

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL DISTRICT OF SAINT JOHN
IN THE MATTER OF THE RECEIVERSHIP OF:

REC'D JUN 25 2020 FILED

COUR DU BANC DE LA REINE
GREFFIERE / SAINT JOHN

HILLSPRING FARMS LTD., HSF FOODS LTD. and
HILLSPRING WAREHOUSE & LOGISTICS INC.

-and-

PURSUANT TO Section 33 of The *Judicature Act*,
R.S.N.B. 1973, Ch. J-2, Rule 41, Rules of Court,
New Brunswick and Section 243 of the
Bankruptcy and Insolvency Act, R.S.C. 1985, c.
B-3

BETWEEN:

FARM CREDIT CANADA, a Federal Crown
Corporation

-and-

HILLSPRING FARMS LTD., HSF FOODS LTD. and
HILLSPRING WAREHOUSE & LOGISTICS INC.,
each a New Brunswick Corporation

APPLICANTS,
HILLSPRING FARMS LTD., HSF FOODS LTD. and
HILLSPRING WAREHOUSE & LOGISTICS INC.,
each a New Brunswick Corporation

RESPONDENTS

CONSENT

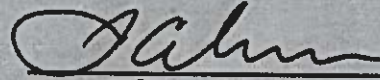
The undersigned is a counterparty to the agreements listed in **Schedule "A"** attached hereto with **HILLSPRING FARMS LTD.** (collectively, the "**Agreements**") and the items of personal property subject to those Agreements are the "**Property**").

The undersigned has read the Notice of Application and consents to the relief being requested therein on the basis that the Property subject to the Agreements will not be subject to any charge granted in the proceedings. The undersigned has consented to an assignment of its Agreements to McCain Farms, a division of McCain Produce Inc. (the "**Purchaser**") conditioned upon a successful closing of a potential transaction between the Purchaser and Hillspring Farms Ltd., HSF Foods Ltd., and certain of their affiliated entities (the

"Seller") on June 30, 2020. CNH Industrial Capital Canada Ltd., reserves all rights and remedies in the event its Agreements and Property are subject to a charge in the proceedings and/or there is not a successful closing as referenced above.

Executed this 24th day of June, 2020 with the intent that this document shall be provided to the Honourable Justice hearing the matter scheduled for June 26, 2020 at 10:00 am AST.

CNH Industrial Capital Canada Ltd



Per: John Graham

Title: Canadian Operations Mgr.

Schedule "A"

1. Equipment lease dated June 30, 2016 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd., as assignee of Country Tractors & Machinery Ltd. in respect of New Case IH Magnum Tractor Model 310 having serial number ZGRF01679 and New Case IH Magnum Tractor Model 340 having serial number ZFRF01089;
2. Financing arrangement dated March 29, 2017 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2017 Magnum Tractor Model 280 having serial number ZHRF01377 and a Magnum Tractor Model 250 having serial number ZHRF01590;
3. Financing arrangement between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a Case IH Combine Model 8240 having serial number YHG233588 and a Case IH Combine Head Model Draper 3152 having serial number YHH051326;
4. Financing arrangement dated June 14, 2017 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a Case Skid Steer having serial number JAFSV300JHM430255;
5. Financing arrangement dated November 2, 2018 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2018 New Case IH Magnum Tractor Model 380 having serial number ZJRF01138;
6. Financing arrangement dated March 26, 2018 between CNH Industrial Capital Canada Ltd. (successor by assignment of Country Tractors & Machinery Ltd.'s interest) and Hillspring Farms Ltd. in respect of the sale of a Soil Preparation Model Tiger having serial number YJD085177;
7. Financing arrangement dated January 28, 2015 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2014 New Case IH Magnum Tractor Model 290 HP having serial number ZERD02792;
8. Financing arrangement dated December 29, 2016 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2014 Tiger 2 Case IH Soil Preparation Tractor having serial number YED074213;
9. Financing arrangement dated July 12, 2017 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2007 Case IH S.P. Sprayer Model 3320 having serial number YDT037612;
10. Financing arrangement dated July 28, 2017 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a Case IH Magnum Tractor Model 200 having serial number JJAM0200EHRH02289 and a Case IH Loader Model L785 having serial number 8217175;
11. Financing arrangement dated March 22, 2017 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of two 2017 Tiger 2 Case IH 17 Soil Preparation Harrows having serial numbers YHD083786 and YHD083665;

12. Financing arrangement dated December 30, 2016 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a SV300 Case 17 Skid Steer having serial number JAFSV300AGM425897;
13. Financing arrangement dated December 23, 2016 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2017 Case IH Magnum Tractor Model 310 having serial number ZGRF03005;
14. Financing arrangement dated February 3, 2017 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2014 Case IH SP Sprayer Model 3340 having serial number YET038558;
15. Financing arrangement dated April 27, 2016 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2016 Case IH SP Sprayer Model 3340 having serial number YFT042512;
16. Financing arrangement dated July 18, 2016 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2016 Case IH Magnum Tractor Model 280 having serial number ZGRF01526;
17. Financing arrangement dated September 29, 2017 between Hillspring Farms Ltd. and CNH Industrial Capital Canada Ltd. as assignee of Country Tractors & Machinery Ltd. in respect of a 2017 Case IH Combine Head Model Draper 3152 having serial number YHH051506; and
18. Financing arrangement dated December 19, 2018 between CNH Industrial Capital Canada Ltd. (successor by assignment of County Tractors & Machinery Ltd.'s interest) and Hillspring Farms Ltd. in respect of a Magnum Tractor having serial number JJAM0380PHRF04682.