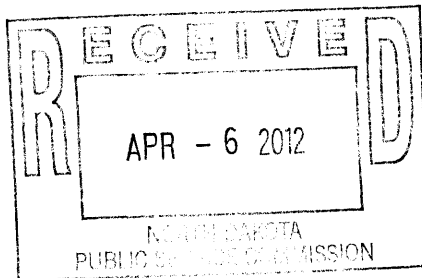


April 6, 2012

Clerk of District Court
Burleigh County Courthouse
514 East Thayer Ave
P.O. Box 1055
Bismarck, ND 58502-1055



Re: Public Service Commission v. Mitchell Feeds, Inc. and Western Surety Company, Micheal Aasen et. al. and American Federal Bank, Intervenors.
Civil No. 08-2011-CV-917
PSC Case No. GE-11-051

Dear Clerk:

Attached please find Intervenor Micheal Aasen et al's:

- Complaint in Intervention

It was brought to our attention that a Complaint in Intervention was not filed with our Rule 24 Notice of Motion and Motion for Intervention of Right. The enclosed Complaint in Intervention sets out the claim or defense for which intervention is sought as required by N.D.R.Civ.P. Rule 24.

Thank you for your attention to this matter, and please call with any questions.

Sincerely,

Lindsey Nieuwsma

Lindsey Nieuwsma

Enclosures

CC: Illona A. Jeffcoat-Sacco (via facsimile)
David L. Johnson (via facsimile)
Tracy A. Kennedy (via facsimile)
Western Surety Company (via facsimile)

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

IN DISTRICT COURT
SOUTH CENTRAL JUDICIAL DISTRICT

Public Service Commission,)	
)	
Plaintiff,)	Civil No. 08-2011-CV-917
v.)	PSC Case No. GE-11-051
)	
Mitchell Feeds, Inc. and Western Surety)	
Company,)	
)	
Respondents,)	
)	
Micheal Aasen, Donald Ackerson, Sheldon)	COMPLAINT IN INTERVENTION
Ackerson, Lana Anderson d/b/a Northland)	
Farms, B & D Farms, Inc., Busch Farms, Inc.,)	
David Deslauriers, Scott Lazorenko, Manna)	
Farms, Inc., Nathan Neameyer, Steven)	
Neameyer, Mitch Preskey, Paul Rohde, James)	
Routledge, Bart Savelkoul d/b/a Savelkoul)	
Farms, Mike Schollmeyer, David Steeves,)	
Robert Steeves, Paul Trout, Wurgler Farms,)	
and Kelly Wurgler,)	
)	
and)	
)	
American Federal Bank,)	
)	
Intervenors.)	
)	

I. ACTION

This action involves the insolvency of a licensed roving grain buyer and a dispute over the right to the grain or the proceeds of grain stored by the grain buyer. Intervenor farmers claim that the grain and grain proceeds are part of the statutory trust corpus created for the benefit of outstanding receipt holders of the insolvent grain buyer and that they are entitled to the grain or grain proceeds as beneficiaries of the trust. Intervenor American Federal Bank claims that it has

a first priority lien on the grain or grain proceeds through a promissory note and security agreement with Respondent Mitchell Feeds, Inc. and BJM, Inc. which supersedes the insolvency trust provisions and that it is entitled to the grain or grain proceeds.

II. PARTIES

1. Intervenor Micheal Aasen is a farmer and resident of North Dakota, and his address is 4465 Co Rd 2 Sherwood, ND 58782.
2. Intervenor Donald Ackerson and Sheldon Ackerson are farmers and residents of North Dakota, and their address is 5175 106th St NW Sherwood, ND 58782.
3. Intervenor Lana Anderson, d/b/a Northland Farms, is a farmer and resident of North Dakota, and her address is 10845 53rd Ave NW Sherwood, ND 58782.
4. Intervenor B&D Farms, Inc. is a North Dakota farm corporation and its address is 3551 County Road 2 Sherwood, ND 58782. Jan Kostad is the registered agent. Brent Keith is the owner of B&D Farms, Inc.
5. Intervenor Busch Farms, Inc. is a North Dakota farming corporation and its address is 309 2nd St. NW Crosby, ND 58730. Gregory F. Busch is the registered agent.
6. Intervenor David Deslauriers is a farmer and resident of North Dakota, and his address is 4915 Co Rd 2 Sherwood, ND 58782.
7. Intervenor Scott Lazorenko is a farmer and resident of North Dakota, and his address is 899 Brew St. Killdeer, ND 58640.
8. Intervenor Manna Farms, Inc. is a North Dakota farm corporation and its address is 3755 County Road 2 Sherwood, ND 58782. Arlyn Keith is the registered agent.
9. Intervenor Nathan Neameyer is a farmer and resident of North Dakota, and his address is 614 9th Ave NE Rolla, ND 58367.

