

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
TGF ACQUISITION PARENT LTD., SUN RICH FRESH FOODS INC. &
TIFFANY GATE FOODS INC.

(Applicants)

FIRST REPORT OF THE MONITOR
February 24, 2021

INTRODUCTION

1. On February 17, 2021, TGF Acquisition Parent Ltd. ("**Holdco**"), Tiffany Gate Foods Inc. ("**Tiffany Gate**") and Sun Rich Fresh Foods Inc. ("**Sun Rich**") (collectively, the "**Applicants**") brought an application (the "**Initial Application**") before the Ontario Superior Court of Justice (Commercial List) (the "**Court**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") to, among other things, obtain a stay of proceedings to allow them an opportunity to restructure their business and affairs.
2. On that same day, the Court granted an Initial Order (the "**Initial Order**") in these CCAA proceedings (the "**CCAA Proceedings**") that, among other things, appointed Ernst & Young Inc. as monitor of the Applicants (in such capacity, the "**Monitor**"), ordered a stay of proceedings in favour of the Applicants through to February 26, 2021 (the "**Stay**")

Period”), and approved an interim financing facility (the “**DIP Facility**”) available by way of intercompany loans.

3. Certain of the Applicants’ U.S. affiliates have also filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Chapter 11 Proceedings**” and together with the CCAA Proceedings, the “**Restructuring Proceedings**”) as parallel main proceedings. Collectively, the Applicants and the U.S. affiliates are known as “**Fresh Foods Group**” or “**FFG**”.

PURPOSE

4. The purpose of this First Report of the Monitor (the “**First Report**”) is to provide information to the Court on:
 - (a) the Applicants’ operations and communications with stakeholders since the granting of the Initial Order;
 - (b) the Monitor’s activities since its appointment;
 - (c) the Applicants’ request for the issuance of an Amended and Restated Initial Order (the “**ARIO**”) substantially in the form attached to the Applicants’ Application Record dated February 16, 2021, among other things:
 - (i) permitting the Applicants to make certain pre-filing payments with the approval of the Monitor;
 - (ii) approving the engagement of Stout Capital, LLC as financial advisor to the Applicants;

- (iii) approving the appointment of Ankura Consulting Group, LLC as Chief Restructuring Organization (the “**CRO**”) in respect of the Applicants;
- (iv) approving the execution by the Applicants of the Stalking Horse APA and approving the Bidding Procedures (each as defined herein);
- (v) amending certain of the Court-ordered charges granted pursuant to the Initial Order, and granting certain additional charges; and
- (vi) extending the Stay Period to March 28, 2021.

TERMS OF REFERENCE AND DISCLAIMER

5. In preparing this First Report and making the comments herein, the Monitor has been provided with, and has relied upon, unaudited financial information, books and records and financial information prepared by FFG’s financial advisor and the Applicants, and discussions with the management of the Applicants and their U.S. affiliates (“**Management**”) (the “**Information**”). Except as described elsewhere in this First Report in respect of the Applicants’ cash flow forecast:

- (a) the Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards (“**GAAS**”) pursuant to the Chartered Professional Accountants Canada Handbook and, accordingly, the Monitor expresses no opinion

or other form of assurance contemplated under GAAS in respect of the Information;
and

(b) some of the Information referred to in this Report consists of forecasts and projections. An examination or review of those financial forecasts and projections, as outlined in the Chartered Professional Accountants Canada Handbook, has not been performed.

6. Future oriented financial Information referred to in this First Report was prepared based on Management's estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.
7. Unless otherwise indicated, the Monitor's understanding of factual matters expressed in this First Report concerning the Applicants and their business is based on the Information, and not independent factual determinations made by the Monitor.

BACKGROUND INFORMATION WITH RESPECT TO APPLICANTS

8. This First Report should be read in conjunction with the Affidavit of Stephen Marotta sworn February 16, 2021 (the "**Marotta Affidavit**") filed in support of the Initial Application.
9. The Applicants are wholly owned indirect subsidiaries of Country Fresh Holding LP, a U.S. entity which ultimately owns the shares of all of the entities that form FFG.

10. FFG is a premier, full service fresh food solution provider that creates, packages and delivers fresh-prepared foods to supermarkets, club stores, convenience stores, and industry companies in the U.S. and Canada.
11. Tiffany Gate and Sun Rich are wholly-owned operating subsidiaries of Holdco. Tiffany Gate and Sun Rich collectively employ approximately 538 employees and 77 agency/contractual workers working from three facilities located in Toronto, Brampton and Vancouver.
12. The Applicants' capital structure is described in detail in the Marotta Affidavit, starting at paragraph 43 therein. As set out in the Marotta Affidavit, the Applicant's total liabilities far exceed their total assets, and approximately 85% of such liabilities are the Applicants' secured obligations under three credit agreements with Cortland Capital Market Services LLC as administrative agent for the lenders thereunder (collectively, the "**Lenders**"). The Applicants' other secured obligations relate to equipment used in operations.
13. The results of enquiry search results in respect of the Applicants under the respective provincial personal property registry regimes as at February 19, 2021 are attached as **Appendix "A"** to this First Report. The Monitor intends to report on the validity and enforceability of the Lenders' security interests as part of a further report to this Court.

UPDATE ON THE APPLICANTS' ACTIVITIES AND COMMUNICATIONS

14. Since the issuance of the Initial Order, the Applicants have been focusing on stabilizing operations; in particular, securing a sufficient and continuing supply of goods and services. Certain suppliers have expressed concerns and/or temporarily delayed providing goods and services as a result of the Restructuring Proceedings, which has caused challenges for the

Applicants' operations. The Applicants, with the assistance of the CRO and the Monitor, have engaged in extensive discussions with suppliers in order to address their concerns and resolve supply chain issues.

15. The Applicants have generally maintained their business operations without significant disruption. However, the Applicants' liquidity is likely to remain under pressure as many suppliers have demanded prepayments, cash on delivery, or payment of arrears as a condition of their post-filing supply.
16. The Monitor has reviewed all payments made by the Applicants since the issuance of the Initial Order and has not identified any payments that were not in compliance with the Initial Order.
17. The Monitor has also reviewed certain of the Applicants' communications with stakeholder groups, and found such communications to be fair and transparent, including:
 - (a) providing a list of frequently asked questions, along with answers to such questions, to the Applicants' employees;
 - (b) outreach with key customers; and
 - (c) with the Monitor's assistance, sending letters to the Applicants' employees, customers and suppliers updating them on the effect of these CCAA Proceedings.

UPDATE ON THE MONITOR'S ACTIVITIES SINCE ITS APPOINTMENT

18. Since the Initial Order was granted, the Monitor has:
 - (a) held discussions with the Applicants with respect to their suppliers and operations;

- (b) assisted with certain discussions with suppliers and service providers;
 - (c) responded to calls and e-mails received from creditors, employees and other parties with respect to these CCAA Proceedings;
 - (d) reviewed the Applicants' disbursements; and
 - (e) held discussions with the Applicants and Royal Bank of Canada in respect of the Applicants' central cash management system.
19. The Monitor has established a case website at www.ey.com/ca/freshfoodcanada (the "**Case Website**") to disseminate information to stakeholders. Pursuant to the Initial Order, the following notices have been posted on the Monitor's website, and/or sent to the Applicants' stakeholders since the date of the Initial Order:
- (a) on February 17, 2021, the Monitor posted copies of the Initial Order, the Pre-filing Report and Service List on the Case Website;
 - (b) on February 23, 2021, the Monitor mailed a notice of these CCAA Proceedings to creditors with claims greater than \$1,000 appearing in the Applicants' books and records as at the date of the Initial Order (collectively, the "**Known Creditors**"); and
 - (c) on February 23, 2021, the Monitor posted on the Monitor's Website a list showing the Known Creditors and the estimated amount of their claims, as required by the Initial Order.

20. On or about February 23, 2021, the Monitor, on behalf of the Applicants, mailed letters to the Applicants' employees, customers and suppliers.
21. In addition to the Case Website and the communications noted above, the Monitor has set up an email address and hotline phone number that are specific to these CCAA Proceedings in order to respond to inquiries from creditors and other stakeholders.
22. The Monitor has also arranged for these CCAA Proceedings to be widely publicized pursuant to public notices to be posted in *The Globe and Mail* (National Edition) on February 19, 2021.

OVERVIEW OF APPLICANTS' CASH FLOW FORECAST

23. For ease of reference, the Cash Flow Forecast attached to the Pre-Filing Report (the "**Cash Flow Forecast**") is attached as **Appendix "B"** to this First Report.
24. The Applicants did not make any intercompany transfers to their US affiliates or draw on any Intercompany DIP Advances (as defined in the Initial Order) under the DIP Facility after the date of the Initial Order and do not currently expect to make any intercompany transfers to their U.S. affiliates or to draw on any Intercompany DIP Advances during the extension of the Stay Period (as described further herein).

