Q.B.G. No. 1461 of 2009

CANADA)
PROVINCE OF SASKATCHEWAN)

IN THE QUEEN'S BENCH
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE CREDITORS OF BIG SKY FARMS INC., DRYCAST SYSTEMS INC. and BIG SKY MANAGEMENT CONSULTING CORP.

AFFIDAVIT OF KEVIN BRENNAN

I, **KEVIN BRENNAN,** of the City of Vancouver, in the Province of British Columbia, Chartered Accountant and Chartered Insolvency & Restructuring Professional, **MAKE OATH AND SAY AS FOLLOWS THAT:**

1. I am a Senior Vice-President with Ernst & Young Inc., an international insolvency and restructuring firm.

2. I have reviewed the information contained in a draft copy of the Affidavit of Canute Tagseth (the "Tagseth Affidavit") to be filed in support of the proposed application to the Court of Queen's Bench for Saskatchewan by Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. (collectively "Big Sky") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"), such that I have personal knowledge of the facts and matters hereinafter deposed to, except where stated to be based upon information and belief; and where so stated, I believe the same to be true.

3. I have worked in the insolvency and restructuring field in the Provinces of Manitoba, Alberta, Saskatchewan, Ontario, Quebec and British Columbia since 1991. I am currently the Chairman of the Canadian Association of Insolvency & Restructuring Professionals ("CAIRP"), the governing national professional body for Canadian receivers, trustees in bankruptcy, monitors and restructuring professionals.

4. During the course of my eighteen years of experience as an insolvency professional, I have worked on and supervised numerous complex restructuring assignments in which viable businesses experiencing financial difficulty have been successfully restructured under court supervision. Attached and marked as Exhibit "A" to this Affidavit is a true copy of my *curriculum vitae* which describes my experience in insolvency and restructuring matters.

5. Also, during the course of my eighteen years of experience as an insolvency professional, I have worked on insolvency assignments for numerous lenders, secured creditors and Canadian chartered banks, including appointments as agents of banks and secured creditors, instrument-appointed receiverships, court-appointed receiverships, interim receiverships under the *Bankruptcy & Insolvency Act*, R.S.C. 1985, c. B-3 (the "BIA") and assignments as trustee in bankruptcy under the BIA.

6. Ernst & Young Inc. has been asked by Big Sky, with the consent of the senior secured lenders, to act as the Monitor of Big Sky in the event that an Initial Order is obtained by Big Sky under the CCAA. In that regard, Ernst & Young Inc. has reviewed the draft initial order under the CCAA which is being filed by Big Sky in support of its application (the "Draft Initial Order"). Ernst & Young Inc. hereby consents to being appointed as Monitor of Big Sky in the event that an Initial Order is granted to Big Sky under the CCAA in substantially the same form as that reflected in the Draft Initial Order

7. I have reviewed the information contained in the Tagseth Affidavit regarding the business and financial affairs of Big Sky, its assets and liabilities, its present financial difficulties and the various debts owed by Big Sky to its secured and unsecured creditors. I have personally attended at the business premises of Big Sky in Humboldt, Saskatchewan in October of 2009 and I have spent several days there meeting with and interviewing senior management of Big Sky and discussing with them in some detail the proposed restructuring of the business and financial affairs of Big Sky. In my professional opinion as a senior insolvency and restructuring professional, based upon the information contained in the Tagseth Affidavit and my discussions with senior management, there exists a realistic and viable opportunity for

the stakeholders of Big Sky (including its senior secured creditors, subordinated debt holders, unsecured creditors, suppliers, employees and shareholders) to protect their respective positions and to preserve the value of their respective investments and claims in or to the assets of Big Sky through a court-supervised restructuring under the CCAA whereby Big Sky is provided with a stay of proceedings against it by its creditors, the opportunity to attract additional equity investment and the opportunity to compromise the indebtedness owed by it to its creditors by developing and presenting a Plan of Arrangement to its creditors under the CCAA.

