

AUGLAIZE COUNTY
COMMON PLEAS COURT
FILED

2018 NOV 30 AM 8:47

I. JEAN MECKSTROTH
CLERK OF COURTS

IN THE COMMON PLEAS COURT OF AUGLAIZE COUNTY, OHIO

PAUL MASTRONARDI)	CASE NO. 2017 CV 0144
)	
Plaintiff,)	JUDGE PEPPLÉ
)	
vs.)	
)	RECEIVER'S AMENDED
LUIS CHIBANTE, et al.)	RECOMMENDATION REGARDING
)	PROOF OF CLAIM NUMBER 67
Defendants.)	

Proof of Claim Number 67 was filed by Paul Mastronardi through his counsel, Marion Little ("Creditor"). The Receiver has reviewed the claim, as well as payoff and documentation provided by Wells Fargo Equipment Finance, Inc., ("Wells Fargo") and other pertinent information.

The Proof of Claim is a claim for indemnification (as opposed to a claim for payment of money) asserted by Paul Mastronardi as a personal guarantor on an obligation to Steelcase Financial Services Inc., a Steelcase Company ("Steelcase"). Steelcase provided furniture and equipment to Golden Fresh Farms Enterprises, L.P. ("Golden Fresh") at or near the time business operations began. (Defendant Luis Chibante acknowledged in open court at the claims hearing on October 30, 2018 that he believes he signed a similar personal guarantee.) Although notified by the Clerk of Courts of the Claims Procedure to follow in order to assert a Proof of Claim to the sale proceeds held by this Court, Steelcase did not timely file a Proof of Claim.

Steelcase filed a UCC Financing Statement on February 24, 2017, perfecting its security interest in certain assets of Golden Fresh (the "Collateral"), which Financing Statement was cancelled pursuant to an Order of this Court as a part of the sale of the assets of the Receiverships

including the Collateral. By operation of law, pursuant to the order authorizing the sale, the security interest of Steelcase in the Collateral was transferred to the sale proceeds upon closing of such sale of assets. The Asset Purchase Agreement provides that the assets are sold free and clear of all liens.

Wells Fargo represents that, pursuant to its agreement with Steelcase, Wells Fargo retained the right to take assignment of all of Steelcase's rights, title and interest in and to the Collateral, including without limitation, to proceeds or products thereof, as well as all of its rights, claims and interests against the Obligors as defined and described further below, which assignment Wells Fargo exercised and gave notice to Golden Fresh of on or about August 15, 2018. The payoff documentation provided by Wells Fargo has been filed with the Court. The total payoff claimed is \$7,656.39 plus \$45,361.59 for a total of \$53,017.98, which figure is the amount claimed by the Creditor in the Proof of Claim for which he seeks indemnification. The total of \$53,017.98 includes late fees in the amount of \$1,906.85.

The Receiver entered into discussions with Wells Fargo. As reflected by the signature below, Wells Fargo, as assignee of all of Steelcase's interests in the Collateral and proceeds thereof, as well as its rights, claims and interests against the Obligor, has agreed that, upon approval by the Court of the Receiver's recommendations for the settlement terms set forth herein and Wells Fargo's receipt of payment of the Settlement Amount defined below immediately upon the Court's order or approval to make such payment, it will forgive and waive the late fees and agree to the allocation and payment to it by the Receiver of the sum of \$51,111.13 (the "Settlement Amount"), as a secured claim to be allowed by the Court and paid from the sale proceeds of Wells Fargo's collateral, and which Wells Fargo's lien and security interest remained attached to, in release and full and final satisfaction of all amounts now claimed, or that could be claimed in the future, by

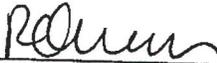
Wells Fargo as assignee of all of Steelcase's rights, claims and interests against Paul Mastronardi, Luis Chibante, 1797540 Ontario, Inc., Golden Fresh Farms Holdings, Inc., or Golden Fresh Farms Enterprises, L.P. (collectively, these five shall be hereinafter referred to as "Obligors") arising out of or related to (1) Contract Nos. 0010554473400 and 0010554473401 or (2) any Master Lease Agreements (including Master Lease Agreement 35694), any Personal Lease Guarantees, or any other obligations of any kind claimed to be had with any of the Obligors and pertaining to any goods provided pursuant to the UCC Financing Statement, Ohio Secretary of State File No. OH00208390247, a copy of which is attached hereto as Exhibit A.

