

To the creditors of Keller & Sons Farming Ltd.

8 August 2017

IN THE MATTER OF THE BANKRUPTCY OF KELLER & SONS FARMING LTD.

We write to advise that on 3 August 2017, Keller & Sons Farming Ltd. filed an assignment in bankruptcy. The undersigned Ernst & Young Inc. was appointed as Trustee in the matter.

We enclose herewith the following:

1. The statutory Notice to Creditors of First Meeting
2. Statement of Affairs (summary page)
3. Listing of Creditors
4. Form of Proof of Claim and Proxy

While it is not necessary for you to attend the creditors meeting, you are required to complete and file your claim with the Trustee if you wish to participate in the bankruptcy proceedings.

Additional information is available at www.ey.com/ca/keller.

Sincerely,

ERNST & YOUNG INC.

Trustee of the Estate of Keller & Sons Farming Ltd., a bankrupt

Per: 

Joe Healey
Senior Vice-President

Attachments

District of: Manitoba
Division No. 21 - Winnipeg
Court No. 21-2279273
Estate No. 21-2279273

FORM 68
Notice of Bankruptcy, First Meeting of Creditors
(Subsection 102(1) of the Act)

☒ Original ☐ Amended

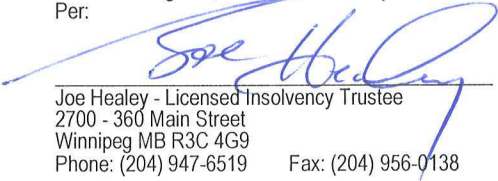
In the matter of the bankruptcy of
Keller & Sons Farming Ltd.
of the township of Carberry
in the Province of Manitoba

Take notice that:

1. Keller & Sons Farming Ltd. filed an assignment on the 3rd day of August 2017, and the undersigned, Ernst & Young Inc., Licensed Insolvency Trustee, was appointed as trustee of the estate of the bankrupt by the official receiver, subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
2. The first meeting of creditors of the bankrupt will be held on the 29th day of August, 2017 at 11:00 A.M., at the office of Ernst & Young Inc., at 2700-360 Main Street, Winnipeg.
3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
4. Enclosed with this notice is a proof of claim form, proxy form, and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.
5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.

Dated at the city of Winnipeg in the Province of Manitoba, this 8th day of August 2017.

Ernst & Young Inc., Licensed Insolvency Trustee
Per:


Joe Healey - Licensed Insolvency Trustee
2700 - 360 Main Street
Winnipeg MB R3C 4G9
Phone: (204) 947-6519 Fax: (204) 956-0138

District of: Manitoba
Division No: 21 - Winnipeg
Court No: 21
Estate No: 21

☒ Original ☐ Amended

Form 78

Statement of Affairs (Business Bankruptcy) made by an entity
(Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the bankruptcy of
Keller & Sons Farming Ltd.
of the township of Carberry
in the Province of Manitoba

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 2nd day of August 2017. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	2,897,082.56
Balance of secured claims as per list "B"	3,989,516.00
Total unsecured creditors	6,886,598.56
2. Secured creditors as per list "B"	1,173,287.48
3. Preferred creditors as per list "C"	0.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00
Total liabilities	8,059,886.04
Surplus	NIL

ASSETS (as stated and estimated by the officer)	
1. Inventory	0.00
2. Trade fixtures, etc.	0.00
3. Accounts receivable and other receivables, as per list "E"	
Good	0.00
Doubtful	0.00
Bad	0.00
Estimated to produce	0.00
4. Bills of exchange, promissory note, etc., as per list "F"	0.00
5. Deposits in financial institutions	0.00
6. Cash	0.00
7. Livestock	0.00
8. Machinery, equipment and plant	0.00
9. Real property or immovable as per list "G"	0.00
10. Furniture	0.00
11. RRSPs, RRI's, life insurance, etc.	0.00
12. Securities (shares, bonds, debentures, etc.)	0.00
13. Interests under wills	0.00
14. Vehicles	0.00
15. Other property, as per list "H"	1,173,287.48
If bankrupt is a corporation, add:	
Amount of subscribed capital	0.00
Amount paid on capital	0.00
Balance subscribed and unpaid	0.00
Estimated to produce	0.00
Total assets	1,173,287.48
Deficiency	6,886,598.56

I, Joe Healey, Senior Vice President of Ernst & Young Inc., Receiver of *Keller & Sons Farming Ltd.* of the city of Winnipeg in the Province of Manitoba, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of *the bankrupt* my affairs on the 2nd day of August 2017 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act. *the bankrupt's*

SWORN (or SOLEMNLY DECLARED)
before me at the city of Winnipeg in the Province of Manitoba, on this 2nd day of August 2017.