AUTHORITY TO MAKE CERTAIN ADDITIONAL PRE-FILING PAYMENTS

25. Pursuant to the Initial Order, the Applicants were granted the authority to pay, subject to the DIP Facility documents, amounts owing to certain critical suppliers in respect of goods and services provided to the Applicants prior to the initiation of these CCAA Proceedings in accordance with the terms of the Initial Order (the "**Permitted Pre-Filing**

Payments”). The Permitted Pre-Filing Payments were only to be paid where necessary and were subject to prior approval of the Monitor.

26. In order to allow for continued operation of the business with minimal disruption, the Applicants seek to continue the ability to pay Permitted Pre-Filing Payments with the approval of the Monitor.
27. Given the nature of the business, and the perishable nature of the products, the Monitor is of the view that this relief is appropriate in the circumstances.

ENGAGEMENT OF THE FINANCIAL ADVISOR

28. FFG engaged Stout Capital, LLC (“**Stout**”) as its financial advisor (in such capacity, the “**Financial Advisor**”) pursuant to an engagement letter dated October 30, 2020 (the “**Stout Engagement Letter**”) which is attached as Exhibit “U” to the Marotta Affidavit. Since its engagement, Stout has provided extensive financial advisory services for the benefit of FFG (including the Applicants), including undertaking the Pre-Filing Solicitation Process (as defined and described below).
29. Stout’s mandate as Financial Advisor is continuing. The Financial Advisor has a critical role in administering the Bidding Procedures (as defined and described below), which shall ensure that the Restructuring Proceedings result in the best possible outcome for the benefit of all stakeholders.
30. The ARIO provides for the approval of the Stout Engagement Letter and a Court-ordered charge limited to US\$2,500,000 (the “**Transaction Fee Charge**”) to secure a potential transaction fee (the “**Transaction Fee**”) that will be earned by Stout upon the successful

closing of a transaction for the sale of FFG's business or assets, in accordance with the terms of the Stout Engagement Letter.

31. Although the Transaction Fee Charge secures the entirety of the Transaction Fee, the Transaction Fee, if earned, shall be allocated proportionally among the estates of the Applicants and their U.S. affiliates in accordance with the proceeds resulting from the sale of their respective assets, as agreed to among the Applicants, their U.S. affiliates, the DIP Lenders and the Monitor.
32. The Applicants are also seeking the Court's approval to pay a portion of the Financial Advisor's post-filing monthly fees, as set out in the Stout Engagement Letter, on the grounds that the Financial Advisor's services benefit all of FFG (including the Applicants). The ARIO provides that the allocation of such monthly fees to the Applicants shall be as agreed to among the Applicants, their U.S. affiliates, the DIP Lenders and the Monitor. The ARIO further provides that Stout's post-filing fees shall be charged by the Administration Charge (as defined in the Initial Order), as amended.
33. As described further herein, the Monitor has discussed with the Financial Advisor the scope, allocation and complexity of the work already undertaken by it in the Pre-Filing Solicitation Process, as well that work remaining to be completed. The Monitor understands that the Financial Advisor does not foresee the need for any out of scope work and that post-filing fees are not duplicated for services already rendered.
34. Given the scope, nature and intensity of the Financial Advisor's role, the Monitor is of the view that the fees charged by Stout as Financial Advisor are reasonable in the circumstances.

35. The Monitor supports the approval of the (i) Stout Engagement Letter, (ii) Stout's monthly post-filing financial advisor fees, subject to further review of any invoices when issued and the allocation of such fees, (iii) the Transaction Fee Charge, the (iii) Transaction Fee, subject to a review of the allocation of same upon successful completion of the transaction; and (iv) amending the Administration Charge to secure Stout's monthly-post filing fees.

APPOINTMENT OF THE CRO

36. FFG engaged Ankura Consulting Group, LLC ("Ankura") as CRO in connection with the Restructuring Proceedings and in accordance with the terms of an engagement letter dated February 15, 2021 (the "Ankura Engagement Letter"). The CRO's mandate will benefit the Applicants directly, as a result of services provided in respect of these CCAA proceedings, as well as indirectly, in respect of services for the benefit of FFG as a whole (including the Applicants).
37. The ARIO provides that the Applicants will pay a proportion of Ankura's post-filing fees, subject to review of such fees by the Monitor, and as apportioned between the Applicants and their U.S. affiliates, as agreed to among the Applicants, their U.S. affiliates, the DIP Lenders and the Monitor.
38. The ARIO further provides that the Administration Charge shall be amended to secure the CRO's fees, in addition to the fees of the other professionals secured in accordance with the Initial Order.
39. The CRO has already contributed extensively to the operational restructuring and financial management of FFG's operations, including that of the Applicants. The CRO has also been working closely with Management and the Monitor in the formulation of the Cash

Flow Forecast and in respect of other financial matters, including monitoring the Applicants' liquidity.

40. The Monitor has reviewed the customary fees charges by chief restructuring organizations in other cross-border matters with similar scope and complexity and finds that the CRO's fees in the circumstances are reasonable.
41. For all of the foregoing reasons, the Monitor supports the approval of the (i) Ankura Engagement Letter, (ii) the CRO's anticipated post-filing fees, subject to further review of invoices when issued and allocation of same as between the Applicants and their U.S. affiliates, and (iii) amending the Administration Charge to secure, amongst other things, the CRO's fees attributable to the Applicants.

THE PRE-FILING SOLICITATION PROCESS

42. Prior to the engagement of the Monitor and the commencement of these CCAA Proceedings, the Applicants and the Financial Advisor expended significant time and effort in exploring restructuring and other strategic transaction opportunities (collectively, the **"Pre-Filing Solicitation Process"**). These pre-filing efforts are described in detail in the Marotta Affidavit and summarized herein.

Initial Informal Solicitation Process

43. The Monitor understands that in September of 2020, after already enduring several months of financial difficulties due to the COVID-19 pandemic, FFG engaged in an informal review of its strategic alternatives. As part of this process, FFG contacted known parties in the food and beverage industry, as well as parties known to be interested in making

investments in the food and beverage industry, to solicit interest in the potential acquisition of all or a part of FFG's business.

44. In addition to the known parties that were contacted, certain other interested parties contacted FFG on an unsolicited basis to explore acquisition opportunities.
45. In total, the Monitor understands, nine parties expressed an interest in exploring strategic transactions with FFG, of which two submitted offers. One such offer was received from a reputable strategic buyer in the food and beverage industry (the "**Initial Potential Buyer**") for a reasonable quantum and in respect of substantially all of the assets of FFG.
46. Given the serious nature of its discussion with the Initial Potential Buyer, FFG decided to engage a financial advisor to review the competitiveness of the Initial Potential Buyer's offer as part of a formal solicitation process.

First Formal Solicitation Process

47. In late October 2020, FFG engaged Stout as its Financial Advisor to conduct the formal solicitation process, in accordance with the terms of the Stout Engagement Letter.
48. The Financial Advisor has advised the Monitor that by the end of the year in 2020, as part of a targeted approach, it had contacted thirty potential buyers and prospective plan sponsors, consisting of strategic buyers, private equity companies and select financial buyers, all with experience in the food and beverage industry. Such persons were in addition to those contacted previously as part of FFG's informal solicitation process.

49. The Monitor understands that the formal solicitation process did not result in any offers, but that several parties contacted by the Financial Advisor expressed an interest in acquiring all or a portion of FFG's assets as part of a formal sales process.
50. Given the results of the formal solicitation process, FFG entered into a letter of intent with the Initial Potential Buyer in December of 2020, with a view to subsequently entering into a stalking horse agreement and running a formal sales process.
51. The Monitor understands that on January 7, 2021, following extensive discussions with the Initial Potential Buyer, FFG was informed by the Initial Potential Buyer that it would not enter into any formal agreement and had withdrawn its offer.

Second Formal Solicitation Process

52. Following the Initial Potential Buyer's withdrawal, the Financial Advisor commenced a second more expansive formal investment solicitation process focusing on counterparties in the food and beverage market as well as adjacent industries. As part of this process, FFG and the Financial Advisor prepared sales and marketing materials including a Confidential Information Memorandum (the "**CIM**"). The Financial Advisor also created an electronic data room to facilitate counterparty due diligence upon such counterparties signing non-disclosure agreements ("**NDAs**").
53. The Monitor has reviewed the CIM, and the contents of the data room, in the context of the formal second solicitation process, and found that these materials as well as the overall solicitation process was appropriate in the circumstances.

54. The Monitor understands that the criteria used by FFG and the Financial Advisor to compile the preliminary list of potential buyers that were contacted as part of the second formal solicitation process included (a) relevant experience, including investments or activities in the food and beverage industry, (b) financial wherewithal, (c) experience with distressed companies, and (d) business judgment from the Financial Advisor. The Financial Advisor has shared the list of potential purchasers with the Monitor. The Monitor finds that the Financial Advisor's outreach efforts were reasonable and appropriate.
55. The Monitor understands that any expressed interest from prospective buyers was treated on a case-by-case basis, with the Financial Advisor engaging with several such counterparties to discuss their intentions and facilitate their due diligence needs.
56. In summary, more than an additional 210 potential buyers were approached by the Financial Advisor as part of the second formal solicitation process, including strategic buyers, private equity firms and financial companies.
57. The Financial Advisor started contacting potential counterparties in January 2021, with the deadline for submitting preliminary bids set as at March 19, 2021. The Monitor believes the timeline to solicit offers is appropriate in the circumstances and provides interested parties with sufficient time to complete and submit a bid.
58. The Monitor further understands that 83 of the 210 parties contacted by the Financial Advisor (approximately 40%) signed NDAs, of which 46 (approximately 22%) accessed the data room established by the Financial Advisor. The Monitor confirms that the foregoing results accord with its own experience when running similarly sized sales processes.

59. In summary, the Monitor is of the view that the scope of the second formal solicitation process, the marketing materials, the criteria used to compile the list of potentially interested counterparties, the timeline to complete the solicitation process, and the results achieved pursuant to the Pre-Filing Solicitation Process were appropriate in the circumstances.

THE PROPOSED STALKING HORSE BID

60. On January 20, 2021, while the formal solicitation process was on-going, FFG and the Financial Advisor received a stalking horse bid proposal (the “**Stalking Horse Bid**”) from Stellex Capital Management LLC (“**Stellex**”), a global private equity firm. During the ensuing weeks, FFG, the Financial Advisor, and their advisors, with input from the Monitor, negotiated and entered into an asset purchase agreement with certain Stellex subsidiaries (the “**Stellex Entities**”) dated February 16, 2021 (the “**Stalking Horse APA**”).¹
61. Stellex has agreed to act as a stalking horse bidder and, if Stellex is selected as the successful bidder in accordance with the Bidding Procedures (as defined and described below), it shall acquire substantially all of the assets of FFG (including that of the Applicants). The Stalking Horse APA is conditional, among other things, on this Court approving each of the Stalking Horse APA and the Bidding Procedures (as defined below).
62. The Monitor understands that the Stalking Horse Bid provides that the Stellex Entities:

¹ Certain schedules to the Stalking Horse APA remain to be prepared by the parties and have not been reviewed by the Monitor.

- (a) shall pay a purchase price of US\$55 million, which shall be allocated between the assets of the Applicants and their U.S. affiliates, comprised of (i) US\$30 million in cash consideration, and (ii) a US\$25 million secured note;
- (b) shall assume US\$21.5 million of FFG's liabilities, including certain of the Applicants' real lease obligations, employee liabilities and post-petition trade payables;
- (c) shall continue to employ certain of FFG's employees (including certain of the Applicants' employees) and continue the core operations of FFG (including the operations of the Applicants); and
- (d) be entitled to a break fee of US\$1,450,000 (approximately 2.6% of the purchase price) and an expense reimbursement amount of US\$700,000 if the Stellex Entities are not the successful bidder in accordance with the Bidding Procedures (collectively, the "**Stalking Horse Bid Protections**").

THE BIDDING PROCEDURES

63. The bidding procedures in respect of the formal sale and investment solicitation process are attached as Schedule "A" to the ARIIO (the "**Bidding Procedures**") and attached as **Appendix "C"** to this First Report. The same Bidding Procedures were filed in respect of the Applicants' U.S. affiliates as part of the Chapter 11 Proceedings.²

² A draft of the Bidding Procedures was filed as part of the Applicants' Initial Application, and have since been finalized, in consultation with FFG's interim lenders.

64. The Bidding Procedures will be administered by the Financial Advisor and are intended to establish a fair and efficient process to obtain the best possible outcome for Applicants, their creditors and other stakeholders. The Bidding Procedures function effectively as a continuation of the Financial Advisor's Pre-Filing Solicitation Process that was started in January 2021, pursuant to which more than 210 parties have already been contacted, as detailed earlier in this First Report.
65. The key dates under the Bidding Procedures are as follows:
- (a) March 19, 2021 – deadline for any prospective purchaser to submit a “Qualified Bid”;
 - (b) March 22, 2021 – auction date (if any);
 - (c) March 26, 2021 – this Court and the U.S. Bankruptcy Court shall hold sales hearings to approve the successful bid; and
 - (d) March 31, 2021 – deadline for the completion of the transaction contemplated by the successful bid.
66. A “Qualified Bid” under the Biding Procedures requires, among other things, that the prospective purchaser:
- i. provide a deposit equivalent to 10% of the aggregate value of their bid;
 - ii. overbid the Stalking Horse Bidder's bid by US\$500,000 and satisfy the Stalking Horse Bid Protections;

- iii. identify the particular assets, liabilities, employees, operations that the bidder seeks to assume; and
 - iv. provide any other relevant information that the “Consultation Parties” (as defined below) reasonably request.
67. The Monitor and the DIP Lenders are empowered as “Consultation Parties” under the Bidding Procedures. In such capacity, the Consultation Parties are intimately involved with the Bidding Procedures, including with respect to, as already noted, information and documentation requests made of any potential purchasers, the rejection of any bids and determination of the successful bid, including pursuant to an auction, if one is held.
68. The Bidding Procedures provide that the “Successful Bid” shall be determined by FFG together with the Consultation Parties by considering, among other things:
- (a) the quantum of the bid;
 - (b) the form of consideration being offered and, if applicable, the proposed allocation of same;
 - (c) the likelihood of the qualified bidder’s ability to close a transaction and the timing thereof; and
 - (d) the net benefit to the respective estates of the Applicants and their U.S. affiliates.
69. The Monitor is of the view that the Bidding Procedures provide for a transparent, fair and efficient mechanism to select the transaction that produces the best result for all stakeholders, all things considered. The Monitor is also of the view that the timeline

provided for above, in the context of the Pre-Filing Solicitation Process having started in Winter of 2021, provides sufficient time for any interested purchasers to submit a bid.

ASSIGNMENT NOTICE PROTOCOL

70. The ARIO provides for a protocol whereby the Applicants will give notice to counterparties of any contracts with the Applicants that may be assumed or assigned as part of any transaction coming out of the Bidding Procedures (the “**Notice Protocol**”).
71. The Notice Protocol requires the Applicants to provide notice (in the form attached as Schedule “D” to the ARIO) to each affected counterparty via mail, courier, personal delivery, facsimile transmission or email. The counterparty would then have fourteen days to object to the proposed assumption or assignment by sending such objection to the Monitor and counsel to the Applicants. Where such objection cannot be resolved, it will be dealt with by the Court as part of a sales approval motion or such other date as determined by the Court.
72. The Monitor has reviewed the form of Notice attached at Schedule “D” to the ARIO and is of the view that it provides the appropriate information for the counterparty. Further, the Monitor is of the view that the Notice Protocol is reasonable and appropriate given the timelines contemplated in the Bidding Procedures.

AMENDMENTS TO COURT-ORDERED CHARGES

73. Certain Court-ordered charges were granted pursuant to the Initial Order. The ARIO amends certain such charges and incorporates certain new charges (collectively, the

“Charges”). The ARIO provides that the Charges granted thereunder shall have the following priorities:

- (i) the Administration Charge;
- (ii) the DIP Lenders’ Charge/ Intercompany DIP Charge;
- (iii) the Director’s Charge;
- (iv) the Transaction Fee Charge; and
- (v) the Canadian Intercompany Charge.

Administration Charge

74. Pursuant to the Initial Order, this Court granted a charge (the **“Administration Charge”**) in the amount of up to US\$400,000 in favour of the Monitor, Monitor’s counsel, the Applicants’ Canadian counsel and counsel for the directors and officers of the Applicants (collectively, the **“Secured Professionals”**) as security for their professional fees incurred by the foregoing professionals prior to and during the initial 10-day Stay Period prior to the comeback hearing.
75. The Applicants seek to increase the quantum of the Administration Charge from US\$400,000 to US\$750,000. The increase in quantum reflects (i) the estimated fees of the Secured Professionals incurred after the initial 10-day Stay Period, together with (ii) the estimated fees of Ankura as CRO and Stout as Financial Advisor.
76. The increased quantum of the Administration Charge has been established based on the various professionals’ previous history and experience with cross-border restructurings of

similar scope and complexity. The Monitor believes that such a charge is required and reasonable in the circumstances.

Intercompany DIP Charge / DIP Lender Charge

77. Pursuant to the Initial Order, this Court granted two separate but equal ranking charges, the Intercompany DIP Charge and the DIP Lenders' Charge (as such terms are defined in the Pre-Filing Report) to secure actual advances under the DIP Facility, limited to the maximum amount of US\$1,000,000. The Intercompany DIP Charge and the DIP Lenders' Charge were granted in favour of the DIP Agent and the DIP lenders and the U.S. affiliates that are borrowers under the DIP Facility. The US\$1,000,000 maximum was estimated to provide the Applicants with the maximum needed liquidity in the event of an unexpected adverse financial deviation from the Cash Flow Forecast.
78. The Applicants intend for the Intercompany DIP Charge and the DIP Lenders' Charge to continue to secure actual advances to the Applicants under the DIP Facility, but seek to remove the US\$1,000,000 maximum limit. The rationale for this change is that unexpected deviations from the Cash Flow Forecast can be expected to be greater during the extended ARIO Stay Period.
79. Given that the Intercompany DIP Charge and the DIP Lenders' Charge only secure actual advances to the Applicants and then, that such advances shall only be advanced to the Applicants in the event of an unexpected variance from the Cash Flow Forecast and with the approval of the Monitor, the Monitor is of the view that such a charge is reasonable in the circumstances.

Director's Charge

80. Pursuant to the Initial Order, this Court granted a charge (the “**Director's Charge**”) in an amount not to exceed US\$2,500,000. The Applicants do not seek any amendment to the Director's Charge.

Transaction Fee Charge

81. As set out above, the Applicants seek a Transaction Fee Charge up to a maximum amount of US\$2,500,000 to secure against the Transaction Fee in favour of the Financial Advisor if the transaction closes. As stated earlier, allocation of the actual Transaction Fee shall depend on the proceeds received by the estates of the Applicants and their U.S. affiliates, as agreed to among the Applicants, their U.S. affiliates, the DIP Lenders and the Monitor.
82. Given the Financial Advisor's critical role in the Pre-Filing Solicitation Process and the Bidding Procedures and the benefit therefrom to the Applicants, and given that the Monitor shall be involved in the allocation of the proper amount of fees to the Applicants, the Monitor is of the view that such a charge is reasonable in the circumstances.

Canadian Intercompany Charge

83. Pursuant to the Initial Order, this Court granted the Canadian intercompany Charge (as defined therein). The Applicants do not seek any amendment to the Canadian intercompany Charge.

EXTENDING THE STAY PERIOD

84. The Stay Period is currently set to expire on February 26, 2021. The Applicants are requesting an extension of the Stay Period until March 28, 2021.
85. The Monitor is of the view that the requested stay extension is appropriate for the following reasons: (i) the Applicants require the extension in order to run the Bidding Procedures; (ii) the Monitor will work closely with the Applicants with respect to the Bidding Procedures; and (iii) the Applicants have continued to operate in good faith and with due diligence since the date of the Initial Order.
86. Based on the Cash Flow Forecast set out in Appendix "B" to this First Report and the availability of advances under the DIP Facility, the Monitor believes that the Applicants will have sufficient liquidity for the duration of the extended Stay Period.

CONCLUSION

87. For the reasons stated herein, the Monitor supports the relief sought by the Applicants and recommends that the Court grant the Amended and Restated Initial Order and the relief sought therein.

All of which is respectfully submitted this 24th day of February, 2021.

ERNST & YOUNG INC.

**Solely in its capacity as Court-appointed Monitor
of the Applicants, and not in its personal capacity**

Per:



Alex Morrison
Senior Vice President

Appendix “A”

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171521.65

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 1
(5652)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : TGF ACQUISITION PARENT LTD.

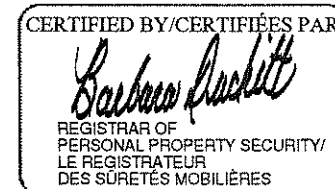
FILE CURRENCY : 18FEB 2021

ENQUIRY NUMBER 20210219171521.65 CONTAINS 8 PAGE(S), 3 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME
WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER
SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

THORNTON GROUT FINNIGAN LLP - ROXANA MANEA
3200-100 WELLINGTON STREET WEST
TORONTO ON M5K 1K7

CONTINUED... 2



(crfj5 06/2019)



RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171521.65

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 2
(5653)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TGF ACQUISITION PARENT LTD.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
762023745

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	2		20200521 1355 9234 1970	P PPSA	5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME TGF ACQUISITION PARENT LTD.

04 ADDRESS SUITE 1700, PARK PLACE, 666 BURNARD VANCOUVER BC V6C 2X8

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT

09 LIEN CLAIMANT ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

COLLATERAL CLASSIFICATION					MOTOR VEHICLE	AMOUNT	DATE OF	NO FIXED
CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	INCLUDED		MATURITY OR	MATURITY DATE
	X	X	X	X	X			

11 YEAR MAKE MODEL V.I.N.

12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT STIKEMAN ELLIOTT LLP

17 ADDRESS 5300 COMMERCE COURT WEST 199 BAY ST. TORONTO ON M5L 1B9

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 3

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171521.65

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 3
(5654)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TGF ACQUISITION PARENT LTD.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
762023745

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20200521 1355 9234 1970

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

04 ADDRESS STREET

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

07 ADDRESS

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS SUPER SENIOR LIEN AGENT
LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

12 MOTOR
VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

4

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171521.65

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 4
(5655)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TGF ACQUISITION PARENT LTD.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434319

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
001 2 20190423 1523 1590 4758 P PPSA 10

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME TGF ACQUISITION PARENT LTD.

04 ADDRESS SUITE 1700, PARK PLACE, 666 BURRARD VANCOUVER BC V6C 2X8
ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS
ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT
09 LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X X

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING OSLER, HOSKIN & HARCOURT LLP (R. BORINS/J. VERCONICH/1197112)
17 AGENT

17 ADDRESS 1 FIRST CANADIAN PL, PO BOX 50 TORONTO, ON M5X 1B8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 5

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171521.65

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 5
(5656)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TGF ACQUISITION PARENT LTD.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434319

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20190423 1523 1590 4758

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS STREET ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS FIRST LIEN AGENT
09 LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
17 AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

6

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171521.65

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 6
(5657)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TGF ACQUISITION PARENT LTD.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434463

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
001 2 20190423 1526 1590 4761 P PPSA 10

02 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 DEBTOR NAME BUSINESS NAME TGF ACQUISITION PARENT LTD.

04 ADDRESS SUITE 1700, PARK PLACE, 666 BURNARD VANCOUVER BC V6C 2X8
ONTARIO CORPORATION NO.

05 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 DEBTOR NAME BUSINESS NAME

07 ADDRESS
ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT
09 LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X X

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING OSLER, HOSKIN & HARCOURT LLP (R. BORINS/J. VERCONICH/1197112)
17 AGENT

17 ADDRESS 1 FIRST CANADIAN PL, PO BOX 50 TORONTO, ON M5X 1B8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 7

CERTIFIED BY/CERTIFIÉES PAR

Barbara Rackitt

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171521.65

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 7
(5658)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TGF ACQUISITION PARENT LTD.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434463

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20190423 1526 1590 4761

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS STREET ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS SECOND LIEN AGENT
09 LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL VIN
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
17 AGENT

ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

8

CERTIFIED BY/CERTIFIÉES PAR
Barbara Prescott
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(c)ifu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171521.65

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

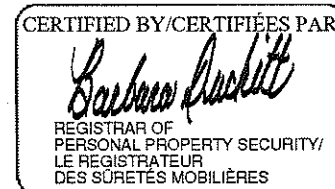
REPORT : PSSR060
PAGE : 8
(5659)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TGF ACQUISITION PARENT LTD.
FILE CURRENCY : 18FEB 2021

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
762023745	20200521 1355 9234 1970			
750434319	20190423 1523 1590 4758			
750434463	20190423 1526 1590 4761			

3 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.



(crj5 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 1
(5660)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

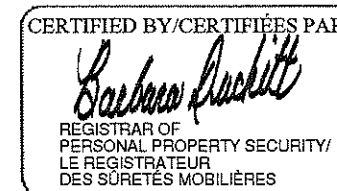
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.

FILE CURRENCY : 18FEB 2021

ENQUIRY NUMBER 20210219171548.62 CONTAINS 24 PAGE(S), 8 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME
WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER
SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

THORNTON GROUT FINNIGAN LLP - ROXANA MANEA
3200-100 WELLINGTON STREET WEST
TORONTO ON M5K 1K7



(crfj5 06/2019)

CONTINUED... 2



RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 2
(5661)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
769228038

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
001 001 20210114 1611 1031 1219 P PPSA 05

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME SUN RICH FRESH FOODS INC.

04 ADDRESS 35 BRAMTREE CRT BRAMPTON ON L6S 6G2
ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS
ONTARIO CORPORATION NO.

08 SECURED PARTY / HER MAJESTY IN RIGHT OF ONTARIO REPRESENTED BY THE MINISTER OF FINANCE
09 LIEN CLAIMANT

09 ADDRESS 3-1400 BLAIR TOWERS PLACE OTTAWA ON K1J 9B8

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X 9473 14JAN2026

11 MOTOR YEAR MAKE MODEL VIN
12 VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING MINISTRY OF FINANCE, AM & COLLECTIONS BRANCH (EHT) BN#119317410
17 AGENT

17 ADDRESS 3-1400 BLAIR TOWERS PLACE (754/187) OTTAWA ON K1J 9B8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 3

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1tu 05/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 3
(5662)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
762023826

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
001 2 20200521 1358 9234 1972 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS SUITE 1700, PARK PLACE, 666 BURRARD VANCOUVER BC V6C 2X8

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT
09 LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X X

11 YEAR MAKE MODEL VIN
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING STIKEMAN ELLIOTT LLP
17 AGENT

17 ADDRESS 5300 COMMERCE COURT WEST 199 BAY ST. TORONTO ON M5L 1B9

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 4

CERTIFIED BY/CERTIFIÉES PAR

Barbara Aschitt

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(c)jfu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 4
(5663)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
762023826

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20200521 1358 9234 1972

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS STREET ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS SUPER SENIOR LIEN AGENT
09 LIEN CLAIMANT ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
17 AGENT

ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

5

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 5
(5664)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
760084803

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
01 003 20200212 1705 1462 9749 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME SUN RICH FRESH FOODS INC.

04 ADDRESS 35 BRAMTREE COURT BRAMPTON ON L6S6G2
ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS
ONTARIO CORPORATION NO.

08 SECURED PARTY / TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.
09 LIEN CLAIMANT

09 ADDRESS 630 - 401 THE WEST MALL TORONTO ON M9C5J5

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X

11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE

13 GENERAL MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS,
14 COLLATERAL ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER
15 DESCRIPTION EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN

16 REGISTERING PPSA CANADA INC. - (8154)
17 AGENT

17 ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

6

CERTIFIED BY/CERTIFIÉES PAR

Barbara Blackett

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj)tu 08/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 6
(5665)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
760084803

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
02 003 20200212 1705 1462 9749 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT
14 COLLATERAL LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,
15 DESCRIPTION CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY

16 REGISTERING PPSA CANADA INC. - (8154)
AGENT

17 ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

7

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 7
(5666)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
760084803

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
03 003 20200212 1705 1462 9749 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL SECURITY ACT)
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING PPSA CANADA INC. - (8154)
AGENT ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 8

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 8
(5667)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL MOTOR VEHICLE PAGES SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001	20200721 1003 1462 9476	
21	RECORD REFERENCED	FILE NUMBER 760084803		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED A AMENDMENT	RENEWAL YEARS
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME
24	DEBTOR/ TRANSFEROR	BUSINESS NAME SUN RICH FRESH FOODS INC.		
25	OTHER CHANGE			
26	REASON/ DESCRIPTION	ADD NEW DEBTOR ADDRESS		
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
05	DEBTOR/ TRANSFEREE	BUSINESS NAME SUN RICH FRESH FOODS INC.		
06	ADDRESS	221511 FRASERWOOD WAY	RICHMOND	ONTARIO CORPORATION NO. BC V6W1J5
04/07	ASSIGNOR			
29	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE			
08	ADDRESS			
09	COLLATERAL CLASSIFICATION			
10	CONSUMER	MOTOR VEHICLE	DATE OF	NO FIXED
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR MATURITY DATE
11	MOTOR	YEAR MAKE	MODEL	V.I.N.
12	VEHICLE			
13	GENERAL			
14	COLLATERAL			
15	DESCRIPTION			
16	REGISTERING AGENT OR	TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.		
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS 630 - 401 THE WEST MALL	TORONTO	ON M9C5J5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

9

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fu 09/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 9
(5668)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
758898117

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
01 003 20191227 1411 1462 4492 P PPSA 4

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME SUN RICH FRESH FOODS INC

04 ADDRESS 35 BRAMTREE COURT BRAMPTON ON L6S6G2

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

07 ADDRESS

08 SECURED PARTY / TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.

09 LIEN CLAIMANT ADDRESS 630 - 401 THE WEST MALL TORONTO ON M9C5J5

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X

11 MOTOR YEAR MAKE MODEL V.I.N.

12 VEHICLE

13 GENERAL MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS,
14 COLLATERAL ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER
15 DESCRIPTION EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN

16 REGISTERING PPSA CANADA INC. - (8154)

17 AGENT ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 10

CERTIFIED BY/CERTIFIÉES PAR

Barbara Aschitt

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crjfu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 10
(5669)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
758898117

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	02	003		20191227 1411 1462 4492	P PPSA	4

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
---------------	------------------	---------	---------

DEBTOR
NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

ADDRESS

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
---------------	------------------	---------	---------

DEBTOR
NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

ADDRESS

SECURED PARTY /
LIEN CLAIMANT

ADDRESS

COLLATERAL CLASSIFICATION

CONSUMER	MOTOR VEHICLE	AMOUNT	DATE OF	NO FIXED				
GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	INCLUDED	MATURITY	OR	MATURITY DATE

10

YEAR	MAKE	MODEL	VEHICLE
------	------	-------	---------

MOTOR
VEHICLE

GENERAL WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT
COLLATERAL LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,
DESCRIPTION CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY

REGISTERING PPSA CANADA INC. - (8154)
AGENT

ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 11

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 11
(5670)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
758898117

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
03 003 20191227 1411 1462 4492 F PPSA 4

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

04 ADDRESS

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

07 ADDRESS

08 SECURED PARTY /
LIEN CLAIMANT

09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

12 MOTOR
VEHICLE

13 GENERAL SECURITY ACT)

14 COLLATERAL
15 DESCRIPTION

16 REGISTERING PPSA CANADA INC. - (8154)
AGENT

17 ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 12

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(c)1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 12
(5671)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001		20200331 1403 1462 5279	
21	RECORD REFERENCED	FILE NUMBER	758898117		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED A AMENDMENT	RENEWAL YEARS	CORRECT PERIOD
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	SUN RICH FRESH FOODS INC		
25	OTHER CHANGE				
26	REASON/ DESCRIPTION	ADD DEBTOR ADDRESS			
27					
28					
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
05	DEBTOR/ TRANSFERRE	BUSINESS NAME	SUN RICH FRESH FOODS INC.		
06					
04/07	ADDRESS	22151 FRASERWOOD WAY	RICHMOND	ONTARIO CORPORATION NO. BC	V6W1J5
29	ASSIGNOR				
08	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE				
09	ADDRESS				
10	COLLATERAL CLASSIFICATION				
	CONSUMER GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	DATE OF MATURITY OR	NO FIXED MATURITY DATE
11	MOTOR VEHICLE	YEAR MAKE	MODEL	V.I.N.	
12	GENERAL				
13	COLLATERAL DESCRIPTION				
14	REGISTERING AGENT OR	TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.			
15	SECURED PARTY/ LIEN CLAIMANT	ADDRESS 630 - 401 THE WEST MALL	TORONTO	ON	M9C5J5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 13

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 13
(5672)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
753261732

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
01 003 20190711 1404 1462 2680 P PPSA 4

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME SUN RICH FRESH FOODS INC.

04 ADDRESS 35 BRAMTREE COURT BRAMPTON ON L6S6G2
ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS
ONTARIO CORPORATION NO.

08 SECURED PARTY / TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.
09 LIEN CLAIMANT

ADDRESS 630 - 401 THE WEST MALL TORONTO ON M9C5J5

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X

11 YEAR MAKE MODEL VIN
12 MOTOR VEHICLE

13 GENERAL MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS,
14 COLLATERAL ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER
15 DESCRIPTION EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN

16 REGISTERING PPSA CANADA INC. - (8154)
17 AGENT

ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 14

CERTIFIED BY/CERTIFIÉES PAR
Barbara Aschitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 14
(5673)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
753261732

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	02	003		20190711 1404 1462 2680	P PPSA	4

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
----------------	---------------	------------------	---------	---------

BUSINESS NAME

ONTARIO CORPORATION NO.

ADDRESS

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
----------------	---------------	------------------	---------	---------

BUSINESS NAME

ONTARIO CORPORATION NO.

ADDRESS

SECURED PARTY / LIEN CLAIMANT

ADDRESS

COLLATERAL CLASSIFICATION		MOTOR VEHICLE	AMOUNT	DATE OF	NO. FIXED
CONSUMER	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	MATURITY OR	MATURITY DATE

YEAR MAKE	MODEL	V.I.N.
-----------	-------	--------

MOTOR VEHICLE

GENERAL COLLATERAL DESCRIPTION	WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE, CHattel PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY
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REGISTERING AGENT	PPSA CANADA INC. - (8154)
----------------------	---------------------------

ADDRESS	110 SHEPPARD AVE EAST, SUITE 303	TORONTO	ON	M2N6Y8
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*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 15

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crjfu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 15
(5674)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
753261732

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
03 003 20190711 1404 1462 2680 P PPSA 4

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
09 LIEN CLAIMANT ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE

13 GENERAL SECURITY ACT)
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING PPSA CANADA INC. - (8154)
17 AGENT ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 16

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 16
(5675)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434301

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
PILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
001 2 20190423 1522 1590 4757 P PPSA 10

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS SUITE 1700, PARK PLACE, 666 BURRARD VANCOUVER BC V6C 2X8

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT
09 LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X X

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING OSLER, HOSKIN & HARCOURT LLP (R. BORINS/J. VERCONICH/1197112)
17 AGENT

17 ADDRESS 1 FIRST CANADIAN PL, PO BOX 50 TORONTO, ON M5X 1B8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 17

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1tu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 17
(5676)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434301

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20190423 1522 1590 4757

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

04 ADDRESS STREET

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

07 ADDRESS

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS FIRST LIEN AGENT
LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

12 MOTOR
VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 18

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crjfu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 18
(5677)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434382

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
001 2 20190423 1525 1590 4760 P PPSA 10

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME SUN RICH FRESH FOODS INC.

04 ADDRESS SUITE 1700, PARK PLACE, 666 BURRARD VANCOUVER BC V6C 2X8
ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME
ONTARIO CORPORATION NO.

07 ADDRESS

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT

09 LIEN CLAIMANT ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X X

11 YEAR MAKE MODEL VIN

12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING OSLER, HOSKIN & HARCOURT LLP (R. BORINS/J. VERCONICH/1197112)

17 AGENT ADDRESS 1 FIRST CANADIAN PL, PO BOX 50 TORONTO, ON M5X 1B8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 19

CERTIFIED BY/CERTIFIÉES PAR

Barbara Aschitt

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(ejifu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 19
(5678)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434382

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20190423 1525 1590 4760

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS STREET ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS SECOND LIEN AGENT
LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 20

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(cij1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 20
(5679)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
736132248

00

01

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	003		20180201 1004 1462 7925	P PPSA	5

02

DEBTOR

DATE OF BIRTH

FIRST GIVEN NAME

INITIAL

SURNAME

03

NAME

BUSINESS NAME

SUN RICH FRESH FOODS INC.

04

ADDRESS

35 BRAMTREE COURT, UNIT 1

BRAMPTON

ONTARIO CORPORATION NO.

ON

L6S6G2

05

DEBTOR

DATE OF BIRTH

FIRST GIVEN NAME

INITIAL

SURNAME

06

NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

07

ADDRESS

08

SECURED PARTY /

TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.

LIEN CLAIMANT

09

ADDRESS

300 THE EAST MALL SUITE 401

TORONTO

ON

M9B6B7

10

COLLATERAL CLASSIFICATION

CONSUMER

MOTOR VEHICLE

AMOUNT

DATE OF

NO FIXED

GOODS

INVENTORY

EQUIPMENT ACCOUNTS OTHER

INCLUDED

MATURITY OR

MATURITY DATE

X

X

11

MOTOR

YEAR MAKE

MODEL

V.I.N.

12

VEHICLE

13

GENERAL

MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS,
ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER
EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN

14

COLLATERAL

15

DESCRIPTION

16

REGISTERING

PPSA CANADA INC. - (8154)

AGENT

17

ADDRESS

110 SHEPPARD AVE EAST, SUITE 303

TORONTO

ON

M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 21

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 21
(5680)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
736132248

01 CAUTION FILING PAGE NO. OF TOTAL PAGES MOTOR VEHICLE SCHEDULE REGISTRATION NUMBER REGISTERED UNDER REGISTRATION PERIOD
02 003 20180201 1004 1462 7925 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
09 LIEN CLAIMANT

ADDRESS

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL VET.N.
12 MOTOR VEHICLE

13 GENERAL WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT
14 COLLATERAL LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,
15 DESCRIPTION CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY

16 REGISTERING PPSA CANADA INC. - (8154)
17 AGENT

ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 22

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crjfu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 22
(5681)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
736132248

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
03 003 20180201 1004 1462 7925 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL SECURITY ACT)
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING PPSA CANADA INC. - (8154)
AGENT

17 ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY ***

CONTINUED... 23

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 23
(5682)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001		20180502 1414 1462 2816	
21	RECORD REFERENCED	FILE NUMBER	736132248		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED A AMENDMENT	RENEWAL YEARS	CORRECT PERIOD
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	SUN RICH FRESH FOODS INC.		
25	OTHER CHANGE				
26	REASON/ DESCRIPTION	TO ADD ANOTHER DEBTOR			
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
05	DEBTOR/ TRANSFEREE	BUSINESS NAME	SUN RICH FRESH FOODS INC.		
06	ADDRESS	22151 FRASERWOOD WAY	RICHMOND	ONTARIO CORPORATION NO.	BC V6W1J5
04/07	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE			
08	ADDRESS				
09	COLLATERAL CLASSIFICATION				
10	CONSUMER	MOTOR VEHICLE	DATE OF	NO FIXED	
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR	MATURITY DATE
11	MOTOR	YEAR MAKE	MODEL	V.I.N.	
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR	TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.			
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	300 THE EAST MALL SUITE 401	TORONTO	ON M9B6B7

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 24

CERTIFIED BY/CERTIFIÉES PAR
Barbara Aschitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fu 08/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171548.62

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 24
(5683)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : SUN RICH FRESH FOODS INC.
FILE CURRENCY : 18FEB 2021

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
769228038	20210114 1611 1031 1219			
762023826	20200521 1358 9234 1972			
760084803	20200212 1705 1462 9749	20200721 1003 1462 9476		
758898117	20191227 1411 1462 4492	20200331 1403 1462 5279		
753261732	20190711 1404 1462 2680			
750434301	20190423 1522 1590 4757			
750434382	20190423 1525 1590 4760			
736132248	20180201 1004 1462 7925	20180502 1414 1462 2816		

11 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crf5 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 1
(5684)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.

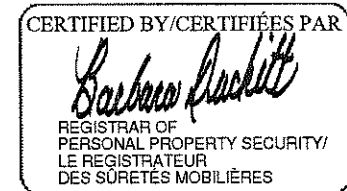
FILE CURRENCY : 18FEB 2021

ENQUIRY NUMBER 20210219171618.71 CONTAINS 39 PAGE(S), 10 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME
WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER
SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

THORNTON GROUT FINNIGAN LLP - ROXANA MANEA
3200-100 WELLINGTON STREET WEST
TORONTO ON M5K 1K7

CONTINUED... 2



(crf5 05/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 2
(5685)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
762023763

00

01

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	2		20200521 1356 9234 1971	P FPSA	5

02

DEBTOR

DATE OF BIRTH

FIRST GIVEN NAME

INITIAL

SURNAME

03

NAME

BUSINESS NAME

TIFFANY GATE FOODS INC.

04

ADDRESS

SUITE 1700, PARK PLACE, 666 BURRARD VANCOUVER

ONTARIO CORPORATION NO.

BC V6C 2X8

05

DEBTOR

DATE OF BIRTH

FIRST GIVEN NAME

INITIAL

SURNAME

06

NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

07

ADDRESS

08

SECURED PARTY /

CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT

09

LIEN CLAIMANT

ADDRESS

225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO

IL 60606

10

COLLATERAL CLASSIFICATION

CONSUMER

MOTOR VEHICLE

AMOUNT

DATE OF

NO FIXED

GOODS

INVENTORY

EQUIPMENT

ACCOUNTS OTHER

INCLUDED

MATURITY OR

MATURITY DATE

X

X

X

X

X

11

MOTOR

YEAR MAKE

MODEL

V.I.N.

12

VEHICLE

13

GENERAL

14

COLLATERAL

15

DESCRIPTION

16

REGISTERING

STIKEMAN ELLIOTT LLP

17

AGENT

ADDRESS

5300 COMMERCE COURT WEST 199 BAY ST. TORONTO

ON M5L 1B9

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 3

CERTIFIED BY/CERTIFIÉES PAR

Barbara Luckitt

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj/lu 06/2019)

Ontario



RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 3
(5686)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
762023763

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	002	2		20200521 1356 9234 1971		

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
---------------	------------------	---------	---------

DEBTOR
NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

ADDRESS STREET

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
---------------	------------------	---------	---------

DEBTOR
NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

ADDRESS

SECURED PARTY /
LIEN CLAIMANT CORTLAND CAPITAL MARKET SERVICES LLC, AS SUPER SENIOR LIEN AGENT

ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

COLLATERAL CLASSIFICATION		MOTOR VEHICLE	AMOUNT	DATE OF	NO FIXED
CONSUMER	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	MATURITY OR	MATURITY DATE

YEAR MAKE	MODEL	V.I.N.
-----------	-------	--------

MOTOR
VEHICLE

GENERAL
COLLATERAL
DESCRIPTION

REGISTERING
AGENT

ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

4

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 4
(5687)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
762028704

01 CAUTION FILING PAGE NO. OF TOTAL PAGES MOTOR VEHICLE SCHEDULE REGISTRATION NUMBER REGISTERED UNDER REGISTRATION PERIOD
001 2 20200521 1703 1295 0054 P PPSA 05

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME TIFFANY GATE FOODS INC.

04 ADDRESS 666 BURNARD STREET PARK PLACE, SUITE1700 VANCOUVER ONTARIO CORPORATION NO. BC V6C 2X8

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

07 ADDRESS

08 SECURED PARTY / WINPAK, LTD.
LIEN CLAIMANT

09 ADDRESS 100 SAULTEAUX CRESCENT WINNIPEG MB R3J 3T3

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X

11 YEAR MAKE MODEL V.I.N.

12 MOTOR VEHICLE

13 GENERAL ALL ASSETS LEASED, SUPPLIED OR FINANCED PURSUANT TO A LEASE AND
14 COLLATERAL SUPPLY AGREEMENT DATED MARCH 5TH, 2019 BETWEEN THE DEBTOR AND SECURED
15 DESCRIPTION CREDITOR, NAMELY A RS560 ROLLSTACK PACKAGING MACHINE SRSI5601945361,

16 REGISTERING SCARFONE HAWKINS LLP (20C0306)

17 AGENT ADDRESS 1 JAMES STREET SOUTH, 14TH FLOOR HAMILTON ON L8N 3P9

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 5

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 5
(5688)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
762028704

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20200521 1703 1295 0054

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL AND PUMP BUSCH RA-630 PUA462534, TOGETHER WITH ALL ATTACHMENTS,
14 COLLATERAL ACCESSIONS AND ALL PROCEEDS OF THE FOREGOING
15 DESCRIPTION

16 REGISTERING
AGENT
17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

6

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 6
(5689)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
759338658

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	006		20200115 1436 8077 3858	P PSSA	7

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
----------------	---------------	------------------	---------	---------

		TIFFANY GATE FOODS INC.		
--	--	-------------------------	--	--

	ADDRESS	195 STEINWAY BLVD	ETOBICOKE,	ONTARIO CORPORATION NO.	ON	M9W6H6
--	---------	-------------------	------------	-------------------------	----	--------

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
----------------	---------------	------------------	---------	---------

					ONTARIO CORPORATION NO.
--	--	--	--	--	-------------------------

	ADDRESS	
--	---------	--

SECURED PARTY /	ROYAL BANK OF CANADA
-----------------	----------------------

LIEN CLAIMANT	ADDRESS	180 WELLINGTON ST WEST, 5TH FL	TORONTO	ON	M5J 1J1
---------------	---------	--------------------------------	---------	----	---------

COLLATERAL CLASSIFICATION				MOTOR VEHICLE	AMOUNT	DATE OF	NO FIXED	
CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	INCLUDED	MATURITY OR	MATURITY DATE
			X		X			X

MOTOR VEHICLE	YEAR MAKE	MODEL	V.I.N.
------------------	-----------	-------	--------

--	--	--	--

GENERAL	EQUIPMENT AS FURTHER DESCRIBED UNDER LEASE CONTRACT #
COLLATERAL	201000041730 EQUIPMENT DESCRIPTION FOOD PRODUCTION EQUIPMENT
DESCRIPTION	INCLUDING FILLING MACHINES, CHILLING SYSTEMS, WASHERS, AND DRYERS.

REGISTERING	REGISTRY = RECOVERY INC.
-------------	--------------------------

AGENT	ADDRESS	1551 THE QUEENSWAY	TORONTO	ON	M8Z 1T5
-------	---------	--------------------	---------	----	---------

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 7

CERTIFIED BY/CERTIFIÉES PAR
Barbara Lockitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
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(5690)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
759338658

00

01

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	02	006		20200115 1436 8077 3858		

02

DEBTOR

DATE OF BIRTH

FIRST GIVEN NAME

INITIAL

SURNAME

03

NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

04

ADDRESS

05

DEBTOR

DATE OF BIRTH

FIRST GIVEN NAME

INITIAL

SURNAME

06

NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

07

ADDRESS

08

SECURED PARTY /

LIEN CLAIMANT

09

ADDRESS

10

COLLATERAL CLASSIFICATION

CONSUMER

MOTOR VEHICLE

AMOUNT

DATE OF

NO. FIXED

GOODS

INVENTORY

EQUIPMENT ACCOUNTS OTHER

INCLUDED

MATURITY OR

MATURITY DATE

11

MOTOR

YEAR MAKE

MODEL

V.I.N.

12

VEHICLE

13

GENERAL

TRANSACTION WILL INCLUDE SOFT COSTS ASSOCIATED WITH DELIVERY AND
INSTALLATION. TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS,
REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO, AND

14

COLLATERAL

15

DESCRIPTION

16

REGISTERING

AGENT

17

ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

8

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

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BUSINESS NAME

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ADDRESS

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COLLATERAL CLASSIFICATION				MOTOR VEHICLE	AMOUNT	DATE OF	NO. FIXED
CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	INCLUDED	MATURITY OR	MATURITY DATE

11

MOTOR VEHICLE	YEAR MAKE	MODEL	V.I.N.
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12

13

GENERAL	ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY
COLLATERAL	DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT
DESCRIPTION	LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS,

16

REGISTERING AGENT

17

ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

9

CERTIFIED BY/CERTIFIÉES PAR
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REPORT : PSSR060
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FILE CURRENCY : 18FEB 2021

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10 COLLATERAL CLASSIFICATION
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GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE
14 COLLATERAL LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES,
15 DESCRIPTION DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE PAYMENTS OR

16 REGISTERING
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17 ADDRESS

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CONSUMER	MOTOR VEHICLE	AMOUNT	DATE OF	NO FIXED
GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	MATURITY OR	MATURITY DATE

YEAR	MAKE	MODEL	V.I.N.
------	------	-------	--------

MOTOR
VEHICLE

GENERAL

ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO
THE COLLATERAL OR PROCEEDS OF THE COLLATERAL.

COLLATERAL
DESCRIPTION

REGISTERING
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ADDRESS

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11

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08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

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CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
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12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
AGENT

17 ADDRESS

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TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

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00 FILE NUMBER
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01 CAUTION FILING PAGE NO. OF PAGES TOTAL 008 MOTOR VEHICLE SCHEDULE 20190429 1036 8077 0251 REGISTRATION NUMBER P PPSA REGISTERED UNDER 8 REGISTRATION PERIOD

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME TIFFANY GATE FOODS INC.

