

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:

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,

- and -

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

RESPONDENTS.

Supplemental Record on Application on behalf of the Applicants
Hearing Scheduled for June 26, 2020 at 10:00 a.m.

Farm Credit Canada c/o Cox & Palmer Brunswick Square, Suite 1500, 1 Germain Street, Saint John, NB E2L 4V1 Attention: Jason Inman Email: jason.inman@fcc-fac.ca	Cox & Palmer Brunswick Square, Suite 1500, 1 Germain Street, Saint John, NB E2L 4V1 Attention: Josh McElman Email: jmcelman@coxandpalmer.com <i>Counsel to Farm Credit Canada</i>
Canadian Imperial Bank of Commerce c/o Stewart McKelvey Queen's Marque 600-1741 Lower Water Street Halifax, N.S. B3J 0J2 Attention: Supriya Sarin Email: Supriya.Sarin@cibc.com	Stewart McKelvey Queen's Marque 600-1741 Lower Water Street Halifax, N.S. B3J 0J2 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com <i>Counsel to Canadian Imperial Bank of Commerce</i>
McCain Foods Limited 439 King Street West, 5th Floor Toronto, ON M5V 1K4 Attention: Nia Karabatsos Email: nia.karabatsos@mccain.ca	Davies Ward Phillips & Vineberg LLP 40 th Floor 155 Wellington St West Toronto, ON M5V 3J7 Attention: Natasha MacParland Email: nmacparland@dwvpv.com <i>Counsel to McCain</i>
McCain Produce Inc. Fertilizer P.O. Box 515, 9109 Route 130 Florenceville-Bristol, NB E7L 1Y8 Attention: Nia Karabatsos Email: nia.karabatsos@mccain.ca	Ernst & Young Inc. RBC Waterside Centre 1871 Hollis Street, Suite 500 Halifax, NS B3J 0C3 Attention: George Kinsman Email: George.c.kinsman@ca.ey.com
Hillspring Farms Ltd. on behalf of the Seller entities 295 Tarrtown Rd,	McInnes Cooper 1969 Upper Water St., Suite 1300 Purdy's Wharf Tower II

Bath, NB E7J 2N2 Attention: Benjamin and Jeremy Brake Emails: ben.brake@hsffood.ca and Jeremy.brake@hillspringfarms.ca	Halifax, NS B3J 3R7 Attention: Stephen Kingston Email: stephen.kingston@mcinnescooper.com <i>Counsel to Hillspring Farms Ltd. et. al.</i>
Bank of Nova Scotia - Atlantic CAU 1465 Brenton Street, 4th Floor Halifax NS B3J3T4 Canada and The Bank of Nova Scotia 10 Wright Boulevard Stratford, ON N5A 7X9 Attention: Faryaal Butt and Cymanthia Elliott Emails: Faryaal.butt@scotiabank.com; cymanthia.elliott@scotiabank.com	Bank of Montreal Working Capital Solutions 115 S. LaSalle Street, 19th Floor Chicago IL 60603 USA Attention: Global Trade & Banking
Business Development Bank of Canada 30 Knowledge Park Dr., Suite 101 Fredericton, NB E3C 2R2 Attention: Patrick Caissie Email: Patrick.Caissie@bdc.ca	Wickwire Holm Barristers & Solicitors 300 – 1801 Hollis Street PO Box 1054 Halifax, NS B3J 2X6 Attention: Marc Dunning Email: mdunning@wickwireholm.com <i>Counsel to Business Development Bank of Canada</i>
CNH Industrial Capital Canada Ltd. 4475 North Service Road Burlington ON L7L 4X7 Fax: 773-289-5256	Valley Equipment Ltd. / VEL Nationalease 289 McLean Ave. Hartland NB E7P 2K7

Attention: Matt Stickel Email: matthew.stickel@cnhind.com <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc. 44 Chipman Hill Suite 1000 PO Box 20105 Stn, Brunswick Square Saint John, NB E2L 5B2 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com	Phone: 506-375-4412 Fax: 506-375-1207 Attention: Florin Allen Email: fallen@valleyequipment.ca
HJV Equipment 5900 County Road 10, Alliston, ON L9R 1V2 Phone: 705 435-3226 Attention: Marc Zwaneveld Email: marc@hjvequip.com	Pink Larkin 210-1133 rue Regent Fredericton, NB E3B 3Z2 Phone: 506 458-0877 Attention: John D. Townsend Email: jtownsend@pinklarkin.com <i>Counsel to HJV Equipment</i>
Caterpillar Financial Services Limited 3457 Superior Court Unit 2 Oakville ON L6L 0C4 Attention: Nikesha Scrubb and Sherry Pottie Emails: Nikesha.Scrubb@cat.com; sherry.pottie@cat.com <u>Agent</u> McInnes Cooper CSD Services Inc. 570 Queen Street, Suite 600 PO Box 610 Fredericton, NB E3B 5A6	Irving Energy 10 Sydney Street P.O. Box 1421 Saint John, NB E2L 4K1 Attention: Commercial Sales Manager Email: Kathy.Ellis@irvingoil.com

Attention: Tony Richardson Email: tony.richardson@mcinnescooper.com	
Mercedes- Benz Financial Services Canada Corporation 2680 Matheson Blvd. E., Suite 500 Mississauga ON L4W 0A5 <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc. 44 Chipman Hill, Suite 1000 PO Box 7289 Stn A Saint John, NB E2L 5S6 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com	CWB National Leasing Inc. 1525 Buffalo Place Winnipeg, MB R3T 1L9 Canada Phone: 204-954-9000 Fax: 866-814-4752 Email: customerservice@cwbnationalleasing.com <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc. 44 Chipman Hill Suite 1000 PO Box 20105 Stn, Brunswick Square Saint John, NB E2L 5B2 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com
Liebherr-Canada Ltd 4250 Chomedey Highway (Hwy 13) Laval QC H7R 6E9 Attention: Dave Maxwell and Mike Clark Emails: David.Maxwell@liebherr.com; Mike.Clark@liebherr.com <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc.	GE Canada Equipment Financing G.P. 1250 René-Lévesque O., suite 1100 Montréal QC H3B4W8 Canada <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc.

44 Chipman Hill Suite 1000 PO Box 20105 Stn, Brunswick Square Saint John, NB E2L 5B2 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com	44 Chipman Hill Suite 1000 PO Box 20105 Stn, Brunswick Square Saint John, NB E2L 5B2 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com
John Deere Financial Inc. 3430 Superior Court Oakville ON L6L 0C4 <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc. 44 Chipman Hill, Suite 1000 PO Box 7289 Stn A Saint John, NB E2L 5S6 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com	Bonnefield Canadian Farmland LP III; Bonnefield Canadian Farmland LP IV; and Bonnefield Canadian Farmland Evergreen LP c/o Bonnefield Financial Inc. 16 Concourse Gate, Suite 200 Ottawa, Ontario K2E 7S8 Phone:613-230-3854 Attention: Property Management Email: mmacnamara@bonnefield.com <u>Agent</u> C/O Daniel L. Stevenson TD Tower 77 Westmorland Street, Suite 300 PO Box 310 Fredericton, NB E3B 4Y9 Attention: Daniel L. Stevenson Email: dstevenson@coxandpalmer.com
Cavendish Farms Corporation 300 Union Street Saint John, NB E2L 4Z2 Attention: Bruce Drost and Greg Kieley Emails: drost.brucea@jdirving.com; kieley.greg@jdirving.com.	Earth Fresh Foods Inc. 1095 Clay Avenue Burlington ON, L7L 0A1 Attention: Tom Hughes and Brent Wiseman Emails: THughes@earthfreshfoods.com; BWiseman@earthfreshfoods.com

Master Packaging Inc. 300 Union Street Saint John, NB E2L 4Z2 P.O. Box 2667 Charlottetown, PE C1A 8C3 Attention: Marcus Kennedy Email: Kennedy.Marcus@master-packaging.com	De Lage Landen Financial Services Canada Inc. 3450 Superior Court, Unit 1 Oakville ON L6L 0C4 <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc. 44 Chipman Hill Suite 1000 PO Box 20105 Stn, Brunswick Square Saint John, NB E2L 5B2 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com
Oregon Potato Company 6610 W. Court Street Pasco WA 99301 USA Attention: Frank Tiegs, President and Steven Schossberger, General Counsel and Vice President Email: sschossberger@oregonpotato.com	Marty's Electric Ltd. 832 Perth Main Street Perth- Andover, NB E7H 2W9 ELIZABETH WATTERS-GRAY 1123 West Riverside Dr., Unit 104 Perth-Andover, NB E7H 5G5 Email: bethw@nb.aibn.com
RW Burpee Carpentry & Contracting Ltd., 1306 Rte 560 Jacksontown, NB E7M 3L7 <u>Agent:</u> Purvis Culbert Law 105 Connell Street Unit 5 Woodstock, NB	Siemens Canada Limited and Dresser-Rand Canada ULC 1577 North Service Road E Oakville, ON L6H 0H6 <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc. 44 Chipman Hill Suite 1000 PO Box 20105 Stn, Brunswick Square

E7M 1K7 Attention: Timothy T. Culbert Email: tim@purvisculbertlaw.ca	Saint John, NB E2L 5B2 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com
Northpoint Technical Services ULC 595 Burrard Street, Suite 2900 Post Office Box 49130 Vancouver, BC V7X 1J5 <u>Agent</u> Stewart McKelvey Corporate Services (NB) Inc. 44 Chipman Hill Suite 1000 PO Box 20105 Stn, Brunswick Square Saint John, NB E2L 5B2 Attention: Maurice Chiasson Email: mchiasson@stewartmckelvey.com	Timothy Cook Construction Ltd. 149 Charles Street Woodstock, NB E7M 1H8 Attention: Elizabeth Rockwell Email: office@cooksconstruct.com
PricewaterhouseCoopers Inc. 2000 Barrington St, Suite 1101 Halifax, NS B3J 3K1 Attention: David A. Boyd Email: david.a.boyd@pwc.com	
<u>Counterparties to Undocumented Leases</u>	
Judith and Murray McIsaac 1 - 8670 Main Street Florenceville-Bristol NB E7L 3G9	Andre Daigle Farms Inc. and River Valley Potatoes Inc. 10909 Chemin Route 4 Saint-Leonard NB E7E 2S6 Emails: andredaigle123@gmail.com; mathieudaigle1@gmail.com; sjrivervalley@gmail.com; jpcyr@gmx.com

David Jones 47590 Homestead Road Berry Mills, NB E1G 4P7 Phone: 506-852-3800 Email: jjonesnb@gmail.com	Pamela Annette Hooper, Barbara Joyce Rogers, Donald Burns Rogers, James Donald Rogers, Philip James Rogers & Debra Louise Rogers 421 Divide Road Divide, NB E7L 1L4
Samuel, Ella and George Darkis 9079 Route 107 Gordonsville, NB E7L 1A3 Phone : 506-246-5230 Ella; 506-246-5296 Sam Email: sdarkis@bellaliant.net	Allison & Sandra Davidson 10764 Route 105 Upper Kent, NB E7J 2C2 Phone; 506-278-5736
Leonard Maranda and Ronald Rogers 199 Chamberlain Highway Meriden, CT USA 06450	Hilton McBrine 379 East Glassville Road Glassville, NB E7L 1S7 Phone: 506-246-5431 Email: etmcbrine@gmail.com
Frederick Wiley, Tracy Donald Wiley, Troy Allan Wiley PO Box 113 Norman Wells, NT X0E 0V0 Email: divideforty@gmail.com	Shane and Stephanie Thornton 31 Longview Court Saint John, NB E2J 4N2
Blake Wiley, Colleen Dyer-Wiley, Marina Wiley, Wallace Wiley 40 Divide Road Divide, NB E7L 1K7 506-392-7557 Blake Email: divideforty@gmail.com	Dale & Sheila Pye 170 East Knowlesville Road Knowlesville, NB E7L 1M1 506-246-5219
AV Group NB Inc. 103 Pinder Road Nackawic, NB E6G 1W4 Phone: 506-470-9378 Attention: Joe Simpson Email: joe.simpson@avg.adityabirla.com	Dykstra Farms Knowlesville Inc. 655 Knowlesville Road Knowlesville, NB E7L 4N9 Eldon Manuel Estate c/o Peggy Manuel, 812 East Knowlesville Road, Knowlesville, NB E7L 2X1