Accordingly, the Receiver hereby recommends that such Creditor's claim for indemnification be ALLOWED, with the condition that the payment be made directly by the Receiver to Wells Fargo as the assignee of Steelcase upon approval by the Court of the Receiver's recommendation set forth herein, as follows:

\$ <u>51,111.13</u>	Secured
\$ <u>-0-</u>	Administrative
\$ <u>-0-</u>	Unsecured
\$ <u>-0-</u>	Other

Understood and Approved on behalf of Wells Fargo Equipment Finance, Inc. as assignee of

Steelcase Financial Services Inc:

By: 

Rachel Owens, Loan Adjustor III

Wells Fargo Equipment Finance, Inc., as assignee of Steelcase Financial Services Inc.



James L. Thieman, Receiver
FAULKNER, GARMHAUSEN, KEISTER & SHENK
A Legal Professional Association
Courtview Center - Suite 300
100 South Main Avenue
Sidney, OH 45365
(937) 492-1271 (telephone)
(937) 498-1306 (facsimile)
jthieman@fgks-law.com

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and accurate copy of the foregoing was sent via email this 29th day of November 2018 to the following:

Michael L. Scheier
Jonathan M. Hiltz
Jacob Rhode
Keating Muething & Klekamp PLL
One East Fourth Street, Suite 1400
Cincinnati, OH 45202

Marion H. Little, Jr.
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Zeiger, Tigges & Little LLP
3500 Huntington Center
41 South High Street
Columbus, OH 43215

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Jennifer J. Morales
Frost Brown Todd LLC
3300 Great American Tower
301 E. Fourth Street
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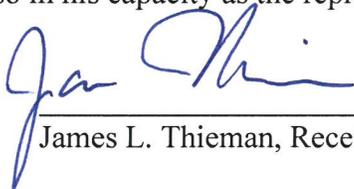
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1900 First Financial Center
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St. Marys, OH 45885

Thomas J. Potts
Michael A. Staudt
Faulkner, Garmhausen, Keister & Shenk
100 South Main Avenue, Suite 300
Sidney, OH 45365

Note that service upon Marion Little is also in his capacity as the representative of the Creditor.



James L. Thieman, Receiver

File Number: OH00208390247
Date Filed: 02/24/2017 08:37 AM
Jon Husted
Ohio Secretary of State

UCC FINANCING STATEMENT

NAME & PHONE OF CONTACT AT FILER UCC DIRECT SERVICES	PHONE	713-533-4661	FAX
EMAIL CONTACT AT FILER SOSACK@UCCDIRECT.COM			
SEND ACKNOWLEDGMENT TO: (Name and Address) UCCDIR SERVICES KNA: CT LIEN SOLUTIONS HOUSTON, TX 77253			

DEBTOR'S NAME

ORGANIZATION'S NAME
GOLDEN FRESH FARMS ENTERPRISES, L.P.

INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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MAILING ADDRESS 1902 PROGRESS DRIVE	CITY WAPAKONETA	STATE OH	POSTAL CODE 45895	COUNTRY USA
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SECURED PARTY'S NAME ASSIGNOR SECURED PARTY'S NAME

ORGANIZATION'S NAME
STEELCASE FINANCIAL SERVICES INC.

INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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MAILING ADDRESS 901 44TH STREET S.E.	CITY GRAND RAPIDS	STATE MI	POSTAL CODE 49508	COUNTRY USA
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This FINANCING STATEMENT covers the following Collateral:
All furniture and equipment leased or financed from Steelcase Financial Services Inc. including but not limited to the items set forth in the Master Lease Agreement referenced below, and any Master Lease Equipment Schedules, including proceeds. Master Lease Agreement #35694.

Check only if applicable and check only one box: Collateral is held in a Trust being administered by a Decedent's Personal Representative

Check only if applicable and check only one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	Check only if applicable and check only one <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing
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ALTERNATIVE DESIGNATION
 Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

OPTIONAL FILER REFERENCE DATA:
52878146

This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

This FINANCING covers timber to be cut covers as-extracted collateral is filed as a fixture filing

Name and address of a RECORD OWNER of real estate (if Debtor does not have a record interest):

Description of Real Estate

MICELLANEOUS: