	2007-Mar-30	FLEXICOIL FENDT 818	718224542	Farm Credit Canada	Park Lake Dairy Farms Ltd.	CLAASSEN, LOUIS	CLAASSEN-BOONMAN, MARJOLEIN	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	
4	6072300053	7091040555	2007-Sep-10			National Bank of Canada		BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, CORNELIA, A.
5	7071936004	8030406342	2008-Mar-04	NEW HOLLAND 40 HP	G514763	National Bank of Canada		MC GILLIVRAY & SERA FARMS LTD	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORNELIA, A.
6	7071936004	8030406342	2008-Mar-04	TRACTOR	IFVXJLCB0WH898219	National Bank of Canada		MC GILLIVRAY & SERA FARMS LTD	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORNELIA, A.
7	6091213352	8030328902	2008-Sep-12	IHC W/ GRAVEL BOX	2HSFBX6R9HC006264	National Bank of Canada		MC GILLIVRAY & SERA FARMS LTD				
8	6072300053	7091040555	2007-Sep-10	DOEPKER GRAIN TRAILER	1DEG8522341016257	National Bank of Canada	Park Lake Dairy Farms Ltd.	BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, CORNELIA, A.
9	7071936004	8030406342	2008-Mar-04	FUEL TRAILER (GREY)	XLJD3402200000153	National Bank of Canada		MC GILLIVRAY & SERA FARMS LTD	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORNELIA, A.
10	7020612961	7122036441	2007-Feb-06	DODGE RAM	1B7KF23671J5664159	National Bank of Canada		BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES			
11	6091213352	8030328902	2008-Sep-12	1998 GMC TRUCK	1GTEK14R2WE501921	National Bank of Canada		MC GILLIVRAY & SERA FARMS LTD				
12	7071936004	8030406342	2008-Mar-04	KIPPER 18' TON MULLIE	T1620010107012112	National Bank of Canada		MC GILLIVRAY & SERA FARMS LTD	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORNELIA, A.
13	7071936004	8030406342	2008-Mar-04	YAMAHA QUAD 4X4	JY44WJUN04VA011938	National Bank of Canada	Ralph Lutz	MC GILLIVRAY & SERA FARMS LTD	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORNELIA, A.
14	6072300053	7091040555	2007-Sep-10	FLAT DECK HAY TRAILER	1GRDM0637XM033006	National Bank of Canada	Park Lake Dairy Farms Ltd.	MC GILLIVRAY & SERA FARMS LTD	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORNELIA, A.
15	7071936004	8071535396	2008-Mar-04	TOYOTA SEQUOIA	5TDBT48A225084973	National Bank of Canada		MC GILLIVRAY & SERA FARMS LTD	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORNELIA, A.
16	6072300053	7091040555	2007-Sep-10	FALCON HIGHBOY TRAILER	2F9T318H6V056238	National Bank of Canada	Park Lake Dairy Farms Ltd.	BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, CORNELIA, A.
17	6072300053	7091040555	2008-Sep-10	MULLIE DUMP TRAILER	2112T16	National Bank of Canada	Park Lake Dairy Farms Ltd.	BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES	BASTIAANSEN, JOHANNES	BASTIAANSEN, CORIEN	BASTIAANSEN, CORNELIA, A.

ACTION NO: 0801-14675

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BETWEEN:

NATIONAL BANK OF CANADA

Plaintiff

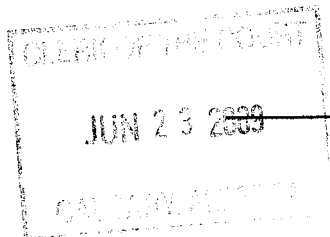
- and -

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Defendants

ORDER

(AUCTION SALE APPROVAL)



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