10. Intervenor Steven Neameyer is a farmer and resident of North Dakota, and his address is
HC1 Box 44 Mylo, ND 58353.
11. Intervenor Mitch Preskey is a farmer and resident of North Dakota, and his address is
2485 Glenburn Rd Glenburn, ND 58740.
12. Intervenor Paul Rohde is a farmer and resident of North Dakota, and his address is P.O.
Box 251 Halliday, ND 58636.
13. Intervenor James Routledge is a farmer and resident of North Dakota, and his address is
603 Bavaria Dr Minot, ND 58703.
14. Intervenor Bart Savelkoul is a farmer and resident of North Dakota, and his address is
8221 30th Ave NW Lansford, ND 58750.
15. Intervenor Mike Schollmeyer is a farmer and resident of North Dakota, and his address is
549 101st Ave SW Dunn Center, ND 58626.
16. Intervenor David Steeves is a farmer and resident of North Dakota, and his address is
4690 Cty Rd 2 Sherwood, ND 58782.
17. Intervenor Robert Steeves is a farmer and resident of North Dakota, and his address is
227 3rd Ave E Sherwood, ND 58782.
18. Intervenor Paul Trout is a farmer and resident of North Dakota, and his address is 10285
Hwy 28 Sherwood, ND 58782.
19. Intervenor Wurgler Farms is a farming partnership and its address is 1600 Parkside Drive
Minot, ND 58701.
20. Intervenor Kelly Wurgler is a farmer and resident of North Dakota and a partner in
Wurgler Farms, and his address is 1600 Parkside Dr. Minot, ND 58701.

21. Respondent Mitchell Feeds, Inc. is a Minnesota corporation created on January 10, 2006 and with an address of 154 Hwy 75 S Hendrum, MN 56550. Robert Mitchell is the registered agent. Respondent Mitchell Feeds, Inc. was licensed as a roving grain buyer in North Dakota on or about October 7, 2009.
22. Respondent Mitchell Feeds, Inc. was also registered as a foreign corporation in North Dakota on September 21, 2009. Respondent Mitchell Feeds, Inc. is a buyer of sunflowers and grain products with its principal office located at 154 Hwy 75 S Hendrum, MN 56550. Its registered agent for North Dakota is Jackie Mitchell with an address of 4905 County 81 S Horace, ND 58047.
23. The North Dakota Public Service Commission is the trustee of the statutory trust fund established by this court for the benefit unpaid receipt holders of Respondent Mitchell Feeds, Inc.

III. BACKGROUND

24. Intervenors are farmers or farming businesses who produce sunflowers.
25. Intervenor farmers, individually or as a business, contracted with Respondent Mitchell Feeds, Inc. for the purchase of their sunflower crop in 2008 and/or 2009.
26. Under the contracts with Respondent Mitchell Feeds, Inc., payment for the sunflowers was to be made ten days after grading and delivery.
27. Upon information and belief, Respondent Mitchell Feeds, Inc. was insolvent on or about September 2009 when the first contracts became due and owing and Respondent Mitchell Feeds, Inc. neglected to make payment.
28. Intervenor farmers received no payment or partial payment on their contracts to sell their sunflower crops to Respondent Mitchell Feeds, Inc.

29. Intervenor farmers did not agree to accept partial payment on their sunflower contracts as full satisfaction for the contract.
30. Intervenor farmers are unpaid receiptholders of Respondent Mitchell Feeds, Inc. and have filed claims with the North Dakota Public Service Commission.
31. Intervenor farmers have also filed a separate action in Norman County District Court in Ada, MN relating to Respondent Mitchell Feeds, Inc. failure to pay for the sunflowers.
32. Upon information and belief, Respondent Mitchell Feeds, Inc. utilized the elevator in Hendrum, Minnesota and possibly other locations in North Dakota and Minnesota to store some or all of Intervenors' sunflowers.
33. Upon information and belief, many of the sunflowers that have not been paid for were stored at the Hendrum elevator.
34. The sunflowers stored at the Hendrum elevator have been sold by order of the Norman County District Court in Ada, MN and the proceeds are held at Frandsen Bank in Ada, MN.