Registered Office Brunswick Square 1 Germain Street, Suite 1500 Saint John, NB E2L 4V1	Phone: 506-375-6477 (Peggy Manuel)
Bob Spence 205 Moose Mountain Road Moose Mountain, NB E7J 1R4 Phone: 506-273-4431 / 506-219-1001 Email: actonwright@outlook.com	H.J. Crabbe & Sons Ltd. 6 Lockharts Mill Road Bristol, NB E7L 2R2 Phone : 506-392-5563 (Donnie Crabbe) Email: lumberboss@nb.aibn.com
Patty Pickard 300 Cahill Road Piercemont, NB E7J 2L5 Phone: 506-455-0943	Allison DeMerchant & Lorelei Ruff 260 Kincardine Road Kincardine, NB E7H 2K5 Phone : 506-273-6055 (Allison)/ 506-278-3742 (Lorelei) Email: brian.ruff@mccain.ca
Lawrence McIntosh 1199 Route 580 Glassville, NB E7L 1P7 Phone : 506-246-8153 Email: mcintoshdarlenebell@hotmail.com	Cedric Dale McIntosh 59 Strathroy Bay SW Calgary, AB T3H 1H2 Phone: 506-392-7263 Email: mcipotato@bellaliant.com
Brian McIntosh 132 West Glassville Road Glassville, NB E7L 1V8 Phone: 506-246-5222 Email: ruthyoung@explornet.ca	Marc Kilfoil and Deanna Kilfoil 701 Route 565 Johnville, NB E7J 1N1 Phone: 715-315-9352 Email: mbkilfoi@mccain.com
Alan McLaughlin and Wayne, Sheila Claude & Elva McLaughlin 29 Glenburn Road Carlingford, NB E7H 2C8 Phone: 506-273-3561 Email: mclaughlinterri@rogers.com	John Everett & Margaret Everett 264 Route 190 Carlingford, NB E7H 4J3 506-273-2449 Email: mclaughlinterri@rogers.com
Claude & Elva McLaughlin 104 Oldline Road Calringford, NB E7H 3G5	Darlene Morton 220 2 nd Ave NW PO Box 624

Email: mclaughlinterri@rogers.com	Slave Lake, AB T0G 2A1
Wayne & Sheila McLaughlin 164 Route 190 Carlingford, NB E7H 4J4 Email: mclaughlinterri@rogers.com	James Eric Grant 3150 Route 130 Four Falls, NB E3Z 2C3 Phone: 506-273-2066 Email: q1alex@nbnet.nb.ca
Margaret Grant 58 Brown Road Four Falls, NB E3Z 2C9 Phone: 506-273-2066 Email: ronaldgrant58@gmail.com	

Province of New Brunswick Departments

Department of Energy & Natural Resources Minister of Natural Resources and Energy PO BOX/CP 6000 Fredericton NB E3B 5H1 Attention: Bryan Mills Emails: dnr_mrnweb@gnb.ca ; Bryan.Mills@gnb.ca	Department of Finance Revenue and Taxation Division P.O. Box 100 Fredericton, N.B. E3B 1B0 Attention: Bryan Mills Emails: wwwfin@gnb.ca ; Bryan.Mills@gnb.ca
Department of Environment and Local Government Marysville Place P. O. Box 6000 Fredericton, NB E3B 5H1 Attention: Bryan Mills Emails: elg/egl-info@gnb.ca ; Bryan.Mills@gnb.ca	Office of the Attorney General for New Brunswick Civil Litigation Group Chancery Place 675 King Street Fredericton, NB E3B 1E9 Attention: Jean-Francois Dupuis and Bryan Mills Tel: (506) 453-4313 Fax (506) 453-3275 Emails: jean-francois.dupuis@gnb.ca ; Bryan.Mills@gnb.ca

Employment Standards Branch 470 York St, Room 150 P.O. Box 6000 Fredericton, NB E3B 5H1 Attention: Melanie McFadzen and Bryan Mills Email: melanie.mcfadzen@gnb.ca ; Bryan.Mills@gnb.ca	
--	--

Federal Government

Office of the Superintendent of Bankruptcy Canada Maritime Centre 1505 Barrington Street, 16th Floor Halifax, NS B3J 3K5 Email: ic.osbcca-laccbsf.ic@canada.ca	Canada Revenue Agency Shawinigan-Sud National Verification and Collection Centre Canada Revenue Agency 4695 Shawinigan-Sud Blvd. Shawinigan QC, G9P 5H9 Fax (Ontario and Atlantic Canada proceedings): 1-866-229-0839 And Canada Revenue Agency Insolvency Division P.O. Box 638, Stn Central 145 Hobsons Lake Drive Halifax, NS B3J 2T5 Fax: 902-421-3130 Email : mike.maclean@cra-arc.gc.ca
Department of Justice Canada Tax Law Services Atlantic Regional Office Suite 1400, Duke Tower 5251 Duke Street Halifax NS, B3J 1P3 Attention: Deanna M. Frappier, Counsel and Nancy Snow Tel: 902-426-6107 Fax: 902-426-8802 Email: Deanna.frappier@justice.gc.ca ; nancy.snow@justice.gc.ca	

Copy assistant: Jennifer Baldwin Tel: 902-426-6147 Email: jennifer.baldwin@justice.gc.ca	
--	--

INDEX

VOLUME V			
<u>#</u>	<u>Document</u>	<u>Tab</u>	<u>Page</u>
12	Affidavit of Maurice Chiasson, Q.C.	12	2736
13	Affidavit of Caleb Hunter with Exhibits:	13	2740
	a. Letter of Non-Opposition from Oregon Potato Company;	A.	2743
	b. Consent executed by the Business Development Bank of Canada; and	B.	2745
	c. List of Unsecured Creditors and balance owed to same.	C.	2753
14	Affidavit of Service of Caleb Hunter with Exhibits:		2768
	a. Email Message from Caleb Hunter Serving Parties with Notice of Application and Affidavits in Support with Exhibits;	A.	2779
	b. Email Message from Josh J.B. McElman Serving Parties with Notice of Application and Affidavits in Support without Exhibits; and	B.	2783
	c. Email Message from Josh J.B. McElman Serving Updated Parties with Notice of Application and Affidavits in Support without Exhibits.	C.	2787
	d. Email Message from Josh J.B. McElman Serving Updated Parties with, <i>inter alia</i> , Affidavits of Maurice Chiasson, Q.C. and Caleb Hunter, Consent of Bank of Nova Scotia, and Brief on Law filed by FCC.	D.	2790

Cause No.: SJM-46-2020

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:

**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,

- and -

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

RESPONDENTS

AFFIDAVIT

I, Maurice P. Chiasson, QC, of the City of Halifax, Province of Nova Scotia, MAKE OATH AND SAY AS FOLLOWS:

1. I am legal counsel for Canadian Imperial Bank of Commerce ("**CIBC**") in this matter and, as such, have personal knowledge of the matters deposed hereto, save and except where stated to be based on information and belief, in which case I do verily believe the same to be true.
2. This Affidavit is filed in support of an application by Farm Credit Canada ("**FCC**") for the appointment of Ernst & Young Inc. ("**EYI**") as receiver over certain of the property, assets and undertaking of the Respondents, Hillspring Farms Ltd., HSF Foods Ltd., and Hillspring Warehouse & Logistics Inc. (the "**Hillspring Companies**"), and for the approval of the sale of certain assets of the Respondents to McCain Farms, a division of McCain Produce Inc. ("**McCain**"), as described in the application documents filed by FCC (the "**Transaction**").
3. This affidavit is filed as a supplemental affidavit to the affidavit of Supriya Sarin, on behalf of CIBC, sworn June 19, 2020 and filed in this application.
4. I am advised by Pathik Ravani, Senior Account Manager, Special Loans, of CIBC and do verily believe that the following are the updated loan balances owing to CIBC as of June 24, 2020:

Hillspring Farms Ltd.

5. As of June 24, 2020, Hillspring Farms Ltd. is indebted to CIBC in the total amount of \$17,406,951.26, broken down as follows:

Term Loan No. 494/3865657	
Principal Outstanding	\$3,625,962.08
Interest Owing to June 23, 2020	\$34,039.34
Total	\$3,660,001.42
Per Diem Amount	\$442.07
Term Loan No. 494/3865754	
Principal Outstanding	\$5,000,000.00
Interest Owing to June 23, 2020	\$46,938.36
Total	\$5,046,938.36
Per Diem Amount	\$609.59
Revolving Facility No. 494/3607119	

Term Loan No. 494/3865657	
Principal Outstanding	\$8,099,528.31
Interest Owing to June 23, 2020	\$69,519.74
Unauthorized Interest Owing to June 23, 2020	\$28,338.43
Service Fees	\$2,625.00
Total	\$8,200,011.48
Per Diem Amount	\$1,334.79
Letter of Guarantee No. SBGM111859 & SBGM756823	
Principal Outstanding	\$500,000.00
Interest Owing to June 23, 2020	\$0.00
Total	\$500,000.00

HSF Foods Ltd.

6. As of June 24, 2020, HSF Foods Ltd. is indebted to CIBC in the total amount of \$390,741.18, broken down as follows:

Operating Facility No. 494/3607119	
Principal Outstanding	\$294,814.13
Interest Owing to June 23, 2020	\$3,152.05
Service Fees	\$2,775.00
Total	\$300,741.18
Per Diem Amount	\$23.83
Letter of Guarantee No. SBGM750185	
Principal Outstanding	\$90,000.00
Interest Owing to June 23, 2020	\$0.00
Total	\$90,000.00

Hillspring Warehouse & Logistics Inc.

7. As of June 24, 2020, Hillspring Warehouse & Logistics Inc. is indebted to CIBC in the total amount of \$887,621.12, broken down as follows:

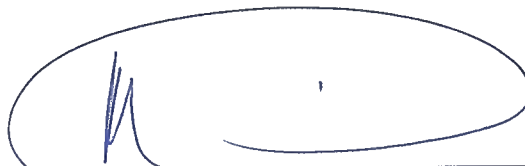
Revolving Facility No. 494/7120915	
Principal Outstanding	\$ 877,584.74
Interest Owing to June 23, 2020	\$8,236.38
Fees	\$1,800.00
Total	\$887,621.12
Per Diem Amount	\$106.99

8. I make this Affidavit in support of an application for an Order confirming the appointment of EYI as receiver of the Hillspring Companies and approving the Transaction and for no other or improper purpose.

SWORN TO/AFFIRMED before me at
Halifax, Province of Nova Scotia, this 24th
day of June, 2020



Sara L. Scott
A Barrister of the Supreme Court of Nova
Scotia



Maurice P. Chiasson, QC

Court File No.: SJM-46-2020

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:

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,

- and -

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

RESPONDENTS.

AFFIDAVIT OF CALEB HUNTER

I, **Caleb G. Hunter**, of the Town of Rothesay, Province of New Brunswick, **MAKE OATH AND SAY:**

1. I am a lawyer with the law firm Cox & Palmer, counsel to Farm Credit Canada.
2. As such, I have personal knowledge of the matters to which I herein depose, except where stated to be on information and belief and in such cases I do verily believe the truth of same.
3. On February 20 and 21, 2020, I obtained tax certificates relating to properties owned by Hillspring Farms Ltd. and HSF Foods Ltd. (hereinafter the **"Companies"**). The tax certificates showed that the Companies owed a total of \$224,026.64 in tax arrears through 2019. Tax certificates reflecting the tax arrears for 2020 were not available at the time that these tax certificates were obtained.
4. On June 24, 2020 I used Service New Brunswick's telephone property tax inquiry service to confirm tax arrears relating to 10 Property Assessment Numbers (hereinafter **"PANs"**) related to property owned by the Companies. Together, the Companies owe \$449,932.57 in tax arrears with respect to the following PANs: 6591546, 6591457, 6591504, 6111029, 6107737, 6108513, 6133877, 5786075, 6432784 and 6491487.
5. Hillspring Warehouse & Logistics Inc. is not the registered owner of any real property.
6. On June 24, 2020, I was provided with a copy of a letter of non-opposition relating to these proceedings dated June 23, 2020 signed

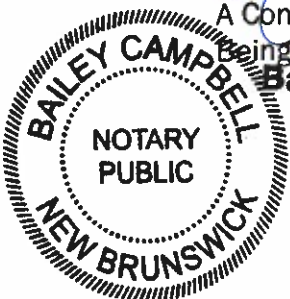
by Steve Schossberger, Vice-President and General Counsel, on behalf of Oregon Potato Company. A copy of this letter is attached hereto as Exhibit "A".

7. On June 24, 2020, I was provided with a copy of the following:
- a. an email to Josh McElman of our office from Marc Dunning, counsel to Business Development Bank of Canada attaching a copy of a consent related to these proceedings. A copy of this consent is attached hereto as Exhibit “B”;
 - b. an email to Josh McElman of our office from George Kinsman of Ernst & Young Inc. attaching a list of unsecured creditors of Hillspring Farms Ltd., HSF Foods Ltd., and Hillspring Warehouse & Logistics Inc.. A copy of this list is attached hereto as Exhibit “C”;
 - c. an email to Josh McElman of our office from Carole Roots of Farm Credit Canada with payout statements, which correspondence and statements I have reviewed. The statements confirm that as of June 23, 2020 the balance due to FCC was \$70,084,339.37.

