

AUGLAIZE COUNTY  
COMMON PLEAS COURT  
FILED

2018 OCT -2 AM 11:23

I. JEAN MECKSTROTH  
CLERK OF COURTS

All Objections must be filed by October 2, 2018. Failure to timely file this form with supporting documents will result in a waiver of your right to file an objection. All objections will come before the court for hearing on October 29, 2018 at 9:00 a.m. at the court.

In the Court of Common Pleas of Auglaize County, Ohio  
Civil Division

Paul Mastronardi,

Plaintiff,

-vs-

Luis Chibante, et al.,

Defendants.

Case No. 2017-CV-144

OBJECTIONS TO  
PROOF OF CLAIM

With Supporting Documents Attached

This form is for making an OBJECTION to a claim filed for payment from entities that have been dissolved and the affairs of which are being wound up pursuant to a lawsuit filed in this case. The entities that have been dissolved and no longer exist, but whose affairs are being wound up, are:

Golden Fresh Farms Holdings, Inc., an Ohio corporation, and  
Golden Fresh Farms Enterprises, L.P., an Ohio limited partnership.

\*Filers must attach copies of any documents that support the objections being raised in opposition to a claim, if any documents exist. Do not attach original documents; the copies you attach may be destroyed after scanning.

The basis of the objection(s) shall be clearly set forth below, or attached as additional pages to be attached to this form. Objections will be heard at the court on Monday October 29, 2018 at 9:00 a.m. If you fail to appear and set forth your objections, they may be deemed *waved* and the claim *may* be allowed.

1. Who is the claimant filing the claim that you are objecting to? Paul Mastronardi (Claim #46)  
(Name of that claimant)

2. Who is objecting? (your name) Golden Acre Farms, Inc.

3. Is your objection based upon the amount of the claim?  Yes  No

4. If so, what amount, if any, should be allowed instead? \$ See Exhibit A (Attach explanation)

5. Does the Claimant (in Line 1, above) claim that its claim is Secured?  No  Yes If yes, do you dispute the validity of that Claimant's lien or security interest?  Yes  No

6. Does the Claimant (in Line 1, above) claim that its claim is based upon credit lent or goods or services provided during the administration of the Receivership (since September 29, 2017) and therefore should receive a priority as an administrative claim?  
 Yes  No If yes, do you dispute the claim's priority status as "administrative?"  Yes  No

7. Is there any other objection that you have with regard to the claim of Claimant (in Line 1, above)?

Note- You must attach any supporting documentation you have in support of your objection, and you must explain in detail why the Claimant's claim should be denied in whole or in part, or why the Claimant's secured or administrative claim should not receive priority status as either secured or administrative. You may attach affidavits, official documents, and your written explanation in additional pages to this form.

**All Objections must be filed by October 2, 2018. Failure to timely file this form with supporting documents will result in a waiver of your right to file an objection. All objections will come before the court for hearing on October 29, 2018, at 9:00 a.m. at the court.**

Time for Filing. A proof of claim shall be deemed timely if it is filed with supporting documents not later than 4:30 p.m. on September 18, 2018. All claims filed are open for inspection by the public and all interested parties at the Clerk of Court's office during normal business hours. **Objections shall be deemed timely if filed not later than 4:30 p.m. on October 2, 2018.**

The person completing this form must sign and date it, initial each page attached to it, and it must be filed with the Auglaize County Clerk of Courts, Auglaize County Courthouse, 201 South Williple Street, Room 043, P.O. Box 409, Wapakoneta, OH 45895, whose hours are: Monday thru Friday, 8 a.m. until 4:30 p.m. A proof of claim is deemed filed only when received and file-stamped by the Clerk.

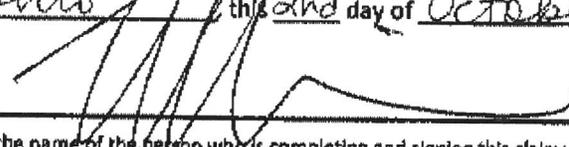
A person who submits a fraudulent objection may be subject to prosecution for such fraud or attempt under the appropriate criminal code sections. Such person may also be subject to punishment for contempt of court of up to 10 days in jail and up to \$500 fine, or both.

I hereby certify that the undersigned is the:

\_\_\_ Objector; X Objector's attorney; \_\_\_ Objector's authorized agent; (check one)

and I understand that my signature on this Objection serves as an acknowledgment this Objection is made in good faith based upon accurate information. I certify that I have examined the information in this Objection and attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct, at Cincinnati, Ohio this 2nd day of October 2018.