IV. INTERVENOR FARMERS' CLAIM

35. The sunflowers and the proceeds from the sunflowers stored at the Hendrum elevator are part of the trust corpus under N.D.C.C. § 60-02.1-30(1).
36. Intervenor farmers are holders of receipts for unpaid grain within the meaning of N.D.C.C. ch. 60-02.1 and are the intended beneficiaries of the trust fund created by this court.
37. As receiptholders, Intervenor farmers have a first priority lien on the sunflowers that were stored at the Hendrum elevator or the proceeds therefrom.
38. As beneficiaries of the trust fund, Intervenor farmers are entitled to the sunflowers that were stored at the Hendrum elevator or the proceeds therefrom.

V. INTERVENOR AMERICAN FEDERAL BANK'S CLAIM

39. Respondent Mitchell Feeds, Inc. and non-party BJM Land, Inc. on or about February 24, 2010 executed and delivered to Intervenor American Federal Bank a promissory note in favor of Intervenor American Federal Bank whereby Respondent Mitchell Feeds, Inc. and BJM Land, Inc. agreed to pay the sum of \$950,000.
40. Respondent Mitchell Feeds, Inc. and non-party BJM Land, Inc. on or about February 24, 2010 executed and delivered to Intervenor American Federal Bank a security agreement whereby Respondent Mitchell Feeds, Inc. and BJM Land, Inc. purported to pledge a security interest in collateral, including all fixtures, inventory, chattel paper, accounts, equipment, and general intangibles. Intervenor American Federal Bank claims that said collateral includes the sunflowers and sunflower proceeds at issue.
41. Intervenor American Federal Bank is claiming that it has a first priority lien on the grain inventory of Respondent Mitchell Feeds, Inc. by virtue of a security agreement on a promissory note with Respondent Mitchell Feeds, Inc. and non-party BJM Land, Inc. that supersedes the statutory trust provisions.
42. Respondent Mitchell Feeds, Inc.'s pledge of its inventory as collateral was for the purpose of defrauding Intervenor farmers and hindering and delaying the collection of the indebtedness on their unpaid grain receipts.
43. Intervenor American Federal Bank's loan to and security agreement with Respondent Mitchell Feeds, Inc. was for the purpose of defrauding Intervenor farmers and hindering and delaying the collection of the indebtedness on Intervenor farmers' unpaid grain receipts.
44. Respondent Mitchell Feeds, Inc. pledge of its inventory as collateral and Intervenor American Federal Bank's loan and security interest is a fraudulent transfer in violation of

the North Dakota Uniform Fraudulent Transfer Act, therefore Intervenor American Federal Bank's purported security interest is invalid.

45. By reason of these conflicting claims to the sunflowers, Intervenor farmers seek a determination as to which party is entitled to the sunflowers and proceeds therefrom.

VI. RELIEF REQUESTED

WHEREFORE, the Intervenor request that the court declare judgment in favor of Intervenor and against Respondents and Intervenor American Federal Bank and issue an Order declaring:

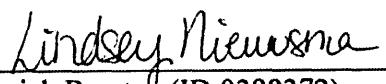
46. That the sunflowers which were stored by Respondent Mitchell Feeds, Inc. and proceeds therefrom are part of the trust fund established by the North Dakota Public Service Commission pursuant to N.D.C.C. § 60-02.1-30(1);

47. That the statutory trust fund cannot be defeated or diminished by American Federal Bank's purported security interest; and

48. That Intervenor farmers, as beneficiaries of the trust, are entitled to the sunflowers or proceeds therefrom.

Signed this 6th day of April, 2012.

BAUMSTARK BRAATEN LAW PARTNERS
Attorneys for Intervenor
222 North 4th Street
Bismarck, ND 58501-4004
Phone: 701-221-2911
Fax: 701-221-5842



Derrick Braaten (ID 0388372)
Lindsey Nieuwsma (ID 0390964)