Nancy Drader
Nancy Drader, Commissioner of Oaths
For the Province of Manitoba
Expires August 16, 2018

Joe Healey, Senior Vice President of Ernst
& Young Inc., Receiver of
Keller & Sons Farming Ltd.
Rec. *[Signature]*

Creditor Mailing List

In the matter of the bankruptcy of
Keller & Sons Farming Ltd.
of the township of Carberry
in the Province of Manitoba

Creditor Type	Name	Attention	Address	Claim \$
Director	Mark Keller		P.O. Box 760 Carberry MB R0K 0H0	
Secured	National Bank of Canada		179 Provencher Blvd Winnipeg MB R2H 0G4	
	Redfern Farm Services		922 Douglas Street Brandon MB R7A 7B2	
	Royal Bank of Canada		740 Rosser Ave Brandon MB R7A 0K9	1,173,287.48
Unsecured	Abey Sand & Gravel		Site 520 Box 47 RR#5 Brandon MB R7A 5Y5	319.70
	Accel Towing		940 Douglas Street Brandon MB R7A 7B2	258.30
	Acklands-Grainger		P.O. Box 2970 Winnipeg MB R3C 4B5	495.76
	Action Vac and Septic Service		Box 60 Site 50 RR#5 Brandon MB R7A 5Y5	551.25
	Aikins MacAulay		30th Floor - 360 Main St Winnipeg MB R3C 4G1	77,002.81
	Atom Jet		2110 Park Ave Brandon MB R7B 0R9	1,088.61
	BDO Canada LLP		148-10th Street Brandon MB R7A 4E6	22,744.33
	Bluestar Construction Ltd.		411 Four Valley Dr Concord ON L4K 5Y8	5,161.28
	Brandon Bearing		1303 Richmond Ave East Brandon MB R7A 7A2	42,518.37
	Brandon Rad & Auto Service Ltd.		1602 Parker Blvd. Brandon MB R7A 7P6	1,139.25
	Brandt Tractor		3700 McGillivray Blvd. P.O Box 23030 Winnipeg MB R3T 5S3	899.10
	Calidon Equipment Leasing		3903 Millar Ave Saskatoon SK S7P 0A3	
	Canada Gap		245 Stafford Road West, Suite 312 Ottawa ON K2H 9E8	575.00
	Canada Revenue Agency		12003 4798 9755 King George Boulevard Surrey BC V3T 5E1	
	Canadian Linen		1860 King Edward Street Winnipeg MB R2R 0N2	877.81
	Canadian Spectrum Equipment		60 Boys Road Box 3, Group 587,RR#5 Winnipeg MB R2C 2Z2	316.96
	Canpro Gator Centre		2-1991 Middleton Avenue Brandon MB R7C 1A7	1,464.24
	Carberry Sandhills Electric Ltd		P.O.Box 328 Carberry MB R0K 0H0	132,852.56
	CentecElectric and Controls		140 Industrial Drive Brandon MB R7A 7S5	14,814.49
	CIBC Visa		PO Box 4595 STN A Toronto ON M5W 4X9	1,436.94

Creditor Mailing List

In the matter of the bankruptcy of
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of the township of Carberry
in the Province of Manitoba

Creditor Type	Name	Attention	Address	Claim \$
Unsecured	CNH Industrial Capital		P.O. Box 2200 STN M Calgary AB T2P 5N9	13,257.35
	Cobalt Industries Ltd.		P.O. Box 776-15 Airport Road Carberry MB R0K 0H0	3,608.55
	Concentra Financial		2055 Albert St Regina SK S4P 2T8	
	Custom Truck Sales		357 Oak Point Hwy. Winnipeg MB R2R 1T9	10,494.40
	Custom Truck Services Inc.			
			1240 Highland Avenue Brandon MB R7C 1A7	
	D & C Commodities		Box 202 Miami MB R0G 1H0	2,438.05
	Diamond Water Express		Unit 1-2430 Victoria Ave. Brandon MB R7B 0M5	185.00
	Eccol Electric Corp.		660-8th Street Brandon MB R7A 6Z7	3,499.96
	Enns Brothers Ltd		55 Rothwell Road 2nd Floor Winnipeg MB R3P 2M5	23,893.25
	Fastenal		860 Trillium Drive, Suite 117 Kitchener ON N2R 1K4	103.05
	Filmore Riley		1700-360 Main Street Winnipeg MB R3C 3Z3	
	Fountain Tire		1866 18th St N Brandon MB R7C 1A5	16,651.19
	Gallant Sales		568 Bernat Rd Grande Pointe MB R5A 1H5	33,012.50
	Gavilon		1331 Capital Ave Omaha MB 68102 USA	
	GEM Services		P.O.Box 20084 Brandon MB R7A 6Y8	4,969.08
	Gen Ag		P.O.Box 959 Winkler MB R6W 4B1	45,601.42
	General Bank of Canada		11523-100 Ave Edmonton AB T5K 0J8	
	Geo.H. Young & Co. Ltd		809-167 Lombard Ave Winnipeg MB R3B 3H8	365.43
	Grand Valley Mechanical		Unit A-328 Park Ave Brandon MB R7A 7A7	2,507.81
	H. Bullee & Sons		1505 Frederick St Brandon MB R7A 6Z6	1,863.37
	H2 Services		Box 3 Site 150 RR1 Brandon MB R7A 5Y1	13,125.00
	Hunter's Services		2340 Park Ave Brandon MB R7B 0S2	218.08
	Inland Radiator		238 Pacific Ave Brandon MB R7A 0H4	1,788.00
	Integrated Power Services		633 Tyne Avenue Winnipeg MB R2L 1J5	28,443.47
	John Deere Financial		P.O. Box 4696 Postal Station A Toronto ON M5W 6C5	185,773.33

Creditor Mailing List

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Creditor Type	Name	Attention	Address	Claim \$
Unsecured	John Skrzypek		Box 330 Rapid City MB R0K 1W0	1,086.75
	Kaltire		1665 18th Street N Brandon MB R7C 1A6	16,883.71
	Karen Keller		c/o Donald Legal Services 22 6th Street Brandon MB R7A 3N1	
	KGS Group		3rd Floor-865 Waverley Street Winnipeg MB R3T 5P4	33,915.99
	Leech Printing		601 Braecrest Drive Brandon MB R7C 1B1	539.86
	Lightway Transport Inc.		Box 55 Austin MB R0H 0C0	57,892.99
	Lyons Transmission Centre		2127 Lyndale Dr Brandon MB R7A 7K9	1,469.90
	M&M Motor Products Ltd.		1400 Toronto St Regina SK S4R 8S8	2,131.82
	Manitoba Crop Insurance		Box 610 Souris MB R0K 2C0	59,655.40
	Maple Leaf Foods Inc.		Box 290 Landmark MB R0A 0X0	22,555.00
	MarDee Enterprises		1873 1st Street North Brandon MB R7C 1A9	571,119.69
	Mark Keller		PO Box 760 Carberry MB R0K 0H0	120,002.30
	MarketLink Brokerage Solutions		110 - 93 Lombard Avenue Winnipeg MB R3B 3B1	23,461.57
	Maxim Transportation Services		1860 Brookside Blvd Winnipeg MB R3C 2E6	597.63
	Mazer Implements		1908 Currie Blvd Brandon MB R7A 5Y1	2,785.48
	MB Hydro		P.O. Box 7900 Stn Main Winnipeg MB R3C 5R1	152,054.21
	Meighen Haddad & Co		110-11th Street Brandon MB R7A 4J4	1,490.16
	Mid Plains		Box 610 Carberry MB R0K 0H0	30,974.18
	Midwest Industrial Services		1515 10th St Brandon MB R0K 0H0	1,048.69
	MillcoSteel Ltd.		315 Park Avenue East Brandon MB R7A 7A4	10,468.03
	MNP		1401 Princess Ave Brandon MB R7A 7L7	62,906.46
	Morningstar Metal		1110 McGregor Ave Brandon MB R7A 7P4	1,471.31
	Motion Canada		75 Meridian Dr Winnipeg MB R2R 2V9	4,019.98
	MTS		Box 7500 Winnipeg MB R3C 3B5	12,957.87
	Murray ChevOlds		1500 Richmond Avenue Brandon MB R7A 7E3	1,135.86

Creditor Mailing List

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Creditor Type	Name	Attention	Address	Claim \$
Unsecured	National Bank of Canada		179 Provencher Blvd Winnipeg MB R2H 0G4	788,483.19
	Nickel Electric		R.R. #1 Site 125 Box 37 Brandon MB R7A 5Y1	7,673.17
	Norman G. Jensen, Inc		C/O Livingston International, INC P.O. Box 5640, Terminal A Toronto ON M5W 1P1	442.80
	Overland Waste & Recycling		620 A Richmond Avenue East Brandon MB R7A 7G8	4,753.25
	Paccar Financial Ltd.		6711 Mississauga Rd, Suite 501 Mississauga ON L5N 4J8	
	Parlo Inc.		562 Osborne St Winnipeg MB R3L 2B4	1,257.89
	Penner Farm Services		1724 18th Street North Brandon MB R7C 1A5	544.64
	PHI Financial Services Canada Limited		C/O T11107C P.O. Box 11000, Station A Toronto ON M5W 2G5	147,075.52
	Piston Ring		P.O. Box 843 660 Wall Street Winnipeg MB R3C 2P7	7,267.89
	Pivot Source Irrigation Ltd		Box 19 Douglas MB R0K 0R0	51,325.25
	PrairieMobile Communications		1305 King Edward Street Winnipeg MB R3H 0R6	3,615.19
	Productivity Plus Account		P.O. Box 4561 Toronto ON M5W 4S9	1,657.06
	Pumps & Pressure		7018 Johnstone Drive Red Deer AB T4P 3Y6	1,086.73
	RCB Truck & Trailer		5600 Richmond Avenue East Brandon MB R7A 7L5	1,139.79
	Ready Oxygen		1324 Richmond Ave Brandon MB R7A 1M8	10,810.52
	Redfern Farm Services		922 Douglas Street Brandon MB R7A 7B2	192,746.36
	RM of Cornwallis		P.O.Box 10 Site 500 RR#5 Brandon MB R7A 5Y5	
	RM of North Cypress		Box 130 Carberry MB R0K 0H0	
	RM of Oakland		P.O. Box 28 Nesbitt MB R0K 1P0	
	RM of South Cypress		Box 219 Glenboro MB R0K 0X0	
	Rocky Mountain Equipment		P.O. Box 60, Site 520, RR5 Brandon MB R7A 5Y5	9,175.71
	Royal Bank of Canada		740 Rosser Ave Brandon MB R7A 0K9	3,008,286.45
	Shilo Farms Ltd.		P.O. Box 86 Shilo MB R0K 2A0	
	SkillPath Seminars		P.O. Box 997 Mission KS 66201-0997 USA	40.40
	Smart Electrical Services Ltd.		P.O. Box 565 190 Anson Street Carberry MB R0K 0H0	19,906.56

Creditor Mailing List

In the matter of the bankruptcy of
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in the Province of Manitoba

Creditor Type	Name	Attention	Address	Claim \$
Unsecured	Springbrook Construction		Box 188 Austin MB R0H 0C0	9,478.88
	Staples Canada		Store #238 1645a 18th St Brandon MB R7A 5C6	2,442.77
	Sun Life		P.O.Box 1622 STN Waterloo ON N2J 4M8	4,737.18
	The Competitor Fire Extinguishers		1539 Rosser Ave Brandon MB R7A 0M7	1,403.01
	Trinity Trailer Mfg.Inc.		8200 Eisenman Road Boise ID 83716 USA	3,954.65
	Welders Supplies		150 McPhillips Street Winnipeg MB R3E 2J9	699.20
	Wes- Trans		515 Oak Point Rd Winnipeg MB R2R 1V2	4,334.27
	Westman Aerial Spraying		Site 50, Box 56, RR5 Brandon MB R7A 5Y5	674,859.61
	Windsor Plywood		551 Century St. Winnipeg MB R3H 0L8	1,576.28
	Workers Compensation Board of Manitoba		333 Broadway Winnipeg MB R3C 4W3	33,823.97
	Wurtz Bros.		Box 70 Sidney MB R0H 1L0	2,741.82
	Yvon's Pump Service Ltd.		Site 150 Box 27 RR1 Brandon MB R7A 5Y1	318.66

FORM 31

Proof of Claim

(Section 50.1, subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1), and paragraphs 51(1)(e) and 66.14(b) of the Act)

All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the bankruptcy of KELLER & SONS FARMING LTD. of Carberry, MB and the claim of _____, creditor.

I, _____ (*name of creditor or representative of the creditor*), of _____ (*city and province*), do hereby certify:

1. That I am a creditor of the above-named debtor (or that I am _____ (*state position or title*) of _____ (*name of creditor or representative of the creditor*)).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of bankruptcy, namely the 3rd day of August, 2017, and still is, indebted to the creditor in the sum of \$_____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (*The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.*)

4. (*Check and complete appropriate category.*)

☐ A. UNSECURED CLAIM OF \$_____

(*other than as a customer contemplated by Section 262 of the Act*)

That in respect of this debt, I do not hold any assets of the debtor as security and

(*Check appropriate description.*)

☐ Regarding the amount of \$_____, I claim a right to a priority under section 136 of the Act.

☐ Regarding the amount of \$_____, I do not claim a right to a priority.

(*Set out on an attached sheet details to support priority claim.*)

☐ B. CLAIM OF LANDLORD FOR DISCLAIMER OF A LEASE \$_____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(*Give full particulars of the claim, including the calculations upon which the claim is based.*)

☐ C. SECURED CLAIM OF \$_____

That in respect of this debt, I hold assets of the debtor valued at \$_____ as security, particulars of which are as follows:

(*Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.*)

☐ D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$_____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$_____

(*Attach a copy of sales agreement and delivery receipts.*)

☐ E. CLAIM BY WAGE EARNER OF \$_____

☐ That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$_____.

☐ That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$_____.

FORM 31 -- Continued

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: (Provide details of payments, credits and transfers at undervalue.)

Dated at _____, this _____ day of _____.

Witness

Creditor

Phone Number: _____
Fax Number : _____
E-mail Address: _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

NOTE: If a copy of this Form is sent electronically by means such as email, the name and contact information of the sender, prescribed in Form 1.1, must be added at the end of the document.

CHECKLIST FOR PROOFS OF CLAIM

This checklist is provided to assist you in preparing the proof of claim form and, where required, proxy form in a complete and accurate manner. Please specifically check each requirement. An illustrative completed proof of claim has been posted for reference at www.ey.com/ca/keller in the "Bankruptcy" section.

General

- The *signature of a witness* is required.
- The claim *must be signed* personally by the individual completing this declaration.
- *Give the complete address* where all notices or correspondence is to be forwarded.
- The amount on the *statement of account must* correspond to the amount indicated on the proof of claim.

Paragraph 1

- Creditor must state full and complete legal name of company or firm.
- If the individual completing the proof of claim is not the creditor himself, he must state his position or title.

Paragraph 3

- The statement of account must be complete.
- A *detailed statement of account of the last three months* must be attached to the proof of claim and *must* show the date, the number and the amount of all the invoices or charges, together with the date, the number and the amount of all credits or payments.

Paragraph 4

- An unsecured or preferred creditor must strike out sub-paragraphs (b) and (c) and must complete sub-paragraph (a).
- A secured creditor must strike out sub-paragraphs (a) and (b) and must complete sub-paragraph (c) and provide a certified true copy of the security instrument as registered.

Paragraph 5

- All claimants must indicate if he or she *is related or not* to the debtor, as defined in Section 4 of the Bankruptcy Act, by striking out "is" or "is not".

Paragraph 6

- All claimants must attach a detailed list of *all payments or credits* received or granted, as follows:
 - (a) *within the three (3) months preceding* the bankruptcy or the proposal, in the case where the claimant and the debtor are not related.
 - (b) *within the twelve (12) months preceding* the bankruptcy or proposal, in the case where the claimant and the debtor are related.

Proxy

Note: The Bankruptcy and Insolvency Act permits a proof of claim to be made by a duly authorized agent of a creditor but this does not give such a person power to vote at the first meeting of creditors or to act as the proxy of the creditors.

General

- A creditor may vote either in person or by proxy.
- A debtor may not be appointed a proxy to vote at any meeting of his creditors.
- The trustee may be appointed as a proxy for any creditor.
- A corporation may vote by an authorized agent at meeting of creditors.
- In order for a duly authorized person to have a right to vote he must himself be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.

District of: Manitoba
Division No. 21- Winnipeg
Court No. 21-2279273
Estate No. 21-2279273

FORM 36
Proxy
(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the matter of the bankruptcy of
Keller & Sons Farming Ltd.
of the township of Carberry
in the Province of Manitoba

I, _____, of _____, a creditor in the above matter, hereby
appoint _____, of _____, to be
my proxyholder in the above matter, except as to the receipt of dividends, _____ (with or without)
power to appoint another proxyholder in his or her place.

Dated at _____, this _____ day of _____, _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

Ernst & Young Inc. - Licensed Insolvency Trustee
Per:

Joe Healey - Licensed Insolvency Trustee
2700 - 360 Main Street
Winnipeg MB R3C 4G9
Fax: (204) 956-0138