8. In my professional opinion as a senior insolvency and restructuring professional, based upon the information contained in the Tagseth Affidavit and my discussion with senior management, if Big Sky is unable to obtain a stay of proceedings against it by its creditors and the opportunity develop a Plan of Arrangement under the protection of the CCAA, it is likely that its assets will be placed in jeopardy as a consequence of possible enforcement measures being taken by its secured and unsecured creditors against these assets. The marketing or refinancing of these assets under these conditions is likely to significantly and permanently impair their market value.

9. Additionally, should enforcement efforts be commenced by the creditors of Big Sky, it is very likely that Big Sky's cash flow and its ability to complete a restructuring will be significantly impaired.

10. In my experience as a senior insolvency and restructuring professional, the materials prepared by the management of Big Sky in support of its proposed application to this Court under the CCAA demonstrate financial and accounting acumen and a sound grasp of the business reality of the situation facing Big Sky. While there can be no guarantees of a successful restructuring of the business and financial affairs of Big Sky, based upon the information contained in the Tagseth Affidavit and my discussions with senior management, I am optimistic that reasonably good prospects exist for Big Sky to be successful in its efforts to restructure its business and financial affairs .

11. I have reviewed the Cash Flow Forecasts prepared by management of Big Sky which are exhibited to the Tagseth Affidavit (the "Big Sky Cash Flow Forecasts"). Attached and marked as Exhibit "B" to this Affidavit is a true copy of the Big Sky Cash Flow Forecast, a report of Big Sky containing prescribed representations and pertaining to the preparation of the Big Sky Cash Flow Forecast and my report on the reasonableness thereof.

12. In an effort to manage and control the costs of the CCAA restructuring process, Ernst & Young Inc. has proposed to Big Sky hourly rates for this assignment that are competitive with rates charged with Saskatchewan corporate insolvency and restructuring professionals.

13. I make this Affidavit in support of the application by Big Sky for relief pursuant to the CCAA.

SWORN BEFORE ME at the City of Saskatoon, in the Province of Saskatchewan this 29 day of October, 2009. A Commissioner for Oaths in and for the Province of Saskatchewan ~~My Appointment expires:~~ - or – Being a Solicitor CMS	))))))	KEVIN BRENNAN

This Affidavit was delivered by:

MacPHERSON LESLIE & TYERMAN LLP
Lawyers
1500 – 410 22nd Street East
Saskatoon, SK S7K 5T6

and the address for service is same as above.
Lawyers in charge of file: Jeffrey M. Lee
Telephone number: (306) 975-7136
Fax number: (306) 975-7145

Kevin B. Brennan, CA•CIRP, CIRP
Trustee in Bankruptcy (British Columbia)
Transaction Advisory Services - Restructuring

Senior Vice-President, Ernst & Young Inc.
Partner (Kevin Brennan Inc.), Ernst & Young LLP
Chair, CAIRP
Vancouver, British Columbia
Canada

Education

- University of Manitoba – B.Comm (Hons.) – 1989
- Institute of Chartered Accountants of Manitoba - 1992
- Canadian Association of Insolvency and Restructuring Professionals - CIRP – 1996 (Gold Medal - Canada)
- Trustee in Bankruptcy - 1997

Memberships

- Insolvency Institute of Canada
- Canadian Association of Insolvency and Restructuring Professionals
- Turnaround Management Association
- Canadian Institute of Chartered Accountants
- Institute of the Chartered Accountants of Manitoba
- Institute of Chartered Accountants of Alberta
- Institute of Chartered Accountants of Ontario
- Institute of Chartered Accountants of British Columbia

This is Exhibit "A" referred to in the Affidavit of Kevin Brennan Sworn before me this 29 day of October, 2009

A Commissioner For Oaths/Notary Public In and for the Province of Saskatchewan Being a Solicitor - OR - ~~My Appointment Expires:~~

Responsibilities and Experience

Kevin (through his professional corporation, Kevin Brennan Inc.) is a partner in the Vancouver office of Ernst & Young LLP and a Senior Vice President of Ernst & Young Inc. Kevin joined the Winnipeg office of Ernst & Young LLP (then Clarkson Gordon) in 1989. In 1992, Kevin joined the Winnipeg office of Ernst & Young Inc. In 1996, Kevin relocated to the Calgary office and in 2001 to the Toronto office before returning to the Calgary office in 2005. In February 2009, Kevin relocated to the Vancouver office of Ernst & Young Inc.

A selection of Kevin's recent Transaction Advisory Services engagement experience:

- Kevin was responsible for advisory services to a major financial institution involving its exposure to several oil and gas exploration and production entities in Calgary, Alberta. This engagement involved strategies to deleverage the exposure limits through strategic loan divestitures, settlements, and the development of other opportunities.
- Kevin was responsible for EYI's mandate involving the restructuring of Oilexco Inc. under the provisions of the *Companies' Creditors Arrangement Act* and concurrently under

Administration pursuant to the laws of the United Kingdom. Oilexco was the largest exploration and production company in the North Sea. The engagement included the sale of production and exploration fields and rights. The engagement included greater than US$1 billion in secured debt.

- Kevin was responsible for the execution of EYI's mandate as Court appointed Receiver and Trustee in Bankruptcy of the Royal Crest Lifecare group of companies comprising 17 operating lifecare (1,748 beds) and retirement (512 beds) residences in Southern Ontario, including the employment of approx. 2,000 individuals. The appointing creditors are owed more than $161 million dollars and a substantial component of this debt is subject to CMHC insurance.
- Kevin was responsible for the sale of a chain of 38 movie exhibition houses (142 screens) throughout Western Canada to a purchaser comprised of key members of management. The engagement was undertaken on behalf of two private equity entities.
- Kevin was responsible for the execution of EYI's mandate in the restructuring of Philip Services Inc. and Philip Analytical Services Inc. and their related entities jointly under Chapter 11 of the US Bankruptcy Code and the *Companies' Creditors Arrangement Act* (Canada). The operations included, *inter alia*, laboratory sites throughout Canada, landfill operations and emergency response services for environmental site remediation. The mandate resulted in the sale of the Canadian entities to a significant private equity group for proceeds exceeding $142 million, resulting in a successful outcome and continuation of operations.
- Kevin was responsible and involved in material aspects of the restructuring of Air Canada under the *Companies' Creditors Arrangement Act*. Specifically, Kevin led the process that resulted in securing a co-branding agreement between Air Canada, Aeroplan and American Express and was responsible for other material aspects of the restructuring.
- Kevin was responsible for the execution of EYI's mandate in the restructuring of Cineplex Odeon Corporation in connection with a filing under the *Companies' Creditors Arrangement Act*. Cineplex Odeon Corporation operated 123 motion picture theatres in 6 provinces and had in excess of $565 million of unsecured debt. The restructuring included the renegotiation and disclaiming of more than 40 leases resulting in excess of $10 million of annual cash flow savings.
- Kevin participated as a co-leader of the EYI team retained by the shareholders of the real estate holding company to operate and divest 63 industrial buildings comprising more than 4.0 million square feet of property in the Greater Toronto Area. The assignment resulted in a successful lease up of the properties and divestiture of the properties to a major investment trust company.
- Kevin was responsible for the execution of EYI's mandate in the restructuring of Action International (Canada) in connection with a filing under the *Companies' Creditors Arrangement Act*. Action International provided management training and education services under a master franchise arrangement with Action International (Australia). The engagement involved the divestiture of certain franchise rights and restructuring of on-going operations.
- Kevin was responsible for the EYI mandated as Court Appointed Receiver and Trustee in Bankruptcy related to the operation and divestiture of a oil sands cleaning plant located in northern Alberta on behalf of a major life insurance company. The assignment required daily reporting to the Alberta Energy and Utilities Board and coordination of all parties on this new technology approach to separating oil from sand as a by-product of future oil production growth in Western Canada. The assignment involved a wind down of operations and mitigation of environmental liability on behalf of the directors, company, lenders and Province of Alberta.

- Kevin was responsible for the EYI mandate as Court Appointed Receiver and Manager for the divestiture of a strawboard manufacturing facility on behalf of a major life insurance company. The assignment involved a viability assessment for the product produced, a lengthy marketing process for the plant asset and a successful sale of the plant to an Australian operator. The plant was located in a small community of less than 950 residents that relied on the plant for its employment and business development.
- Kevin participated as a member of the EYI team in the restructuring of a ground fish operation under the *Bankruptcy and Insolvency Act* on the Canadian west coast. The operation included large ground fish processing plants and fishing fleets in Prince Rupert and Vancouver, British Columbia and a cannery and cold storage operation in Prince Rupert. The result of the engagement was the successful restructuring of more than $30 million of secured debt, a successful negotiation with the government of British Columbia for employment stimulus funding, the renegotiation of the two major collective agreements and the pairing of operations to effect efficiencies and the realities of the economic circumstances of the company and the market for long term growth and prosperity.
- Kevin was responsible for the EYI mandate in the restructuring of an oil and gas exploration and production company in connection with a filing under the *Companies' Creditors Arrangement Act*. The engagement involved the sale of certain lease holdings and implementation of a Plan of Arrangement that allowed the company to service its remaining debt capacity. The result of this engagement was a successful restructuring that resulted in enhancing the attractiveness of the enterprise for an amalgamation with a larger oil and gas exploration company.
- Kevin was responsible for the operation of an Alfalfa processing plant in Norquay, Saskatchewan on behalf of the Saskatchewan Economic Development Corporation. The operation involved custom field production, plant processing operations, storage management and transportation services. The engagement resulted in the re-alignment of operations to implement cost efficiencies and the eventual sale of the plant operations to a major Canadian agriculture company.

In addition to the above assignments Kevin has been involved in more than 35 additional corporate recovery and insolvency engagements on behalf of creditors and debtors in industries involving energy, real estate, hospitality and gaming, manufacturing, telecommunications, financial services, retail, fisheries and environmental and waste management services. These engagements primarily involved formal assignments under the *Companies' Creditors Arrangement Act* and the *Bankruptcy and Insolvency Act.*

Professional Community Activities

Timeframe	Activity
August 2009 to Current	Chair of the Canadian Association of Insolvency and Restructuring Professionals ("CAIRP")
March 2009 to Current	Chair of the NIQP Transition Committee, including negotiations pertaining to amendments to the NIQP Memorandum of Understanding between CAIRP and the co-sponsor, the OSB
September 2008 to Current	Chair of the CAIRP Website Redevelopment Committee
July 2008 to Current	Member of the Joint Liaison Committee comprised of representatives from CAIRP, HRSDC, CRA, OSB, Service Canada, Industry Canada and other bodies pertain to the *Wage Earners Protection Program Act* (Canada)
July 2008 to Current	Member of the CAIRP Strategic Planning Implementation Task Force (specifically related to the implementation of Professional Recognition initiatives)
August 2007 to August 2009	Vice Chair of CAIRP
August 2007 to Current	Member of the Board of Directors and Executive Committee of CAIRP
March 2008 to Current	Chair of the CAIRP Communications Committee
March 2007 to December 2008	Chair of the CAIRP Corporate Practice Committee, representing the interests of the eight largest Canadian restructuring firms
March to October 2008	Vice Chair of the National Insolvency Qualification Program ("NIQP") Review Committee (Chair of the Course Structure and Content sub-committee)
March 2008	Author of the NIQP Strategic Outlook
July 2008	Author of the submission of CAIRP respecting the Bankruptcy and Insolvency General Rules and the Companies' Creditors Arrangement Act Regulations
June 2008	Author of the submission of CAIRP respecting the Wage Earners Protection Program Regulations
December 2007	Presenter on behalf of CAIRP to the Senate Standing Committee on Banking, Trade and Commerce (regarding Bill C-12, formerly Bill C-62, a bill to amend the *Bankruptcy and Insolvency Act* (Canada)
November 2007	Lead reviewer of the 2007 National Insolvency Examination results and appeal process that resulted in significant amendment to the examination marking key and pass rate of candidates
November 2007	Author of the CAIRP Corporate Practice Committee submission to the Senate Standing Committee on Banking Trade and Commerce pertaining to Bill C-12
December 2005	Presenter to the Corporate and Insolvency Policy Directorate in Ottawa pertaining to Bill C-55