SWORN TO at the City of Saint John, in the Province of New Brunswick, this 24th day of June 2020.

Caleb G. Hunter

A Commissioner of Oaths
Being a Solicitor
Bailey Campbell



*This is Exhibit "A" to the Affidavit of Caleb G. Hunter
SWORN TO at the City of Saint John, Province of New
Brunswick, this 24th day of June 2020.*

BEFORE ME:



Bailey Campbell

*Notary Public in and for the Province of
New Brunswick*

OREGON POTATO COMPANY

6610 W. Court St.
 Pasco, WA 99301
 509 545-4545



June 23, 2020

VIA EMAIL (jmcelman@coxandpalmer.com)

Mr. Josh McElman
 Cox & Palmer
 Brunswick Square, Suite 1400
 1 Germain Street
 Saint John, NB E2L 4V1

Dear Sir:

**Re: Farm Credit Canada et al. v. Hillspring Farms Ltd. et al.
 (Court No. SJM-46-2020)**

Oregon Potato Company ("OPC") holds security over certain assets of HSF Foods Ltd. pursuant to Assignments of Debt and Security from each of Farm Credit Canada and the Canadian Imperial Bank of Commerce.

OPC is aware of the pending Application by Farm Credit Canada and others to the Court of Queen's Bench of New Brunswick, in Bankruptcy and Insolvency, seeking various items of relief including the appointment of Ernst & Young Inc. as Receiver for certain of the assets of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc.

The assets of HSF Foods Ltd. over which OPC holds security are specifically excluded from the proposed Receivership and form part of the "Excluded Assets" referenced in the draft Receivership Order.

Please accept this letter as confirmation that OPC does not oppose the pending Court Application and does not object to the appointment of Ernst & Young Inc. as Receiver or the other items of requested relief.

Yours very truly,

Steve Schossberger
 Vice-President and General Counsel

Our Family of Companies



oregonpotato.com

*This is Exhibit "B" to the Affidavit of Caleb G. Hunter
SWORN TO at the City of Saint John, Province of New
Brunswick, this 24th day of June 2020.*

BEFORE ME:



Bailey Campbell

*Notary Public in and for the Province of
New Brunswick*

Court File No.: SJM-46-2020

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:

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 Business Development Bank of Canada ("BDC") is a counterparty to an agreement (the "**Agreement**") with respect to specific personal property (the "**Property**") with HILLSPRING FARMS LTD. with the registrations under the *Personal Property Security Act* of New Brunswick set out in Schedule "A" attached hereto (pages 48-51 of PPRS Search Results Report for "Hillspring Farms Ltd." dated June 17, 2020).

BDC has read the Notice of Application and consents to the relief being requested therein and requests that the Property subject to the Agreement with BDC be included in the within proceedings. BDC consents to the Property forming part of the Residual Property as defined in the Notice of Application and to the Receiver, if appointed, being authorized to sell the Property on the terms set out in the draft orders attached to the Notice of Application.

BDC acknowledges that the Property and any proceeds therefrom will be subject to the charges granted in the Appointment Order and to a pro-rata application of costs as provided in the Appointment Order. BDC has reached an agreement with McCain Farms, a division of McCain Produce Inc. (the "Purchaser") and will seek the agreement of the Receiver to complete same as a sale of Residual Property.

Executed this 22nd 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.

Business Development Bank of Canada

A handwritten signature in black ink, appearing to be 'M. Dunning', with a long horizontal stroke extending to the right.

Per: Marc Dunning
Title: Council Business Development
Bank of Canada

Schedule "A"

Pages 48-51 of PPRS Search Results Report for "Hillspring Farms Ltd." dated June 17, 2020

Serial Number	Collateral Type	Description	Added By	Deleted By
2FUPYSYB2HV283902	Motor Vehicle	1987 Freightliner 20' Smalley Bulk Body	33484106	
2WKPDCH8RK935790	Motor Vehicle	1994 Western Star 18' Dump Body	33484106	
T00320A157236	Motor Vehicle	2010 John Deere Skid Steer 320	33484106	
IXKAD29X2WJ950517	Motor Vehicle	1998 Kenworth Truck T600	33484106	

Registration Details for Registration Number: 30180814

Province or Territory: New Brunswick

Registration Type: PPSA Financing Statement

Registration History

Registration Activity	Registration Number	Date/Time (Atlantic) (YYYY-MM-DD hh:mm)	Expiry Date (YYYY-MM-DD)	File Number
Original	30180814	2018-02-14 09:23	2033-02-14	HiISCo-055
Renewal	31158975	2018-09-11 09:50	2038-02-14	
Amendment	31438054	2018-11-14 09:15	2038-02-14	HiISCo-065

As listed in the Registration History section above, this registration has been the subject of an Amendment or Global Change to add or delete information. The following registration details provide the registration number for the Amendment that added or deleted information. If no "added by" or "deleted by" registration number is provided, the information was added by the original registration and has not been deleted.

Debtors

Type: Enterprise
Hillspring Farms Ltd.
Brake, Benjamin A.
President
295 Tarrtown Road
P. O. Box 409, Bath, NB
Monquart NB E7J 2N2
Canada

Secured Parties

Type: Enterprise
Business Development Bank of Canada
McConchie, David
Senior Account Manager
30 Knowledge Park Dr., Suite 101
Fredericton NB E3C 2R2
Canada
Phone #: 506-452-4137
Fax #: 506-452-2416

General Collateral

All present and after acquired personal property.

1. SECURITY INTEREST

(You, as the Debtor, will grant to BDC a charge, referred to as a security interest, over all personal property now held or in the future held or acquired by you. You will also grant a charge, referred to as a floating charge, over your complete undertaking. These charges are the security BDC will hold in consideration of lending you funds or providing the credit facility to you.)

1.1 For consideration the Debtor hereby:

(a) mortgages and charges as a fixed and specific charge, and assigns and transfers to BDC, and grants to BDC a general and continuing security interest in all of the Debtor's present and after acquired personal property including, without limitation:

(i) all office, trade, manufacturing and all other equipment and all goods, including, without limitation, machinery, tools, fixtures, computers, furniture, furnishings, chattels, motor vehicles and other tangible personal property that is not Inventory, and all parts, components, attachments, accessories, accessions, replacements, substitutions, additions and improvements to any of the above (all of which is collectively called the "Equipment");

(ii) all inventory, including, without limitation, goods acquired or held for sale or lease or furnished or to be furnished under contracts of rental or service, all raw materials, work in process, finished goods, returned goods, repossessed goods, all livestock and their young after conception, all crops and timber, and all packaging materials, supplies and containers relating to or used or consumed in connection with any of the foregoing (all of which is collectively called the "Inventory");

(iii) all debts, accounts, claims, demands, moneys and choses in action which now are, or which may at any time be, due or owing to or owned by the Debtor and all books, records, documents, papers and electronically recorded data recording, evidencing or relating to the debts, accounts, claims, demands, moneys and choses in action (all of which is collectively called the "Accounts");

(iv) all documents of title, chattel paper, instruments, securities and money, and all other personal property, of the Debtor that is not Equipment, Inventory or Accounts;

(v) all patents, trade-marks, copyrights, industrial designs, plant breeder's rights, integrated circuit topographies, trade-names, goodwill, confidential information, trade secrets and know-how, including without limitation, environmental technology and bio-technology, software and any registrations and applications for registration of the foregoing and all other intellectual and industrial property of the Debtor (all of which is collectively called the "Intellectual Property");

(vi) all the Debtor's contractual rights, licenses and all other choses in action of every kind which now are, or which may at any time be due or owing to or owned by the Debtor, and all other intangible property of the Debtor, that is not Accounts, chattel paper, instruments, documents of title, Intellectual Property, securities or money;

(vii) the personal property described in Schedule "A" attached to this Agreement and all additions thereto and replacements thereof; and

(viii) all proceeds of every nature and kind arising from the personal property referred to in this Security Agreement;

(b) grants to BDC a general and continuing security interest and charges by way of a floating charge:

(i) all of the undertaking and assets of the Debtor, of every nature or kind and wherever situate, whether presently owned or hereafter acquired, and all their proceeds, other than its assets and undertakings that are otherwise validly and effectively subject to the charges and security interests in favour of BDC created pursuant to this Clause 1.1.

Serial Numbered Collateral

Serial Number	Collateral Type	Description	Added By	Deleted By
H00034	Motor Vehicle	2017 LKWD Harvester 673AH	30180814	
H00035	Motor Vehicle	2017 LKWD Harvester 673AH	30180814	
H00037	Motor Vehicle	2017 LKWD Harvester 673AH	30180814	
G01001	Motor Vehicle	2016 LKWD Windrower	30180814	
66315552	Motor Vehicle	2018 Spudnik 6631 Harvester	31438054	
66315550	Motor Vehicle	2018 Spudnik 6631 Harvester	31438054	
662155037	Motor Vehicle	2016 Spudnik 6621 Harvester	31438054	
CTEL36BF350118	Motor Vehicle	1 Bin Piler 36" telescopic Bin Piler	31438054	
1HTGLATR9WH522791	Motor Vehicle	1998 International F-2674 SBA tractor	31438054	
2NKJXATX5KM920855	Motor Vehicle	1989 Kenworth C550	31438054	
1HTZVJUT1GHA58073	Motor Vehicle	1986 Int Truck bulk body	31438054	

Registration Details for Registration Number: 30507743

Province or Territory: New Brunswick

Registration Type: PPSA Financing Statement

Registration History

Registration Activity	Registration Number	Date/Time (Atlantic) (YYYY-MM-DD hh:mm)	Expiry Date (YYYY-MM-DD)	File Number
Original	30507743	2018-05-01 15:42	2038-05-01	BurWCo-001

This registration has **not** been the subject of an Amendment or Global Change. The following registration information was added by the original registration and has not been deleted.

Debtors

Type: Enterprise
Hillspring Farms Ltd.
Brake, Benjamin A.
President
55 McElroy Road
P. O. Box 409, Bath, NB E7J 2N2
Beechwood NB E7J 1Y8
Canada

Secured Parties

Type: Enterprise
Business Development Bank of Canada
McConchie, David
Senior Account Manager
30 Knowledge Park Dr.
Suite 101
Fredericton NB E3C 2R2
Canada
Phone #: 506-452-4137

Fax #: 506-452-2416

General Collateral

All present and after acquired personal property

Registration Details for Registration Number: 31000425

Province or Territory: New Brunswick

Registration Type: PPSA Financing Statement

Registration History

Registration Activity	Registration Number	Date/Time (Atlantic) (YYYY-MM-DD hh:mm)	Expiry Date (YYYY-MM-DD)	File Number
Original	31000425	2018-08-03 16:38	2026-08-03	16006214

This registration has **not** been the subject of an Amendment or Global Change. The following registration information was added by the original registration and has not been deleted.

Debtors

Type: Individual
 BRAKE, JEREMY BENJAMIN
 295 tarrtown road
 Monquart NB E7J2M2
 Canada
 Date of Birth (YYYY-MM-DD): 1980-07-01

Type: Enterprise
 HILLSPRING FARMS LTD.
 295 TARRTOWN ROAD
 Bath NB E7J2N2
 Canada

Secured Parties

Type: Enterprise
 The Bank of Nova Scotia
 10 Wright Boulevard
 Stratford ON N5A7X9
 Canada

General Collateral

OUR SECURITY INTEREST IS LIMITED TO THE MOTOR VEHICLES LISTED ABOVE AND THE PROCEEDS OF THOSE VEHICLES

Serial Numbered Collateral

*This is Exhibit "C" to the Affidavit of Caleb G. Hunter
SWORN TO at the City of Saint John, Province of New
Brunswick, this 24th day of June 2020.*

BEFORE ME:



Bailey Campbell

*Notary Public in and for the Province of
New Brunswick*

Creditor List

In the Matter of the Bankruptcy of Hillspring Farms Ltd.
Of the Village of Centreville, Carleton County
In the Province of New Brunswick

Unsecured	613143 NB Ltd.	3,749.89
	A.N.D Communication & Graphics	7,228.75
	Acetox Ltd	1,037.93
	Aggcon Contracting Ltd.	3,409.87
	Agricultural Certification Services	10,165.31
	Anderson Farms Ltd.	503.13
	Armour Transportation Systems	3,199.87
	Atlantic Canada Opportunities Agency	785,770.00
	Avery Weigh-Tronics Canada	2,613.96
	Bayview Trucks & Equipment Ltd.	1,539.20
	Bdi Canada Inc.	787.01
	Bell Aliant	-1.04
	Bell Canada	1,268.80
	Bell Mobility	1,472.14
	Besthome Building Supplies	133.33
	Big Dog Equipment Sales Inc	-402.50
	Bonnefield	184,733.70
	Bowater's Plumbing	115.00
	Brennan Contractors & Supplies Ltd.	36,231.55
	Brian & Leigh Brennan Ltd.	21,245.25
	Brittmar Distributing Inc - Blue Ridge Spring Water	215.40
	Bud's Auto Electric Inc	934.28
	Canada Revenue Agency	161.96
	Canada Revenue Agency	24,148.82
	Canadian Food Inspection Agency	2,211.80
	Canadian Linen & Uniform Service	4,064.92
	Canadian Seed Growers Association	-22.40
	Carleton Enterprises Ltd.	644.00
	Carleton Industrial Supply Ltd	23,147.34
	Carr's / J.S. Bellis Ltd	1,081.69
	Carr's Meat Shop Ltd	3,527.63
	Cash	493.00
	Central Auto Parts Ltd.	5,397.40
	Chep (Canada) Inc.	3,405.58
	CIBC - VISA	14,570.52
	Connell Chrysler	25,060.41

Connie Wilkinson	215.00
Corey Ford Ltd	3,000.96
Counterforce	-125.44
County Lime Ltd.	246,676.69
County Tractors & Machinery Ltd.	162,560.38
Covey Basics	3,927.88
Crocco Hunter	32,940.60
Custom Communications Inc.	608.92
Cwb National Leasing	5,102.64
Cyr Garage Doors 2016 Ltd	1,153.17
Dcm Conveyor Maintenance Inc	2,490.53
Drummond Insulation Ltd.	2,938.06
Eastcoast Truck & Rv Wash	788.56
Eastern Wireless	16,525.50
Emile Senechal Et Fils Ltee	51,396.12
Équipement De Contrôle Capital Inc.	12,353.64
Florenceville Ag Ltd.	20,108.58
Frederick Dunster & Sons Ltd.	167.50
Garnet's Welding Shop	6,844.22
GEORGE Macpherson	29,110.00
Glazer Tires	35.07
Glen Mockler & Sons Ltd.	3,105.00
Gorey's Auto Repair	700.43
Gow Group Inc.	38,457.70
Graham Auto Parts Ltd.	62,718.14
Grand Falls Agromart Ltd	407,579.92
Grand Falls Milling Co. Ltd.	20,020.31
Grant Thornton Llp	275,720.61
Graybar Canada	1,547.05
Haley Emery	288.00
Hartland Agromart Ltd.	79,034.85
Hartland Armature Works Ltd.	10,276.50
Hartland Machine Ltd.	315.89
Hillspring Warehouse & Logistics Inc.	34,085.85
Hjv Equipment	330,204.42
Home Zone Electronics	2,184.74
Hurricane Industrial Equipment	367.57
Ideal Equipment Ltd.	986.41
Irving Energy	40,954.74
Irving Oil Marketing Gp.	3,197.54
Island Towing	1,342.42
J. Donovan Law Group	4,600.08
J.M.L. Garage Ltee	985.03

Jean C. Dupont Ltd	271.27
Jim Rogers	1,000.00
Jordan Electric	6,540.89
Josephine Wandless	1,000.00
Keith's Service Center	5,640.24
Kleen Start Car Wash	2,285.00
Kwik Copy Design & Print Centre	1,323.01
Lbc Capital-Autowithdrawal	271.05
Lebel 4 Seasons Services Inc	1,121.26
LENEHAN McCain & ASSOCIATES	15,525.00
Liebherr-Canada Ltd.	75.90
Lounsbury Truck Centre	10,955.12
M & L Ouellette Garage	3.46
M. C. Richard Crane Rental Inc.	603.75
M.&N. Bellefleur	632.50
Macleod General Construction	1,185.94
Maritime Crop Care Inc.	6,105.83
Maritime Hydraulic Repair Centre	667.02
Marty's Electric Ltd.	44,782.38
Master Packaging Inc.	51,544.49
Mccain FERTILIZER	544,548.37
Mcguigan ELECTRIC	42,957.91
McLaughlin BROTHERS FARMS	14,500.00
McLaughlin Roof Trusses Ltd.	1,422.67
Meed's Machine Shop Ltd.	3,573.72
Merritt Press Ltd.	64.50
Messer Canada Inc	5,609.21
Metaux Russel Inc.	3,219.55
Michaud Equipment	42,969.45
Minister Of Finance	92,878.35
Motion Industries, Inc	8,087.32
Mountain Breeze Farm	6,944.25
N. Cyr Lawn Care	1,046.50
National Leasing-Autowithdrawal	3,960.11
Nb Power	160,360.30
Orkin Canada Corporation	4,943.94
Ormac Industrial Supply Inc.	241.15
Other Accounts Payable	165,354.04
Piper's Welding & Repair	52.21
Plan Automation	1,212.91
Pondview Farms Ltd.	13,397.50
Potatoes New Brunswick	90,256.49

Provincial Bandag Tires Ltd.	1,410.43
Quality Fumigation Inc.	17,267.30
Ray G.Ebbett Inc.	1,748.00
Rayner's Automotive	30,692.40
Revolution Environmental Services (Terrapure)	12,075.00
Richwil Truck Centre Ltd.	10,591.58
Ridgeview Seed Farms	5,476.89
Rioux Welding Service	9,562.87
River Valley Auto Parts Inc	2,067.77
Roger C. Ouellette Ltd.	236,632.05
Ronald Rogers	1,300.00
Ross Rideout	12,969.58
Royal Bank of Canada - VISA	7,912.19
Ryan Arbeau	491.00
S.W. Graham M.F.G.	8,027.00
Sani-Way Inc.	11.70
Saunders Auto Body Ltd.	4,571.25
Savage Forklift Repair	511.75
Semican	39,012.50
Sharpe's Auto Salvage	4,226.25
Shaw Direct	1.24
Shell Canada	84.30
Small Town Fuels	1,030.97
Smalley's Welding & Repair Ltd.	1,029.02
Speedy Glass	1,536.40
St Onge Industrial Supplies	2,529.00
Sullivan Potato Co. Ltd.	12,345.76
Sunrise Custom Harvesting	135,493.00
Superior Propane	-23.95
T & T Automotive & Repairs	10,138.25
Tarp-Rite Inc.	7,689.09
Taylor's Feed & Tires	11,461.86
Tc Guthrie Tools (Mac Tools)	590.01
Tci Manufacturing Inc	2,840.04
Therriault Truck Centre Inc.	12,167.59
Toews Welding & Machining	1,300.85
Tom's Heavy Equipment Repair Ltd	5,847.75
Toromont Cat (Maritimes)	1,082.59
Tow Tech Equipment	6,339.43
Traction (Fredericton)- Uap Inc	8,663.52
United Rentals Of Canada, Inc	21,825.17
Valley Car Care & Tire Ltd.	9,488.44

	Valley Equipment Ltd.	146,007.07
	Valley Equipment-Auto Withdrawal	-138.32
	Valley Retreading & Sales Ltd.	71,893.77
	Volm Companies Inc	1,783.90
	Walton Refrigeration & Appliance Service Ltd.	10,962.68
	Whites	77.63
	Wiebe's	631.34
		5,341,705.75

Creditor List

In the Matter of the Bankruptcy of HSF Foods Ltd.
Of the Village of Centreville, Carleton County
In the Province of New Brunswick

Creditor Type	Name	Claim \$
Unsecured	3M CANADA COMPANY	2,635.74
	A.L PRAY & SONS COMPANY LTD.	13,148.34
	A.N.D.COMM & GRAPHICS	3,229.43
	ABB INDUSTRIAL SOLUTIONS (CANADA) INC.	41,317.63
	ABERDEEN CONSTRUCTION LTD	26,228.97
	ACADIAN TIMBER COMPANY LTD	177,191.12
	Accrued liabilities	337,459.21
	ACETOX (1985) LTD.	360.64
	ACKLANDS GRAINGER INC.	526.38
	ACOTT CONSTRUCTION 1996 LIMITED	82,293.94
	ADAMS SEED FARM	9,467.66
	ADVANCED ENERGY MANAGEMENT LTD.	17,878.55
	AGGCON CONTRACTING	9,067.18
	AL-PACK ENTERPRISES LTD.	2,707.27
	ALBRIGHT FARMS LTD	4,554.71
	ALL CLEAR WATER TREATMENT	30,059.38
	AMERIGLOBE, LLC	7,143.23
	ANDERSON ACRES	3,890.59
	AQUAPHOENIX SCIENTIFIC, INC.	872.24
	ARMSTRONG'S COMMUNICATION LTD.	276.00
	ATLANTIC CHEMEX	230.00
	ATLANTIC COMMODITIES	34,304.77
	ATLANTIC COMPRESSED AIR LTD	11,658.60
	ATLANTIC POTATO DISTRIBUTORS	59,323.11
	ATLANTIC RAILWAY MAINTENANCE	2,501.25
	ATLAS COPCO COMPRESSORS CANADA	1,062.35
	AYR MOTOR EXPRESS	7,219.00
	B & L BRENNAN LTD.	6,349.78
	B.D. GRASS & SONS	3,874.62
	BDI CANADA INC.	522.13
	BELL ALIANT	1,740.39
	BELL BROTHERS	3,628.60
	BELL MOBILITY	3,467.38
	BESTHOME BUILDING SUPPLIES	38.82

BIOCONTROL SYSTEMS, INC.	898.67
BLUE RIDGE NATURAL SPRING WATER	2,908.50
BLUE WATER AGENCIES LIMITED	1,894.15
BONETTI CANADA INC.	3,315.68
BOW PRINTING	500.00
BOWATER'S PLUMBING	4,727.44
BRADSTREET FAMILY FARMS	5,837.57
BRANDT TRACTOR LTD.	9,643.12
BRENNAN CONTRACTORS	11,557.89
BRENNAN FARMS LTD.	7,882.00
BRENNAN HOME HARDWARE	178.71
BRENNTAG CANADA INC.	3,841.00
BRIDGEFRONT AUTO SERVICE LTD.	143.65
BRIDGEVIEW ACRES	12,079.47
BRUCE SUTHERLAND & ASSOCIATES LTD.	-68.14
BUBAR BROTHER FARMS	2,645.95
BUCK FARMS	4,114.37
BVD CAPITAL CORPORATION	21,735.00
C & E REFRACTORIES	39,511.61
CALLAGHAN FARMS INC.	11,971.76
CALVIN D. ANDERSON & SON	1,208.16
CALVIN OUELLETTE	4,519.14
Cameron Farms Ltd	4,608.38
CANADIAN FOOD INSPECTION AGENCY	7,473.00
CANADIAN ORGANIC MAPLE	2,586.47
CARLETON CO-OP	33,433.03
CARLETON ENTERPRISES LTD.	43,988.28
CARLETON INDUSTRIAL SUPPLY	20,001.52
CARLETON VICTORIA FOREST PRODUCTS MARKETING BOARD	94,529.62
CARR'S MEAT SHOP LTD.	100.00
CAVENDISH PRODUCE (PEI)	7,260.50
Chandler Suppliers to Business and Industry	3,812.56
CHIsholm Machinery Sales Limited	11,028.74
CIBC Visa	40,089.42
CN	1,515.00
CONNELL CHRYSLER LTD.	39,637.57
COREY FORD LTD.	2,839.34
COREY MacLEAN	34,596.94
COREY RIOUX	1,591.03
COUNTY SUPER SPUD INC.	34,596.48

COVEY BASICS INC. (CARLETON OFFICE)	6,306.59
COX & PALMER	507.72
COX, TERRY	103.05
CRANE SUPPLY	1,725.79
Crocco Hunter	3,248.75
CROWN FARMS	6,650.11
CYR GARAGE DOORS	1,886.00
D.L.T. SPECIALTY VALVE & CONTROLS LTD.	1,380.00
DANISCO CANADA INC	3,894.51
DAVID DERRAH	100.00
DAY & ROSS INC	114,844.38
DBM INC.	1,694.80
DELAGE LANDEN FINANCIAL	6,135.24
DEMERCHANT, WESLEY	347.50
DERINGER	11,454.59
DERINGER US	17,178.34
DOVER INSULATION CONTRACTORS (2005) INC.	3,778.73
DRESSER-RAND CANADA, ULC	53,659.92
DriverCheck, Inc.	172.50
DUNK RIVER FARMS	46,720.95
DUREPOS LANDRY, VICKY	348.60
EAST POINT POTATO 2009 INC.	115.00
EASTCOAST TRUCK & RV WASH INC.	82.80
EASY-KLEEN PRESSURE SYSTEMS LTD.	2,172.10
ECOLAB	1,826.75
EDWIN PELLETIER & SONS	17,372.45
ERIEZ MANUFACTURING CO.	12,540.49
EUROFINS FOOD CHEMISTRY TESTING US, INC.	1,065.72
EVOQUA WATER TECHNOLOGIES LLC	19,130.52
FASTENAL CANADA LTD	57.50
FEDERAL EXPRESS CANADA LTD.	411.43
Fire Ready Extinguishers	1,839.14
FISHER SCIENTIFIC	1,322.93
FLEWELLING FARMS	6,016.42
FLORENCEVILLE AG	2,470.18
G & S Farms	61,774.67
G M Rioux	60,892.50
G.N. TRANSPORT LTD	13,685.00
GARNET'S WELDING SHOP LTD.	2,730.67

GASTON RICHARD INC.	61.17
GERARD MOL	9,638.63
GERARD RAYMOND	1,480.80
GIVSKUD FARMS	12,113.32
GLOBAL MECHANICAL SYSTEMS LTD.	23,000.00
GOSSELIN G2	37,018.15
GRAHAM AUTO PARTS	11,738.55
GRAMA'S BAKE SHOP	131.01
GRAND FALLS ROOFING INC.	517.50
GRANT THORNTON LLP	10,398.75
GRAYBAR CANADA	2,369.13
GREEN MEADOW FARMS INC.	4,456.78
GROUPE EMS GROUP INC.	11,500.00
GS1 Canada	345.00
GUERRETTE SALES	57,370.81
HALEY EMERY	1,285.00
HARTLAND AGROMART LTD.	1,757.90
HARTLAND ARMATURE WORKS	4,611.42
HATCHARD ENGINEERING LTD.	21,975.35
Havenlee Farms	3,131.65
HDS CANADA, INC.	1,208.61
HI-TECH SECURITY SYSTEMS	103.50
HILL, WINSTON	100.00
Hillspring Farms Ltd.	3,378,773.22
Hillspring Warehouse	70,045.00
HOME ZONE ELECTRONICS	4,598.69
HOOD PACKAGING CORPORATION	51,240.61
HOWIE R. BIRD & SONS LTD.	7,630.79
IDAHO STEEL PRODUCTS CO., INC.	46,893.60
INDUSTRIAL SALES AND SALVAGE	675.00
IRVING ENERGY DISTRIBUTION AND MARKETING	1,480.99
IRVING OIL MARKETING GP.	864.64
J.H. SIMONSON (1983) LTD.	253.94
J.S. BELLIS LTD.	1,210.34
J.T TONER	1,195.20
JAMISON HAGAN	27,677.37
JDD PACKAGING LTD.	978.73
John Beattie Farms	175,063.05
JOHN CRANE CANADA INC	693.82
JOHN DEERE FINANCIAL	18,898.58
JOHN DEERE FINANCIAL - COMMERCIAL ACCT.	2,056.50

JOHN GRIFFETH	2,667.62
JOHN'S FLOOR SERVICE	1,006.25
KBC TOOLS & MACHINERY ULC	1,184.97
KEITH'S SERVICE CENTRE LTD.	3,481.90
KINGSBURY FAMILY FARM, LLC	731.20
KISCO AUTO INC.	815.93
KLEEN START	85.00
KWIK COPY DESIGN & PRINT CENTER	1,963.13
KYLE BLACKSTONE & FARM CREDIT EAST, ACA	4,283.23
L&L PARIDIS INC	2,608.46
LABRIE FARMS LLC	7,851.62
LEBEL 4 SEASONS SERVICES INC	23,920.08
LES FERMES GAM MICHAUD	74,779.58
LES FERMES PAUL LEVESQUE	908.41
LIEBHERR-CANADA LTD	35,119.51
M.C. RICHARD CRANE RENTAL INC.	1,380.00
MACLENNAN PROPERTIES	23,472.37
MACLEOD GENERAL CONSTRUCTION LTD.	43,536.13
MAINE POTATO BOARD	1,611.84
MAINE STATE UNIVERSITY FARM	1,376.50
MARITIME FENCE	1,035.00
MARITIME HYDRAULIC REPAIR CENTRE	2,242.50
MARITIME INDUSTRIAL RUBBER	167.90
MARITIME PRESSURE WORKS LTD.	9,349.33
MARQUIS FARMS	89,812.95
MARTY'S ELECTRIC LTD.	170,671.61
McAFFEE, JEFF	10,000.00
MCCAIN FOODS C/O FIELD DEPARTMENT	4,386.82
McCAIN PRODUCE INC. (NB)	1,718.92
McINNES COOPER	5,058.31
McLAUGHLIN BROTHERS	355,174.13
McMASTER-CARR	1,023.29
MEED'S MACHINE SHOP	6,469.80
MERRITT PRESS LIMITED	501.40
MESA CANADA INC	474.95
MESSER CANADA INC., 15687	4,860.88
METAUX RUSSEL INC.	3,802.49
METTLER-TOLEDO INC.	352.03
MICHAEL PICKARD	22,387.92
MILLER FARMS	25,132.74

MINISTER OF FINANCE	474,415.31
MOTION INDUSTRIES, INC.	28,132.55
MOUNTAIN VIEW PACKERS	95,535.76
NB POWER	173,833.82
NEIL GRASS	37,137.92
NICHOLSON AND CATES LIMITED	14,307.16
NORDANY BROKER INC.	46,573.15
NORTHWEST POTATO	1,869.65
NSF GFTC	7,142.91
OIL-RITE CORPORATION	84.63
OrangeSprocket Communications Inc.	2,875.00
ORKIN CANADA CORPORATION	7,752.26
ORMAC INDUSTRIAL	740.63
PAT MCQUADE	1,975.70
PEI POTATO BOARD	33,141.39
PHILIP KILCOLLINS	4,704.77
PIGEON CREATIVE COMMUNICATIONS	2,875.00
PINACLE	631.26
PRIME MATERIAL HANDLING EQUIPMENT	9,213.31
Professional Carriers Inc	16,100.00
PROSOURCE SCIENTIFIC	3,126.52
PULVA CORPORATION	1,958.03
QPS EVALUATION SERVICES INC.	5,750.00
R.H. McLEAN FARMS INC.	1,108.09
RAY G. EBBETT INC.	998.20
RAYNER'S AUTOMOTIVE	6,024.63
RBC - Visa	47,075.02
REID CULBERSON & SONS LTD.	6,148.96
RESEARCH & PRODUCTIVITY COUNCIL	459.89
REYCO SYSTEMS, INC.	7,250.24
River Valley Potatoes	26,189.88
RIVER VALLEY SECURITY SOLUTIONS	5,222.67
ROBERT SHAW	1,354.86
ROGER C. OUELLETTE LTD.	25,306.70
ROGERS	622.55
Rogers & Associates Business Consulting	276.74
Ross Rideout	429.65
ROTEX GLOBAL, LLC	3,028.79
RW BURPEE CARPENTRY & CONTRACTING LTD	129,559.34

	RWL HOLDINGS	251,312.59
	S.A. DELIVERIES, A DIVISION OF TRIUS INC.	125.36
	S.W.GRAHAM M.F.G.	954.33
	SAMEDAY WORLDWIDE	1,075.47
	SANSOM EQUIPMENT	12,489.02
	SARA & DAN COREY	8,242.55
	SCOTT, MARLON	100.00
	SHANNON STAPLES	19,651.13
	SHRED-IT INTERNATIONAL ULC	282.93
	SILLIKER CANADA CO.	1,195.61
	SMALL TOWN LUBES	174.42
	SOFT SUDS CARWASH	218.50
	SOLENIS CANADA ULC	10,432.80
	SOLUTIONS CHIMIQUES INDUSTRIELLES INC.	6,142.61
	SOURCE ATLANTIC	6,749.46
	ST ONGE INDUSTRIAL SUPPLIES	619.50
	STANTEC CONSULTING LTD.	827.63
	STEWART TRANSFER LTD.	3,200.00
	STICKS & STONES LANDSCAPING	12,972.00
	STRANG'S FARMS	8,654.78
	T & T AUTOMOTIVE REPAIRS LTD.	402.50
	TARP-RITE INC.	486.60
	TCI MANUFACTURING INC.	3,525.90
	THE FOOD CHAIN LTD.	241.50
	THOMAS FARMS LTD.	631.03
	TIMOTHY COOK CONSTRUCTION LTD.	11,270.00
	TJL CANADA INC.	16,261.00
	TOEW'S WELDING & MACHINING	4,024.50
	TOW TECH EQUIPMENT LTD.	523.25
	TOWN OF GRAND FALLS	559.20
	TOWN OF WOODSTOCK	388.43
	Transprt GOSSELIN G2.	40,290.98
	TREASURER, STATE OF MAINE	1,998.00
	TRIANGLE PACKAGE MACHINERY COMPANY	2,492.69
	TYDEN BROOKS SECURITY PRODUCTS GROUP	2,826.50
	ULCH TRAILER SALES LTD.	633.05
	ULINE	100.91
	ULTRAMAR	363.49
	UPS Canada	321.63

	US Bank - VISA	25,429.42
	VALLEY CAR CARE & TIRE LTD.	216.73
	VALLEY EQUIPMENT LTD.	1,125.07
	VALLEY GROVE ENTERPRISES	8,607.42
	VECTOR SOLUTIONS INC.	23,932.72
	VILLAGE GREEN	1,528.65
	VILLAGE OF CENTREVILLE	1,262.52
	VISION	4,309.75
	VWR INTERNATIONAL CO.	161.49
	W. D. Agro Services Inc.	1,776.00
	WAJAX EQUIPMENT	512.72
	WALTON REFRIGERATION & APPLIANCE	3,325.83
	WD POTATO LIMITED	108,777.92
	WHISCO	2,550.30
	WHITED FARMS	13,097.06
	WIEBE'S HOME BUILDING CENTRE	25,539.40
	WILLIAM F. TOMPKINS & SONS LTD.	8,762.73
	XEROX CANADA LTD.	2,539.28
		8,779,706.53

Creditor List

In the matter of the bankruptcy of
Hillspring Warehouse & Logistics Inc.
of the Municipality of Grand Falls, in the Province of New Brunswick

Creditor Type	Name	Claim \$
Unsecured	Canadian Seed Institute	851.04
	Environment & Local Government	1,100.00
	Extincteurs DE LA POINTE Fire Extinguisher inc.	319.70
	Ganaraska Systems Inc.	2,295.98
	Gary Inman Trucking Ltd.	7,820.00
	Grand Falls Agromart Ltd.	64,501.30
	Grand-Sault/Grand Falls	552.00
	Hanscome Farms	4,924.00
	Hillspring Farms Ltd.	1,146,205.61
	HiTech Security Systems	989.00
	Kent Agri Services	3,376.94
	Mario Rioux Construction Inc.	1,518.00
	Northwest Sanitation Services Ltd.	708.24
	Other Unknown	221,210.45
	Roger C Ouellette Ltd (RCO)	191.19
	ViPond Inc.	488.75
		1,457,052.20

Court File No.: SJM-46-2020

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:

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,

- and -

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

RESPONDENTS.

AFFIDAVIT OF SERVICE
FORM 18B

I, **Caleb G. Hunter**, of the Town of Rothesay, County of Kings, in the Province of New Brunswick, Lawyer, MAKE OATH AND SAY AS FOLLOWS:

1. On June 19, 2020, at 5:53 p.m., I served the parties set out in Schedule “A” herein (hereinafter the “**Electronic Service List**”) via electronic mail pursuant to Rule 18.07.1 of the *Rules of Court*, by emailing copies, using the secure file sharing service TitanFile, of the following documents:
 - a. Notice of Application (Form 16D) with draft Orders;
 - b. Affidavit of Ben Brake, sworn to on June 18, 2020;
 - c. Affidavit of Jeremy Brake, sworn to on June 18, 2020;
 - d. Affidavit of Jason Inman, sworn to on June 18, 2020;
 - e. Affidavit of Supriya Sarin, sworn to on June 19, 2020;
 - f. Affidavit of David Boyd, sworn to on June 19, 2020;
 - g. Affidavits of Caleb Hunter sworn to on June 18, 2020; and
 - h. Affidavits of Bailey Campbell sworn to on June 18, 2020.

(hereinafter the “**Service Documents**”)

A copy of the email message is attached as **Exhibit “A”**.

2. On June 20, 2020, at 1:28 p.m. I was copied on an email message sent by Josh J.B. McElman, a copy of which is attached hereto and marked as **Exhibit “B”**, wherein he served copies of the Service Documents via electronic mail pursuant to Rule 18.07.1 of the *Rules of Court*, without exhibits, to email addresses belonging to the Electronic Service List as set out in Schedule “B” herein.
3. On June 22, 2020, at 10:48 a.m. I was copied on an email message sent by Josh J.B. McElman, a copy of which is attached hereto and marked as **Exhibit “C”** wherein he served copies of the Service Documents, without exhibits, on the parties added to the updated Electronic Service List (the “**Service List**”) which were the following:

- a. sschossberger@oregonpotato.com;
 - b. andredaigle123@gmail.com;
 - c. mathieudaigle1@gmail.com;
 - d. sjrivervalley@gmail.com;
 - e. jpcyr@gmx.com;
 - f. Mike.Clark@liebherr.com;
 - g. office@cooksconstruct.com;
 - h. tim@purvisculbertlaw.ca; and
 - i. bethw@nb.aibn.com.
4. On June 22, 2020, at 9:38 a.m. I served John Pappas, corporate counsel to Cavendish Farms Corporation, with copies of the Service Documents, without exhibits, at the offices of Cavendish Farms Corporation located at 300 Union Street, Saint John, NB. I was able to identify the person with whom a copy of the documents were left to effect service on Cavendish Farms Corporation by means of that fact that he identified himself as John Pappas, corporate counsel.
5. On June 22, 2020, at 10:09 a.m. I made an unsuccessful attempt to personally serve Shane Thornton and Stephanie Thornton with copies of the Service Documents, without exhibits, and the Service List at 31 Longview Court, Saint John, NB. I engaged Eastern Credit Management Services to serve Shane Thornton and Stephanie Thornton.
6. I engaged North Central Process Service to serve Darlene Morton in Slave Lake, Alberta. I have been advised by North Central Process Service and do believe that it has served Darlene Morton and is forwarding an affidavit of service which will be filed with the Court upon receipt.
7. I engaged Connecticut Process Serving, LLC to serve Leonard Maranda and Ronald Rogers in Meriden, Connecticut. I have been advised by Connecticut Process Serving, LLC and do believe that it has served

Leonard Maranda and is forwarding an affidavit of service which will be filed with the Court upon receipt.

8. I engaged Eastern Credit Management Services to serve the parties listed below. I have been advised by Eastern Credit Management Services and do believe that it has served the parties listed below and is forwarding affidavits of service which will be filed with the Court upon receipt.

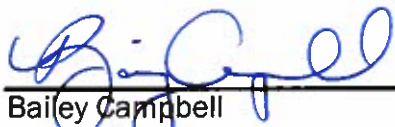
- a. Judith and Murray McIsaac;
- b. Pamela Annette Hooper, Barbara Joyce Rogers, Donald Burns Rogers, James Donald Rogers, Philip James Rogers and Debra Louise Rogers;
- c. Allison and Sandra Davidson;
- d. Dale and Sheila Pye;
- e. Shane and Stephanie Thornton;
- f. Patty Pickard;
- g. Dykstra Farms Knowlesville Inc.; and
- h. Eldon Manuel Estate c/o Peggy Manuel.

9. On June 24, 2020, at 9:17 p.m. I was copied on an email message sent by Josh J.B. McElman, a copy of which is attached hereto and marked as Exhibit "D" wherein he served copies of the documents listed below to a further updated Electronic Service List as set out in Schedule "C" herein.

- a. Affidavit of Maurice Chiasson, Q.C. sworn to on June 24, 2020 related to CIBC indebtedness;
- b. Affidavit of Caleb Hunter sworn to on June 24, 2020 related to property taxes, FCC indebtedness, the consent of BDC and the letter of non-opposition by Oregon Potato Company;

- c. Consent of the Bank of Nova Scotia;
- d. Brief on Law on behalf of FCC;
- e. Revised draft Appointment Order along with a comparison to Schedule "A" to the Notice of Application;
- f. Revised draft McCain Sale Approval and Vesting Order along with a comparison to Schedule "B" to the Notice of Application;
- g. Revised draft Residual Sale Approval and Vesting Order along with a comparison to Schedule "C" to the Notice of Application;
- h. Revised draft Sealing Order along with a comparison to Schedule "D" to the Notice of Application;
- i. Updated service list along with a comparison to the last version; and
- j. List of Attendees that was developed based on parties' responses to previous service. We intend to provide this to the Court in advance of the hearing.

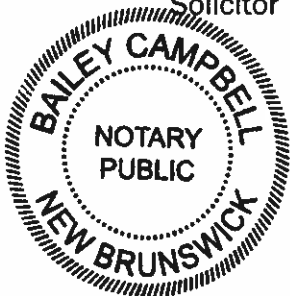
SWORN TO at the City of Saint)
 John, in the Province of New)
 Brunswick, this 25 day of June,)
 2020 BEFORE ME:)



Bailey Campbell)
 Commissioner of Oaths being a)
 Solicitor)



Caleb G. Hunter)



Schedule A
Electronic Service List

1. Farm Credit Canada via Cox & Palmer;
2. Canadian Imperial Bank Of Commerce via Stewart Mckelvey;
3. McCain Foods Limited via Davies Ward Phillips & Vineberg LLP;
4. McCain Produce Inc.;
5. Ernst & Young Inc.;
6. Hillspring Farms Ltd. on behalf of the seller entities, McInnes Cooper;
7. Bank Of Nova Scotia – Atlantic CAU;
8. Business Development Bank of Canada via Wickwire Holm Barristers & Solicitors;
9. CNH Industrial Capital Canada Ltd.;
10. Valley Equipment Ltd./ Vel Nationalease;
11. HJV Equipment via Pink Larkin;
12. Caterpillar Financial Services Limited;
13. Irving Energy;
14. Mercedes-Benz Financial Services Canada Corporation;
15. CWB National Leasing Inc.;
16. Liebherr-Canada Ltd.;
17. GE Canada Equipment Financing G.P.;
18. John Deere Financial Inc.;
19. Bonnefield Canadian Farmland LP III; Bonnefield Canadian Farmland LP IV; and Bonnefield Canada Farmland Evergreen LP C/O Bonnefield Financial Inc.;
20. Earth Fresh Foods Inc.;
21. Master Packaging Inc.;
22. David Jones;
23. Samuel, Ella, and George Darkis;
24. Hilton McBrine;
25. Frederick Wiley, Tracy Donald Wiley, and Troy Allan Wiley;
26. Blake Wiley, Colleen Dyer-Wiley, Marina Wiley, and Wallace Wiley;
27. Av Group NB Inc.;
28. Bob Spence;
29. H.J. Crabbe & Sons Ltd.;
30. Allison DeMerchant & Lorelei Ruff;
31. Lawrence McIntosh;
32. Cedric Dale McIntosh;
33. Brian McIntosh;
34. Marc Kilfoil and Deanna Kilfoil;
35. Alan McLaughlin and Wayne, Sheila Claude & Elava McLaughlin;
36. John Everett & Margaret Everett;
37. Claude & Elva McLaughlin;
38. Wayne & Sheila McLaughlin;
39. James Eric Grant;
40. Margaret Grant;
41. Department of Energy & Natural Resources;

- 42. Department of Finance Revenue and Taxation Division;
- 43. Office of the Attorney General for New Brunswick;
- 44. Employment Standards Branch;
- 45. Office of the Superintendent Of Bankruptcy Canada;
- 46. Canada Revenue Agency;
- 47. Shawinigan-Sud National Verification And Collection Centre; and
- 48. Canada Revenue Agency Insolvency Division, and Department of Justice Canada Tax Law Services.

Schedule B
Emails for the Electronic Service List

1. jason.inman@fcc-fac.ca
2. jmcelman@coxandpalmer.com;
3. Supriya.Sarin@cibc.com;
4. mchiasson@stewartmckelvey.com;
5. nia.karabatsos@mccain.ca;
6. nmacparland@dwpv.com;
7. rnicholls@dwpv.com;
8. nrenner@dwpv.com;
9. ben.brake@hsffood.ca;
10. Jeremy.brake@hillspringfarms.ca;
11. stephen.kingston@mcinnescooper.com;
12. George.c.kinsman@ca.ey.com;
13. Faryaal.butt@scotiabank.com;
14. Patrick.Caissie@bdc.ca;
15. mdunning@wickwirehold.com;
16. matthew.stickel@cnhind.com;
17. Nikesha.Scrubb@cat.com;
18. fallen@valleyequipment.ca;
19. Kathy.Ellis@irvingoil.com;
20. David.Maxwell@liebherr.com;
21. customerservice@cwbnationalleasing.com;
22. marc@hjvequip.com;
23. jtownsend@pinklarkin.com;
24. mmacnamara@bonnefield.com;
25. jjonesnb@gmail.com;
26. etmcbrine@gmail.com;
27. sdarkis@bellaliant.net;
28. divideforty@gmail.com;
29. joe.simpson@avg.adityabirla.com;
30. actonwright@outlook.com;
31. lumberboss@nb.aibn.com;
32. brian.ruff@mccain.ca;
33. mcintoshdarlenebell@hotmail.com;
34. mcipotato@bellaliant.com;
35. ruthyoung@xplornet.ca;
36. mbkilfoi@mccain.com;
37. mclaughlinterri@rogers.com;
38. q1alex@nbnet.nb.ca;
39. ronaldgrant58@gmail.com;
40. dnr_mrnweb@gnb.ca;
41. elg/egl-info@gnb.ca;
42. jean-francois.dupuis@gnb.ca;
43. melanie.mcfadzen@gnb.ca;
44. ic.osbcaa-laccbsf.ic@canada.ca;

- 45. mike.maclean@cra-arc.gc.ca;
- 46. jennifer.baldwin@justice.gc.ca;
- 47. Kennedy.Marcus@master-packaging.com;
- 48. THughes@earthfreshfoods.com;
- 49. sscott@stewartmckelvey.com;
- 50. awaberski@stewartmckelvey.com;
- 51. Deanna.frappier@justice.gc.ca;
- 52. dstevenson@coxandpalmer.com;
- 53. david.a.boyd@pwc.com; and
- 54. tony.richardson@mcinnescooper.com.

Schedule C**Emails for the Electronic Service List Served June 24, 2020**

1. jason.inman@fcc-fac.ca;
2. jmcelman@coxandpalmer.com;
3. bcampbell@coxandpalmer.com;
4. chunter@coxandpalmer.com;
5. Supriya.Sarin@cibc.com;
6. mchiasson@stewartmckelvey.com;
7. nia.karabatsos@mccain.ca;
8. nmacparland@dwpv.com;
9. rnicholls@dwpv.com;
10. nrenner@dwpv.com;
11. ben.brake@hsffood.ca;
12. Jeremy.brake@hillspringfarms.ca;
13. stephen.kingston@mcinnescooper.com;
14. George.c.kinsman@ca.ey.com;
15. Faryaal.butt@scotiabank.com;
16. Patrick.Caissie@bdc.ca;
17. mdunning@wickwireholm.com;
18. matthew.stickel@cnhind.com;
19. Nikesha.Scrubb@cat.com;
20. fallen@valleyequipment.ca;
21. Kathy.Ellis@irvingoil.com;
22. David.Maxwell@liebherr.com;
23. customerservice@cwbnationalleasing.com;
24. marc@hjvequip.com;
25. jtownsend@pinklarkin.com;
26. mmacnamara@bonnefield.com;
27. jjonesnb@gmail.com;
28. etmcbrine@gmail.com;
29. sdarkis@bellaliant.net;
30. divideforty@gmail.com;
31. joe.simpson@avg.adityabirla.com;
32. actonwright@outlook.com;
33. lumberboss@nb.aibn.com;
34. brian.ruff@mccain.ca;
35. mcintoshdarlenebell@hotmail.com;
36. mcipotato@bellaliant.com;
37. ruthyoung@xplornet.ca;
38. mbkilfoi@mccain.com;
39. mclaughlinterri@rogers.com;
40. q1alex@nbnet.nb.ca;
41. ronaldgrant58@gmail.com;
42. dnr_mrnweb@gnb.ca;
43. wwwfin@gnb.ca;
44. elg/egl-info@gnb.ca;

45.jean-francois.dupuis@gnb.ca;
46.melanie.mcfadzen@gnb.ca;
47.ic.osbcca-laccbsf.ic@canada.ca;
48.mike.maclean@cra-arc.gc.ca;
49.jennifer.baldwin@justice.gc.ca;
50.Kennedy.Marcus@master-packaging.com;
51.THughes@earthfreshfoods.com;
52.sscott@stewartmckelvey.com;
53.awaberski@stewartmckelvey.com;
54.Deanna.frappier@justice.gc.ca;
55.dstevenson@coxandpalmer.com;
56.david.a.boyd@pwc.com;
57.sschossberger@oregonpotato.com;
58.andredaigle123@gmail.com;
59.mathieudaigle1@gmail.com;
60.sjrivervalley@gmail.com;
61.jpcyr@gmx.com;
62.Mike.Clark@liebherr.com;
63.office@cooksconstruct.com;
64.tim@purvisculbertlaw.ca;
65.cymanthia.elliott@scotiabank.com;
66.nancy.snow@justice.gc.ca;
67.tony.richardson@mcinnescooper.com;
68.BWiseman@earthfreshfoods.com;
69.sherry.pottie@cat.com;
70. david.a.boyd@pwc.com;
71.drost.brucea@jdirving.com;
72.kieley.greg@jdirving.com; and
73.Bryan.Mills@gnb.ca;

*This is Exhibit "A" to the Affidavit of Caleb G. Hunter
SWORN TO at the City of Saint John, Province of New
Brunswick, this 25 day of June, 2020.*

BEFORE ME:



Bailey Campbell

*Notary Public in and for the Province of
New Brunswick*

Hunter, Caleb (Saint John)

From: Caleb Hunter <chunter@coxandpalmer.com>
Sent: June 19, 2020 5:53 PM
To: Jason <jason.inman@fcc-fac.ca>; Josh McElman <jmcelman@coxandpalmer.com>; Bailey Campbell <bcampbell@coxandpalmer.com>; <Supriya.Sarin@cibc.com>; Maurice Chiasson <mchiasson@stewartmckelvey.com>; Nia Karabatsos <nia.karabatsos@mccain.ca>; Natasha MacParland <NMacParland@dwvpv.com>; Robert Nicholls <rnicholls@dwvpv.com>; Natalie Renner <nrenner@dwvpv.com>; <ben.brake@hsffood.ca>; <Jeremy.brake@hillspringfarms.ca>; Stephen Kingston <stephen.kingston@mcinnescooper.com>; <George.c.kinsman@ca.ey.com>; <Faryaal.butt@scotiabank.com>; <Patrick.Caissie@bdc.ca>; <mdunning@wickwirehold.com>; matthew stickel <matthew.stickel@cnhind.com>; <Nikesha.Scrubb@cat.com>; <fallen@valleyequipment.ca>; <Kathy.Ellis@irvingoil.com>; <David.Maxwell@liebherr.com>; <customerservice@cwbnationalleasing.com>; <marc@hjvequip.com>; John Townsend <jtownsend@pinklarkin.com>; <mmacnamara@bonnefield.com>; <jjonesnb@gmail.com>; <etmcbrine@gmail.com>; sam darkis <sdarkis@bellaliant.net>; <divideforty@gmail.com>; <joe.simpson@avg.adityabirla.com>; <actonwright@outlook.com>; <lumberboss@nb.aibn.com>; <brian.ruff@mccain.ca>; <mcintoshdarlenebell@hotmail.com>; <mcipotato@bellaliant.com>; Brian McIntosh <ruthyoung@xplornet.ca>; Marc Kilfoil <mbkilfoi@mccain.com>; <mclaughlinterri@rogers.com>; <q1alex@nbnet.nb.ca>; <ronaldgrant58@gmail.com>; <dnr_mrnweb@gnb.ca>; NB Department of Finance <wwwfin@gnb.ca>; Jean-Francois Dupuis <jean-francois.dupuis@gnb.ca>; <melanie.mcfadzen@gnb.ca>; <ic.osbccaa-laccbsf.ic@canada.ca>; <mike.maclean@cra-arc.gc.ca>; <jennifer.baldwin@justice.gc.ca>; <Kennedy.Marcus@master-packaging.com>; <THughes@earthfreshfoods.com>; Sara Scott <sscott@stewartmckelvey.com>; Alanna Waberski <awaberski@stewartmckelvey.com>; Deanna Frappier <deanna.frappier@justice.gc.ca>; Daniel Stevenson <d Stevenson@coxandpalmer.com>; David A. Boyd <david.a.boyd@pwc.com>; Tony Richardson <tony.richardson@mcinnescooper.com>; Robert Powell <RPowell@maritimetrustee.ca>; Natasha Johnson <njohnson@pinklarkin.com>
Subject: Service of Hillspring Documents
Attachments: Hillspring Service Documents.zip

Re: Service - In the matter of the Receivership of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc. and the sale of all or substantially all of the assets of Hillspring Farms Ltd.,

To the Service List:

Re: Hearing Scheduled for June 26, 2020, at 10:00 a.m. (the "Hearing")
In the matter of the Receivership of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc. (the "Companies")
Court File No.: SJM-46-2020
Our File No.: 50016331-00499

Accessible by the secure link below for service upon you via electronic mail in accordance with the *Rules of*

Court of New Brunswick, a copy of:

1. A Notice of Application (Form 16D) with draft Orders;
2. Affidavit of Ben Brake, sworn to on June 18, 2020;
3. Affidavit of Jeremy Brake, sworn to on June 18, 2020;
4. Affidavit of Jason Inman, sworn to on June 18, 2020;
5. Affidavit of Supriya Sarin, sworn to on June 19, 2020;
6. Affidavit of David Boyd, sworn to on June 19, 2020;
7. Affidavits of Caleb Hunter sworn to on June 18, 2020;
8. Affidavits of Bailey Campbell sworn to on June 18, 2020; and

(collectively, the “**Documents**”)

Farm Credit Canada along with the Companies are seeking:

1. the appointment of a receiver of the Companies (the “**Receivership**”);
2. approval of the sale of all, or substantially all, of the assets of Hillspring Farms Ltd. related to its operation of a potato farming, packing and seed businesses and all potato, grain, seeds, packing and chemical inventories (the “**Sale**”);
3. approval of a sales process for certain remaining assets of the Companies.

The Hearing in relation to the Receivership and the Sale will be before the Honourable Justice Darrell J. Stephenson of the New Brunswick Court of Queen’s Bench (Trial Division), judicial district of Saint John (the “**Court**”), on **Friday June 26, 2020, at 10:00 a.m.(Atlantic)**, by teleconference in accordance with the Court’s instructions. In addition to the Documents, we have enclosed the Service List. Please note there will be further documents served in the coming days.

To join the Hearing, please follow the below instructions:

Dial 1-866-862-7608, enter passcode 7965504#,
 Local number 416-933-3854 (if toll free system is down)
 If at any time you should need
 assistance push *0
 Mute your line *6
 Unmute your line *7
 To hear a complete list of touch features **

If you intend to attend the hearing, please provide us with the name or the person who intends to appear so that we can provide this information to the Court. As well, if you do not intend to attend the Hearing please advise us so that we can provide this information to the Court.

We request that you reply to this service email and acknowledge acceptance of service by electronic mail in accordance with the *Rules of Court* of New Brunswick.

Please click on the link below to access the Documents. If you have a pre-existing TitanFile account you will be prompted to enter your username and password. If you do not have an account you will be prompted to set up a TitanFile account prior to accessing the documents. If you experience any problems with this process

please let us know. Should any person encounter technical issues with the materials transmitted, please contact the undersigned.

Best regards,

Caleb Hunter | Cox & Palmer | Associate

Direct 506 633 2709 **Fax** 506 632 8809 **Web** coxandpalmerlaw.com

Address Brunswick Square Suite 1500 1 Germain Street Saint John NB E2L 4V1

Correspondence: P. O. Box 1324, Saint John, NB E2L 4H8

--

This message has been sent and exported via TitanFile.

*This is Exhibit "B" to the Affidavit of Caleb G. Hunter
SWORN TO at the City of Saint John, Province of New
Brunswick, this 25 day of June, 2020.*

BEFORE ME:



Bailey Campbell

*Notary Public in and for the Province of
New Brunswick*

Hunter, Caleb (Saint John)

From: McElman, Josh (NB)
Sent: June 20, 2020 1:28 PM
To: McElman, Josh (NB); Supriya.Sarin@cibc.com; mchiasson@stewartmckelvey.com; nia.karabatsos@mccain.ca; nmacparland@dwvpv.com; rnicholls@dwvpv.com; nrenner@dwvpv.com; ben.brake@hsffood.ca; Jeremy.brake@hillspringfarms.ca; stephen.kingston@mcinnescooper.com; George.c.kinsman@ca.ey.com; Faryaal.butt@scotiabank.com; Patrick.Caissie@bdc.ca; mdunning@wickwirehold.com; matthew.stickel@cnhind.com; Nikesha.Scrubb@cat.com; fallen@valleyequipment.ca; Kathy.Ellis@irvingoil.com; David.Maxwell@liebherr.com; customerservice@cwbnationalleasing.com; marc@hjvequip.com; jtowndsend@pinklarkin.com; mmacnamara@bonnefield.com; jjonesnb@gmail.com; etmcbrine@gmail.com; sdarkis@bellaliant.net; dividforty@gmail.com; joe.simpson@avg.adityabirla.com; actonwright@outlook.com; lumberboss@nb.aibn.com; brian.ruff@mccain.ca; mcintoshdarlenebell@hotmail.com; mcipotato@bellaliant.com; ruthyoung@xplor.net.ca; mbkilfoi@mccain.com; mclaughlinterri@rogers.com; q1alex@nbnet.nb.ca; ronaldgrant58@gmail.com; dnr_mrnweb@gnb.ca; wwwfin@gnb.ca; elg/egl-info@gnb.ca; jean-francois.dupuis@gnb.ca; melanie.mcfadzen@gnb.ca; ic.osbccaa-laccbsf.ic@canada.ca; mike.maclean@cra-arc.gc.ca; jennifer.baldwin@justice.gc.ca; Kennedy.Marcus@master-packaging.com; THughes@earthfreshfoods.com; sscott@stewartmckelvey.com; awaberski@stewartmckelvey.com; Deanna.frappier@justice.gc.ca; Stevenson, Daniel (Fredericton); david.a.boyd@pwc.com; Richardson, Tony
Cc: Campbell, Bailey (Saint John); Hunter, Caleb (Saint John)
Subject: Service - In the matter of the Receivership of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc. and the sale of all or substantially all of the assets of Hillspring Farms Ltd.,
Attachments: NBLIB-#2286135-v1-Hillspring_et_al_Service_List_June_19_2020_.pdf; Hillspring NOA and Aff (without Exhibits) For Service.pdf

To the Service List:

Re: Hearing Scheduled for June 26, 2020, at 10:00 a.m. (the "Hearing")
 In the matter of the Receivership of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc. (the "Companies")
 Court File No.: SJM-46-2020
 Our File No.: 50016331-00499

The Service List was served with the Documents, as defined below, through electronic means in accordance with the *Rules of Court* of New Brunswick yesterday. In addition to the service of yesterday and in accordance with *Rule 4.05(6)* of the *Rules of Court* of New Brunswick, the Documents without exhibits are attached hereto and are served upon you in relation to the above noted Hearing. Namely, a copy of:

1. A Notice of Application (Form 16D) with draft Orders;
2. Affidavit of Ben Brake, sworn to on June 18, 2020;
3. Affidavit of Jeremy Brake, sworn to on June 18, 2020;
4. Affidavit of Jason Inman, sworn to on June 18, 2020;
5. Affidavit of Supriya Sarin, sworn to on June 19, 2020;
6. Affidavit of David Boyd, sworn to on June 19, 2020;

7. Affidavits of Caleb Hunter sworn to on June 18, 2020; and
8. Affidavits of Bailey Campbell sworn to on June 18, 2020;

(collectively, the "Documents")

As set out in the email correspondence to you yesterday, Farm Credit Canada along with the Companies are seeking:

1. the appointment of a receiver of the Companies (the "Receivership");
2. approval of the sale of all, or substantially all, of the assets of Hillspring Farms Ltd. related to its operation of a potato farming, packing and seed businesses and all potato, grain, seeds, packing and chemical inventories (the "Sale");
3. approval of a sales process for certain remaining assets of the Companies.

The Hearing in relation to the Receivership and the Sale will be before the Honourable Justice Darrell J. Stephenson of the New Brunswick Court of Queen's Bench (Trial Division), judicial district of Saint John (the "Court") on Friday June 26, 2020, at 10:00 a.m.(Atlantic), by teleconference in accordance with the Court's instructions. In addition to the Documents, attached hereto is the Service List. Please note there will be further documents served in the coming days.

To join the Hearing, please follow the below instructions:

Dial 1-866-862-7608, enter passcode 7965504#,
 Local number 416-933-3854 (if toll free system is down)
 If at any time you should need
 assistance push *0
 Mute your line *6
 Unmute your line *7
 To hear a complete list of touch features **

If you intend to attend the hearing, please provide us with the name of the person who intends to appear so that we can provide this information to the Court. As well, if you do not intend to attend the Hearing please advise us so that we can provide this information to the Court.

We request that you reply to this service email and acknowledge acceptance of service by electronic mail in accordance with the Rules of Court of New Brunswick.

If you would like copies of the exhibits forwarded to you please email Caleb Hunter at:
 chunter@coxandpalmer.com

Sincerely,

Josh J.B. McElman* | Cox & Palmer | Partner

Saint John Direct 506 633 2708 **Fax** 506 632 8809 **Web** coxandpalmerlaw.com
Address Brunswick Square Suite 1500 1 Germain Street Saint John NB
 *Practising through Josh McElman PC Inc.

Send me files securely via TitanFile Deposit Box

This e-mail message (including attachments, if any) is confidential and may be privileged. Any unauthorized distribution or disclosure is prohibited. Disclosure to anyone other than the intended recipient does not constitute waiver of privilege. If you have received this e-mail in error, please notify us and delete it and any attachments from your computer system and records.

Ce courriel (y compris les pièces jointes) est confidentiel et peut être privilégié. La distribution ou la divulgation non autorisée de ce courriel est interdite. Sa divulgation à toute personne autre que son destinataire ne constitue pas une renonciation de privilège. Si vous avez reçu ce courriel par erreur, veuillez nous aviser et éliminer ce courriel, ainsi que les pièces jointes, de votre système informatique et de vos dossiers.

*This is Exhibit "C" to the Affidavit of Caleb G. Hunter
SWORN TO at the City of Saint John, Province of New
Brunswick, this 25 day of June, 2020.*

BEFORE ME:



Bailey Campbell

Notary Public in and for the Province of
New Brunswick

Hunter, Caleb (Saint John)

From: McElman, Josh (NB)
Sent: June 22, 2020 10:48 AM
To: sschossberger@oregonpotato.com; andredaigle123@gmail.com; mathieudaigle1@gmail.com; sjrivervalley@gmail.com; jpcyr@gmx.com; Mike.Clark@liebherr.com; office@cooksconstruct.com; tim@purvisculbertlaw.ca; bethw@nb.aibn.com
Cc: Campbell, Bailey (Saint John); Hunter, Caleb (Saint John)
Subject: Service - In the matter of the Receivership of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc. and the sale of all or substantially all of the assets of Hillspring Farms Ltd.,
Attachments: Hillspring NOA and Aff (without Exhibits) For Service.pdf; NBLIB-#2286389-v1-V1_compare_v3A_Service_List_.pdf; NBLIB-#2286135-v3A-Hillspring_et_al_Service_List_June_19_2020_.pdf
Importance: High

Good Morning:

You have been added to the Service List for the above noted matter. Please see attached an updated service list along with a comparison to the previous one. Please see message below regarding the above noted matter and the attached.

To the Service List:

Re: Hearing Scheduled for June 26, 2020, at 10:00 a.m. (the "Hearing")
 In the matter of the Receivership of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc. (the "Companies")
 Court File No.: SJM-46-2020
 Our File No.: 50016331-00499

The Service List was served with the Documents, as defined below, through electronic means in accordance with the *Rules of Court* of New Brunswick yesterday. In addition to the service of yesterday and in accordance with *Rule 4.05(6)* of the *Rules of Court* of New Brunswick, the Documents without exhibits are attached hereto and are served upon you in relation to the above noted Hearing. Namely, a copy of:

1. A Notice of Application (Form 16D) with draft Orders;
2. Affidavit of Ben Brake, sworn to on June 18, 2020;
3. Affidavit of Jeremy Brake, sworn to on June 18, 2020;
4. Affidavit of Jason Inman, sworn to on June 18, 2020;
5. Affidavit of Supriya Sarin, sworn to on June 19, 2020;
6. Affidavit of David Boyd, sworn to on June 19, 2020;
7. Affidavits of Caleb Hunter sworn to on June 18, 2020; and
8. Affidavits of Bailey Campbell sworn to on June 18, 2020;

(collectively, the "Documents")

As set out in the email correspondence to you yesterday, Farm Credit Canada along with the Companies are seeking:

1. the appointment of a receiver of the Companies (the "Receivership");
2. approval of the sale of all, or substantially all, of the assets of Hillspring Farms Ltd. related to its operation of a potato farming, packing and seed businesses and all potato, grain, seeds, packing and chemical inventories (the "Sale");
3. approval of a sales process for certain remaining assets of the Companies.

The Hearing in relation to the Receivership and the Sale will be before the Honourable Justice Darrell J. Stephenson of the New Brunswick Court of Queen's Bench (Trial Division), judicial district of Saint John (the "Court") on **Friday June 26, 2020, at 10:00 a.m.(Atlantic)**, by teleconference in accordance with the Court's instructions. In addition to the Documents, attached hereto is the Service List. Please note there will be further documents served in the coming days.

To join the Hearing, please follow the below instructions:

Dial 1-866-862-7608, enter passcode 7965504#,
 Local number 416-933-3854 (if toll free system is down)
 If at any time you should need
 assistance push *0
 Mute your line *6
 Unmute your line *7
 To hear a complete list of touch features **

If you intend to attend the hearing, please provide us with the name of the person who intends to appear so that we can provide this information to the Court. As well, if you do not intend to attend the Hearing please advise us so that we can provide this information to the Court.

We request that you reply to this service email and acknowledge acceptance of service by electronic mail in accordance with the *Rules of Court* of New Brunswick.

If you would like copies of the exhibits forwarded to you please email Caleb Hunter at:
 chunter@coxandpalmer.com

Sincerely,

Josh J.B. McElman* | Cox & Palmer | Partner

Saint John Direct 506 633 2708 **Fax** 506 632 8809 **Web** coxandpalmerlaw.com

Address Brunswick Square Suite 1500 1 Germain Street Saint John NB

*Practising through Josh McElman PC Inc.

Send me files securely via TitanFile Deposit Box

This e-mail message (including attachments, if any) is confidential and may be privileged. Any unauthorized distribution or disclosure is prohibited. Disclosure to anyone other than the intended recipient does not constitute waiver of privilege. If you have received this e-mail in error, please notify us and delete it and any attachments from your computer system and records.

Ce courriel (y compris les pièces jointes) est confidentiel et peut être privilégié. La distribution ou la divulgation non autorisée de ce courriel est interdite. Sa divulgation à toute personne autre que son destinataire ne constitue pas une renonciation de privilège. Si vous avez reçu ce courriel par erreur, veuillez nous aviser et éliminer ce courriel, ainsi que les pièces jointes, de votre système informatique et de vos dossiers.

*This is Exhibit "D" to the Affidavit of Caleb G. Hunter
SWORN TO at the City of Saint John, Province of New
Brunswick, this 25 day of June, 2020.*

BEFORE ME:



Bailey Campbell

*Notary Public in and for the Province of
New Brunswick*

Hunter, Caleb (Saint John)

From: McElman, Josh (NB)
Sent: June 24, 2020 9:17 PM
To: jason.inman@fcc-fac.ca; McElman, Josh (NB); Campbell, Bailey (Saint John); Hunter, Caleb (Saint John); Supriya.Sarin@cibc.com; mchiasson@stewartmckelvey.com; nia.karabatsos@mccain.ca; nmacparland@dwvpv.com; rnicholls@dwvpv.com; nrenner@dwvpv.com; ben.brake@hsffood.ca; Jeremy.brake@hillspringfarms.ca; stephen.kingston@mcinnescooper.com; George.c.kinsman@ca.ey.com; Faryaal.butt@scotiabank.com; Patrick.Caissie@bdc.ca; mdunning@wickwireholm.com; matthew.stickel@cnhind.com; Nikesha.Scrubb@cat.com; fallen@valleyequipment.ca; Kathy.Ellis@irvingoil.com; David.Maxwell@liebherr.com; customerservice@cwbnationalleasing.com; marc@hjvequip.com; jtownsend@pinklarkin.com; mmacnamara@bonnefield.com; jjonesnb@gmail.com; etmcbrine@gmail.com; sdarkis@bellaliant.net; divideforty@gmail.com; joe.simpson@avg.adityabirla.com; actonwright@outlook.com; lumberboss@nb.aibn.com; brian.ruff@mccain.ca; mcintoshdarlenebell@hotmail.com; mcipotato@bellaliant.com; ruthyoung@xplornet.ca; mbkilfoi@mccain.com; mclaughlinterri@rogers.com; q1alex@nbnet.nb.ca; ronaldgrant58@gmail.com; dnr_mrnweb@gnb.ca; wwwfin@gnb.ca; elg/egl-info@gnb.ca; jean-francois.dupuis@gnb.ca; melanie.mcfadzen@gnb.ca; ic.osbcaa-laccbsf.ic@canada.ca; mike.maclean@cra-arc.gc.ca; jennifer.baldwin@justice.gc.ca; Kennedy.Marcus@master-packaging.com; THughes@earthfreshfoods.com; sscott@stewartmckelvey.com; awaberski@stewartmckelvey.com; Deanna.frappier@justice.gc.ca; Stevenson, Daniel (Fredericton); david.a.boyd@pwc.com; sschossberger@oregonpotato.com; andredaigle123@gmail.com; mathieudaigle1@gmail.com; sjrivervalley@gmail.com; jpcyr@gmx.com; Mike.Clark@liebherr.com; office@cooksconstruct.com; tim@purvisculbertlaw.ca; cymanthia.elliott@scotiabank.com; nancy.snow@justice.gc.ca; tony.richardson@mcinnescooper.com; BWiseman@earthfreshfoods.com; sherry.pottie@cat.com; david.a.boyd@pwc.com; drost.brucea@jdirving.com; kiele.greg@jdirving.com; Bryan.Mills@gnb.ca
Cc: Campbell, Bailey (Saint John); Hunter, Caleb (Saint John); Gillis, Michael (Saint John)
Subject: Updated Draft Orders and Additional Filings - Service - In the matter of the Receivership of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc. and the sale of all or substantially all of the assets of Hillspring Farms Ltd.,
Attachments: Schedule D comparison.pdf; V2 Schedule D Sealing Order.doc; Schedule C Comparison.pdf; V2 Schedule C Residual Property Approval and Vesting Order (002).doc; V4 Schedule B McCain Approval and Vesting Order.doc; Schedule B comparison.pdf; V2 Schedule A Appointment Order.doc; Schedule A comparison.pdf; NBLIB-#2286135-v4-Hillspring_et_al_Service_List_June_19_2020.DOCX; Blackline - Service List.pdf; NBLIB-#2288561-v2-Attendance_at_Hearing_-_June_24_2020.pdf; Affidavit of M. Chiasson sworn June 24, 2020.pdf; Affidavit of CHunter.pdf; BNS - HSF Consent - Equipment Lease or Finance.pdf; NBLIB-#2288338-v1-Filed_Brief_on_Law.PDF
Importance: High

To the Service List:

Further to the above noted matter, attached for service on you through electronic means in accordance with the *Rules of Court* of New Brunswick is the following:

- a. Affidavit of Maurice Chiasson sworn to on June 24, 2020 related to CIBC indebtedness;
- b. Affidavit of Caleb Hunter sworn to on June 24, 2020 related to property taxes, FCC indebtedness, the consent of BDC and the letter of non-opposition by Oregon Potato Company;
- c. Consent of the Bank of Nova Scotia;
- d. Brief on Law on behalf of FCC;
- e. Revised draft Appointment Order along with a comparison to Schedule "A" to the Notice of Application;
- f. Revised draft McCain Sale Approval and Vesting Order along with a comparison to Schedule "B" to the Notice of Application;
- g. Revised draft Residual Sale Approval and Vesting Order along with a comparison to Schedule "C" to the Notice of Application;
- h. Revised draft Sealing Order along with a comparison to Schedule "D" to the Notice of Application;
- i. Updated service list along with a comparison to the last version; and
- j. List of Attendees that was developed based on parties' responses to previous service. We intend to provide this to the Court in advance of the hearing. If you are not on the list but wish to be added please let us know. If you originally intended to appear but no longer intend to please let us know.

Please note that the draft orders now contain completed schedules including with respect to the Excluded Property. As well, the draft orders remain under review by various parties and may change in advance of the hearing. Please advise of any questions or comments.

We request that you reply to this service email and acknowledge receipt of this correspondence.

If you have any issues with opening the attachments please email Caleb Hunter at:
 chunter@coxandpalmer.com

Thank you
 Josh

Josh J.B. McElman* | Cox & Palmer | Partner

Saint John Direct 506 633 2708 **Fax** 506 632 8809 **Web** coxandpalmerlaw.com

Address Brunswick Square Suite 1500 1 Germain Street Saint John NB

*Practising through Josh McElman PC Inc.

Send me files securely via TitanFile Deposit Box

This e-mail message (including attachments, if any) is confidential and may be privileged. Any unauthorized distribution or disclosure is prohibited. Disclosure to anyone other than the intended recipient does not constitute waiver of privilege. If you have received this e-mail in error, please notify us and delete it and any attachments from your computer system and records.

Ce courriel (y compris les pièces jointes) est confidentiel et peut être privilégié. La distribution ou la divulgation non autorisée de ce courriel est interdite. Sa divulgation à toute personne autre que son destinataire ne constitue pas une renonciation de privilège. Si vous avez reçu ce courriel par erreur, veuillez nous aviser et éliminer ce courriel, ainsi que les pièces jointes, de votre système informatique et de vos dossiers.