(X)  (Signature is mandatory)

Print the name of the person who is completing and signing this claim:

Full Name: Michael L. Scheier, Esq.

Title: Partner

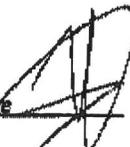
Company: Keating Muething & Klekamp PLL

Address: One East Fourth Street, Suite 1400

Cincinnati, Ohio 45202

Contact Phone: (513) 579-8952

Email mscheier@kmklaw.com

Initial each page 

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**EXHIBIT A****Golden Acre Farms, Inc.'s Explanation  
for Objection to Paul Mastronardi's Claim**

Paul Mastronardi filed a claim in the total amount of \$1,505,047.74. (See Paul Mastronardi Proof of Claim Form, Claim #46, p. 2). Golden Acre Farms, Inc. ("GAF") objects to the portion of Paul Mastronardi's claim that asks for "payment of expenses" in the amount of \$305,047.74 (the "Court Costs"), and his request that "[t]his amount should be treated as an administrative expense." (*Id.*) The \$305,047.74 amount represents the amount that Mr. Mastronardi has paid as court costs for purposes of funding the receivership pursuant to the Court's November 8, 2017 Order. (See *id.*, Exhibit B). The Court Costs are not an obligation of either of the GFF Entities, nor are they an obligation of the receivership or the receivership estate. Accordingly, the Court should deny Mr. Mastronardi's claim for the Court Costs as an administrative expense of the receivership, and the Court Costs claim should be denied generally.

Treating the Court Costs as an administrative expense is contrary to both the receivership statute and the Court's orders. Ohio Rev. Code § 2735.04 sets forth the powers of the receiver and provides in relevant part that: "[a]ny funds that are expended by or on behalf of the receiver, including receivership fees . . . shall be taxed as court costs *or* otherwise treated as an administrative expense of the action[.]" See R.C. § 2735.04(C) (emphasis added). The statute is disjunctive, meaning that receivership fees may be either taxed as court costs or treated as an administrative expense – one or the other. See, e.g., *Egbert v. Ohio Dept. of Agriculture*, 3d Dist. Shelby No. 17-08-15, 2008-Ohio-5309, ¶ 15 (explaining that courts look to the plain language of the statute to determine legislative intent) (citing *State ex rel. Burrows v. Indus. Comm. of Ohio*, 78 Ohio St.3d 78, 81, 1997-Ohio-310, 676 N.E.2d 519) ("Unambiguous statutes are to be applied according to the plain meaning of the words used"). And this Court has explicitly ordered that the receivership fees "shall be taxed as court costs[.]" (See November 8, 2017 Order Approving Fee Application). Accordingly, based on the plain language of the statute and this Court's order, the Court Costs are not a liability of the GFF Entities, or the receivership estate. It therefore follows that the Court Costs are not a valid claim at all, much less an administrative expense. For the foregoing reasons, the Court should deny the Court Costs portion of claim number 46.

Moreover, Ohio Rule of Civil Procedure 54(D) gives the Court discretion to allow costs to the prevailing party and to tax them against the party that that does not prevail. The Court Costs are being taxed in and on the docket of the underlying shareholder litigation. At this point, the underlying shareholder litigation is ongoing, but the Court may tax costs, including the Court Costs, against the losing party at the appropriate time. This is the way the Ohio Rules of Civil Procedure contemplate the treatment of costs like the Court Costs.<sup>1</sup>

For these reasons, GAF objects to the portion of Paul Mastronardi's claim that asks for "payment of expenses" in the amount of \$305,047.74. Mastronardi's claim for the Court Costs should be denied.

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<sup>1</sup> The Receiver is still performing services in connection with the receivership and at this point, the amount of fees and expenses associated with Mr. Thleman's service is undetermined and unliquidated. This is another reason to deny the Court Costs claim.



## FACSIMILE FILING COVER PAGE

RECIPIENT INFORMATION:

NAME OF COURT: Anglaize County Common Pleas  
FAX NUMBER: 419.739.4768

SENDING PARTY INFORMATION:

NAME: Melissa S. Matthews  
SUPREME COURT  
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CASE INFORMATION:

TITLE OF CASE: Paul Mastronardi v Luis Chikante, et al  
CASE NUMBER: 2017 CV 144  
TITLE OF THE DOCUMENT: Objections to proof of claim #46  
JUDGE: Pepple

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\* If a Judge or case number has not been assigned, please state that fact in the space provided.