Timeframe	Activity
July to October 2005	A member of the Legislative Review Task Force pertaining to the review of Bill C-55. The Legislative Review Task Force was a joint initiative of CAIRP and the Insolvency Institute of Canada
March to October 2002	A member of the Business Insolvency Law Reform Task Force (reviewing issues related to executory contracts, collective agreements and Director liabilities)
1997 to 2000	Member of various examination boards, including with respect to the NIQP 301 and 401 course of study
1997 to Current	Attended at numerous marking centres and author of numerous examination questions. In addition, was a representative of several ad hoc committees of CAIRP as related to issues that arose from time to time

Professional Speaking and Authorship Activities

Timeframe	Activity
May 2009	Association for Corporate Growth (ACG) – Capital Connection 2009 – Presenter, The New Market, Distressed Turnaround Financing – Vancouver, British Columbia
December 2008	Ernst & Young Inc., Commercial Insolvency Legislative Reform Webcast – joint presenter, Toronto, Ontario
September 2008	CAIRP Commercial Insolvency Amendments – Module 3 – Web-forum – Chair of program and presenter
August 2008	CAIRP Annual Conference – Presenter, Legislative Reform and the Shortcomings – Halifax, Nova Scotia
June 2008	Alberta Securities Commission, Annual Meeting – Presenter, An Overview of Insolvency Proceedings, a Regulators Perspective – Calgary, Alberta
January 2008	Alberta Health and Wellness – Presenter, State of Long Term Care Funding, a National Perspective – Edmonton, Alberta
December 2007	National Bank of Canada – National Accounts Meeting – Presenter, Automotive and Energy Sector Updates – Toronto, Ontario
June 2007	Insight Conference – Canadian Seniors' Housing Forum — presenter, "Stories from the Trenches: Royal Crest" – Vancouver, British Columbia
May 2007	Article – "The Social Responsibility of Insolvency Professionals" – Insol World Magazine – Spring 2007
October 2006	Canadian Institute Conference – Business Insolvency Law Review – presenter, "Avoiding the Employment Landmines in Taking Over an Insolvent Enterprise: Best Practices" – Calgary, Alberta

Timeframe	Activity
March 2006	Paper – "Case Study: The Social Responsibility of Insolvency Professionals" – CAIRP Magazine (Rebuilding Success)
December 2005	Canada Mortgage and Housing Corporation – National Annual Credit Meeting – Presenter, "Detecting Possible Credit Default in Long Term Care and Retirement"– Toronto, Ontario
April 2004	American Bankruptcy Institute – Annual Conference – Presenter, "Airline Restructuring"– La Quinta, California
September 1998	Booklet – "Schedule of Prior Claims in Alberta" – Ernst & Young Inc. copyright
May 1996	International Petroleum Producers Credit Association – Speaker – "Assessing Credit Risk", Calgary, Alberta

Community Service Activities

- Career Panelist – Ernst & Young LLP – February 2006
- Past Vice-Chair of the Manitoba Chapter of the Children's Wish Foundation of Canada
- Past Chair of several major fundraisers for the Alberta and Manitoba Chapters of the Children's Wish Foundation of Canada

Big Sky Farms Inc. et al.

Cash-flow Statement[1]

(In Canadian Dollars)

For the Period of November 1, 2009 - February 10, 2010

	Notes	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16	
Period Start		1-Nov-09	8-Nov-09	15-Nov-09	22-Nov-09	29-Nov-09	6-Dec-09	13-Dec-09	20-Dec-09	27-Dec-09	3-Jan-10	10-Jan-10	17-Jan-10	24-Jan-10	31-Jan-10	7-Feb-10	14-Feb-10	
Period End		8-Nov-09	15-Nov-09	22-Nov-09	29-Nov-09	6-Dec-09	13-Dec-09	20-Dec-09	27-Dec-09	3-Jan-10	10-Jan-10	17-Jan-10	24-Jan-10	31-Jan-10	7-Feb-10	14-Feb-10	21-Feb-10	Total
ASSUMPTIONS																		
Market Hogs																		
Estimated Number of Market Hogs Sold		16,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	17,000	271,000
Estimated Price per Market Hog		110.71	110.71	110.71	110.71	110.71	110.71	110.71	110.71	126.22	126.22	126.22	126.22	126.22	126.22	126.22	126.22	
Estimated Exchange Rate		1.0525	1.0525	1.0525	1.0575	1.0525	1.0525	1.0525	1.0525	1.0525	1.0525	1.0525	1.0525	1.0525	1.0525	1.0525	1.0525	
SEW and Feeder Hogs																		
Estimated Number of Feeder Hogs Sold		1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	19,200
Estimated Price per Feeder Hog		29.00	29.00	29.00	29.00	29.00	29.00	29.00	29.00	29.00	29.00	29.00	29.00	29.00	29.00	20.00	29.00	
Feed Costs																		
Estimated Feed Cost per Hog		72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	72.00	
RECEIPTS AND DISBURSEMENTS																		
Receipts																		
Sales - Market Hogs and Culls	2	1,771,426	1,882,140	1,882,140	1,882,140	1,882,140	1,882,140	1,882,140	1,882,140	2,145,693	2,145,693	2,145,693	2,145,693	2,145,693	2,145,693	2,145,693	2,145,693	32,111,953
Sales - SEW and Feeder Hogs	3	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	34,800	556,800
GST	4	-	-	110,000	-	-	-	110,000	-	-	-	110,000	-	-	-	-	110,000	440,000
Other Income	5	-	750,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	750,000
Total Receipts		1,806,226	2,666,940	2,026,940	1,916,940	1,916,940	1,916,940	2,026,940	1,916,940	2,180,493	2,180,493	2,290,493	2,180,493	2,180,493	2,180,493	2,180,493	2,290,493	33,858,753
Disbursements																		
Feed Costs	6	2,600,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	1,300,000	21,500,000
Operating Expenses	7	700,000	350,000	250,000	250,000	1,250,000	350,000	350,000	350,000	1,250,000	350,000	350,000	350,000	1,250,000	250,000	250,000	350,000	8,050,000
Payroll	8	500,000	175,000	400,000	175,000	400,000	175,000	400,000	175,000	400,000	175,000	400,000	175,000	400,000	175,000	400,000	175,000	4,700,000
Restructuring Costs - Professional Fees	9	350,000	-	250,000	-	250,000	-	250,000	-	250,000	-	250,000	-	250,000	-	250,000	-	2,200,000
Restructuring costs - DIP and Other	10	20,096	4,881	6,798	7,745	7,537	10,764	10,561	11,270	11,068	11,645	12,790	12,846	13,989	14,568	13,716	14,049	188,325
Capital Expenditures	11	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Debt Payments - P&I	12	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Disbursements		3,570,096	1,833,881	2,406,798	1,832,748	3,207,537	1,835,764	2,310,561	1,836,270	3,211,068	1,838,645	2,312,790	1,837,846	3,211,989	1,839,568	2,313,716	1,839,049	37,238,325
Net Cash Flow		(1,763,870)	833,059	(379,858)	84,192	(1,290,597)	81,176	(283,621)	80,670	(1,030,575)	341,848	(22,297)	342,647	(1,031,496)	340,925	(133,223)	451,444	(3,379,572)
Opening Cash		-	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	-
Net Cash Flow		(1,763,870)	833,059	(379,858)	84,192	(1,290,597)	81,176	(283,621)	80,670	(1,030,575)	341,848	(22,297)	342,647	(1,031,496)	340,925	(133,223)	451,444	(3,379,572)
DIP Loan Advances (Paydown)		2,013,870	(833,059)	379,858	(84,192)	1,290,597	(81,176)	283,621	(80,670)	1,030,575	(341,848)	22,297	(342,647)	1,031,496	(340,925)	133,223	(451,444)	3,629,572
Closing Cash		250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000	250,000
Beginning DIP Loan	13	-	(2,013,870)	(1,180,811)	(1,560,669)	(1,476,476)	(2,767,073)	(2,685,897)	(2,969,517)	(2,888,847)	(3,919,422)	(3,577,574)	(3,599,871)	(3,257,223)	(4,288,720)	(3,947,794)	(4,081,017)	-
Paydown (Advances)		(2,013,870)	833,059	(379,858)	84,192	(1,290,597)	81,176	(283,621)	80,670	(1,030,575)	341,848	(22,297)	342,647	(1,031,496)	340,925	(133,223)	451,444	(3,629,572)
Closing DIP Loan		(2,013,870)	(1,180,811)	(1,560,669)	(1,476,476)	(2,767,073)	(2,685,897)	(2,969,517)	(2,888,847)	(3,919,422)	(3,577,574)	(3,599,871)	(3,257,223)	(4,288,720)	(3,947,794)	(4,081,017)	(3,629,572)	(3,629,572)

Canute Tageseth, CA
Chief Financial Officer

Date

This is Exhibit "B" referred to in the Affidavit of Kevin Brennan
Sworn before me this 7th day of October, 2009

A Commissioner For Oaths/Notary Public in and for the Province of Saskatchewan
Being a Solicitor - OR -
~~My Appointment Expires:~~

Big Sky Farms Inc. et al.
Cash-flow Statement[1]
(In Canadian Dollars)
For the Period of November 1, 2009 - February 10, 2010

Notes:

1 Management of Big Sky Farms Inc. et al. (BSF) has prepared this Cash-Flow Statement based on the probable and hypothetical assumptions detailed in Notes 2 - 15. Consequently, actual results will likely vary from the financial performance projected and such variations may be material.

2 Hog sales are based on CME future settlement prices as at October 23, 2009, a fixed exchange rate, and the terms of existing hog producer agreements. Management has estimated the volume of hog sales based on supply agreements with customers and BSF's production capacity.

3 Sales of SEW and feeder hogs are based on Management's best estimate of future prices for those types of hogs.

4 The Company has historically been in a GST refund position as GST is not charged on the sale of livestock. Estimated GST refunds for the forecast period are based on a percentage of the anticipated operating expenses.

5 Other income represents payment of a claim made by BSF under the Canadian Agricultural Income Stability (CAIS) program, which is expected to be received in week 2.

6 Feed costs are based on the amount of hogs in inventory, projected feed prices, and anticipated delivery requirements.

7 Operating costs are based on historical figures and scale of operations throughout the forecast period.

8 Payroll is based on the amount of estimated staffing required to continue operations at the existing scale.

9 Includes estimated costs for professional fees including the Monitor, its counsel, and BSF's counsel and U.S. counsel.

10 Includes DIP lender fees, interest, unused line fees, and legal fees based on a $10mm DIP facility.

11 No capital expenditures are planned during the forecast period.

12 Payments of pre-CCAA debts will not be made.

13 Excludes payment amounts for pre-filing claims that may be approved for payment by the DIP lender and Court, if any.

Big Sky Farms Inc.
10333 8th Ave.
P.O. Box 610
Humboldt, SK S0K 2A0
Phone: (306) 682-5041
Fax: (306) 682-5042

October 29, 2009

Ernst & Young Inc.
Pacific Center
700 W. Georgia St., P.O. Box 10101
Vancouver, BC V7Y 1C7

Attention: Kevin Brennan, CA-CIRP, CIRP

Dear Sirs

Re: **Proceedings under the *Companies' Creditors Arrangement Act* ("CCAA")**
Responsibilities/Obligations and Disclosure with Respect to Cash Flow Projections

In connection with the application by Big Sky Farms Inc. for the commencement of proceedings under the CCAA in respect of Big Sky Farms Inc., the management of Big Sky Farms Inc. ("Management") has prepared the attached Cash-Flow Statement and the assumptions on which the Cash-Flow Statement is based.

Big Sky Farms Inc. confirms that:

1. the Cash-Flow Statement and the underlying assumptions are the responsibility of Big Sky Farms Inc.;
2. all material information relevant to the Cash-Flow Statement and to the underlying assumptions has been made available to Ernst & Young Inc. in its capacity as Monitor; and
3. Management has taken all actions that it considers necessary to ensure:
    a. That the individual assumptions underlying the Cash-Flow Statement are appropriate in the circumstances; and
    b. That the individual assumptions underlying the Cash-Flow Statement, taken as a whole, are appropriate in the circumstances.

Yours Truly,

Canute Tagseth, CA

Chief Financial Officer

ERNST & YOUNG

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October 29, 2009

IN THE COURT OF QUEEN'S BENCH
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED (the "CCAA")

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE CREDITORS OF BIG SKY FARMS INC., DRY CAST SYSTEMS INC. and BIG SKY MANAGEMENT CONSULTING CORP. (collectively the "Applicant")

MONITOR'S REPORT ON DEBTOR'S CASH FLOW STATEMENT

The attached statement of projected cash-flow attached as appendix "A" of this report/the debtors application material (the "Cash-Flow Statement") of the Applicant for the period of November 2, 2009 to February 21, 2010, has been prepared by the management of the Company for the purpose of the Initial Application, using the Probable and Hypothetical Assumptions set out in Notes 1-15.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by certain of the management and employees of the Company. Since Hypothetical Assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the Cash-Flow Statement. We have also reviewed the support provided by management of the Company for the Probable Assumptions, and the preparation and presentation of the Cash-Flow Statement.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects:

a) the Hypothetical Assumptions are not consistent with the purpose of the Cash-Flow Statement;

b) as at the date of this report, the Probable Assumptions developed by management are not suitably supported and consistent with the plans of the Company or do not provide a reasonable basis for the Cash-Flow Statement, given the Hypothetical Assumptions; or

c) the Cash-Flow Statement does not reflect the Probable and Hypothetical Assumptions.

Since the Cash-Flow Statement is based on Assumptions regarding future events, actual results will vary from the information presented even if the Hypothetical Assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the Cash-Flow Statement will be achieved. We express no opinion or other form of assurance with respect to the accuracy of any financial information presented in this report, or relied upon by us in preparing this report.

The Cash-Flow Statement has been prepared solely for the purpose described above, and readers are cautioned that it may not be appropriate for other purposes.

Dated at Saskatoon, this 29th day of October, 2009.

ERNST & YOUNG INC.
In its capacity as
Court appointed Monitor of
Big Sky Farms Inc., Dry Cast Systems Inc., and
Big Sky Management Consulting Corp.
Per:

Kevin Brennan, CA•CIRP, CIRP
Senior Vice President