04 ADDRESS 195 STEINWAY BLVD. ETOBICOKE ON M9W6H6 ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

07 ADDRESS

08 SECURED PARTY / ROYAL BANK OF CANADA

09 LIEN CLAIMANT

09 ADDRESS 300-5575 NORTH SERVICE RD BURLINGTON ON L7L 6M1

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X

11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE 2017 CROWN SHR5540-35 10040417

13 GENERAL VARIOUS FOOD PRODUCTION EQUIPMENT, 2017 CROWN SHR5540-35
14 COLLATERAL WALKIE REACH STACKER C/W SMH CHARGER STACKER SN 10040417, CHARGER SN
15 DESCRIPTION 342071, FORTRESS METAL DETECTOR, FALLING FILM CHILLER - COMPRESSOR

16 REGISTERING REGISTRY = RECOVERY INC.

17 AGENT ADDRESS 1551 THE QUEENSWAY TORONTO ON M8Z 1T5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 13

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Barbara Duckitt
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(ej1fu 06/2019)

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TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
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FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

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02 008 20190429 1036 8077 0251

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08 SECURED PARTY /
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09 ADDRESS

10 COLLATERAL CLASSIFICATION
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GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL REPLACEMENT, FORTRESS C8461 PHANTOM METAL DETECTOR W/ D9869 CONVEYOR
14 COLLATERAL SN F-9959-5927 / E-12865-7577, TELESonic PACKAGING MACHINE, T400S
15 DESCRIPTION STEAM HEATED TOTE WASHER, MPFSC-120 VOLUMETRIC FILLER 2.75", 100 BHP

16 REGISTERING
AGENT
17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

14

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(c)11u 06/2019)

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TYPE OF SEARCH : BUSINESS DEBTOR
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FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

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09 ADDRESS

10 COLLATERAL CLASSIFICATION
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11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL UNILUX LOW WATER VOLUME BOILER/ BLOWDOWN CONTROLLER, LYCO COMBINATION
14 COLLATERAL COOKER-COOLER, APQ-120-2/2P AIR COOLED CHILLER & PUMP SET, THERMALINE
15 DESCRIPTION SHELL AND TUBE, SAFELINE SL2000 METAL DETECTOR, VARIOUS REPAIRS PER

16 REGISTERING
AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY ***

CONTINUED...

15

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(crtfu 06/2019)

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CERTIFICATE

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TYPE OF SEARCH : BUSINESS DEBTOR
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10 COLLATERAL CLASSIFICATION
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11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL CONTRACT NUMBER 201000041730 TOGETHER WITH ALL ATTACHMENTS,
14 COLLATERAL ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND
15 DESCRIPTION IMPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY

16 REGISTERING
AGENT

17 ADDRESS

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CONTINUED...

16

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13 GENERAL OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS
14 COLLATERAL THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-
15 DESCRIPTION TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER

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17 AGENT ADDRESS

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17

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11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE

13 GENERAL COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE
14 COLLATERAL
15 DESCRIPTION COLLATERAL

16 REGISTERING
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17 ADDRESS

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VEHICLE

13 GENERAL
14 COLLATERAL
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CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 20
(5703)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434283

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
001 2 20190423 1520 1590 4756 P PPSA 10

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME TIFFANY GATE FOODS INC.

04 ADDRESS SUITE 1700, PARK PLACE, 666 BURNARD VANCOUVER ONTARIO CORPORATION NO.
BC V6C 2X8

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT
09 LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X X

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING OSLER, HOSKIN & HARCOURT LLP (R. BORINS/J. VERCONICH/1197112)
17 AGENT

17 ADDRESS 1 FIRST CANADIAN PL, PO BOX 50 TORONTO, ON M5X 1B8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 21

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crjfu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 21
(5704)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434283

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20190423 1520 1590 4756

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS STREET ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS FIRST LIEN AGENT
09 LIEN CLAIMANT

ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
17 AGENT

ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 22

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 22
(5705)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
750434346

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	2		20190423 1524 1590 4759	P PPSA	10

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
----------------	---------------	------------------	---------	---------

BUSINESS NAME TIFFANY GATE FOODS INC.

ADDRESS SUITE 1700, PARK PLACE, 666 BURRARD VANCOUVER BC V6C 2X8

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
----------------	---------------	------------------	---------	---------

BUSINESS NAME

ADDRESS

SECURED PARTY / LIEN CLAIMANT CORTLAND CAPITAL MARKET SERVICES LLC, AS ADMINISTRATIVE AGENT

ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

COLLATERAL CLASSIFICATION					MOTOR VEHICLE	AMOUNT	DATE OF	NO. FIXED
CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	INCLUDED		MATURITY OR	MATURITY DATE
	X	X	X	X	X			

MOTOR VEHICLE	YEAR MAKE	MODEL	V.I.N.
------------------	-----------	-------	--------

GENERAL
COLLATERAL
DESCRIPTION

REGISTERING AGENT OSLER, HOSKIN & HARCOURT LLP (R. BORINS/J. VERCONICH/1197112)

ADDRESS 1 FIRST CANADIAN PL, PO BOX 50 TORONTO, ON M5X 1B8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 23

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj/ftu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 23
(5706)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
750434346

01 CAUTION FILING PAGE NO. OF TOTAL PAGES MOTOR VEHICLE SCHEDULE REGISTRATION NUMBER REGISTERED UNDER REGISTRATION PERIOD
002 2 20190423 1524 1590 4759

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS STREET ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / CORTLAND CAPITAL MARKET SERVICES LLC, AS SECOND LIEN AGENT
09 LIEN CLAIMANT

09 ADDRESS 225 WEST WASHINGTON ST., 9TH FLOOR CHICAGO IL 60606

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
17 AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

24

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crjfu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 24
(5707)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
748976283

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
001 2 20190311 1448 6005 9228 P PPSA 06

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME TIFFANY GATE FOODS INC

04 ADDRESS 195 STEINWAY BOULEVARD TORONTO ONTARIO CORPORATION NO.
ON M9W 6H6

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME TIFFANY GATE

07 ADDRESS 195 STEINWAY BOULEVARD TORONTO ONTARIO CORPORATION NO.
ON M9W 6H6

08 SECURED PARTY / CWB NATIONAL LEASING INC.
LIEN CLAIMANT

09 ADDRESS 1525 BUFFALO PL(2923550) WINNIPEG MB R3T 1L9

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X

11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE

13 GENERAL ALL RESTAURANT EQUIPMENT, REDEEPAC FILL SEAL AND FORMING TUBES WITH
14 COLLATERAL RELATED COMPONENTS OF EVERY NATURE OR KIND DESCRIBED IN AGREEMENT
15 DESCRIPTION NUMBER 2923550, BETWEEN THE SECURED PARTY AND THE DEBTOR, AS AMENDED

16 REGISTERING
AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY ***

CONTINUED... 25

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(c)11u 06/2019

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 25
(5708)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
748976283

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20190311 1448 6005 9228

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
09 LIEN CLAIMANT ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL FROM TIME TO TIME, TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES AND
14 COLLATERAL SUBSTITUTIONS.
15 DESCRIPTION

16 REGISTERING AGENT
17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 26

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 26
(5709)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
720954693

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
01 001 20160926 1935 1531 0672 P PPSA 8

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME TIFFANY GATE FOODS INC. ONTARIO CORPORATION NO.
04 ADDRESS 195 STEINWAY BLVD. TORONTO ON M9W 6H6

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / HSBC BANK CANADA
09 LIEN CLAIMANT ADDRESS 70 YORK STREET 6TH FLOOR TORONTO ON M5J 1S9

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL VARIOUS MANUFACTURING EQUIPMENT
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING D+H LIMITED PARTNERSHIP
17 AGENT ADDRESS SUITE 200, 4126 NORLAND AVENUE BURNABY BC V5G 3S8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 27

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 27
(5710)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL MOTOR VEHICLE REGISTRATION REGISTERED
		PAGES SCHEDULE NUMBER UNDER
01	001	001 20170717 1702 1862 9843
21	RECORD FILE NUMBER	720954693
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED
		X
23	REFERENCE	FIRST GIVEN NAME INITIAL SURNAME
24	DEBTOR/ TRANSFEROR	BUSINESS NAME: TIFFANY GATE FOODS INC.
25	OTHER CHANGE	
26	REASON/	
27	DESCRIPTION	
28		
02/	DATE OF BIRTH	FIRST GIVEN NAME INITIAL SURNAME
05	DEBTOR/	
03/	TRANSFEREE	BUSINESS NAME: 2584394 ONTARIO INC.
06		
04/07	ADDRESS	195 STEINWAY BOULEVARD TORONTO ON M9N 6H6
29	ASSIGNOR	
08	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE	
09	ADDRESS	
	COLLATERAL CLASSIFICATION	
	CONSUMER	MOTOR VEHICLE
	GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED AMOUNT MATURITY OR MATURITY DATE
10		
11	MOTOR	YEAR MAKE MODEL V.I.N.
12	VEHICLE	
13	GENERAL	
14	COLLATERAL	
15	DESCRIPTION	
16	REGISTERING AGENT OR	GOWLING WLG (CANADA) LLP (CA)
17	SECURED PARTY/ LIEN CLAIMANT	SUITE 1600, 100 KING STREET WEST TORONTO ON M5X 1G5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 28

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj2fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 28
(5711)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	001	001		20170814 1543 1862 2110	
21	RECORD REFERENCED	FILE NUMBER	720954693		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED A AMENDMENT	RENEWAL YEARS	CORRECT PERIOD
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	2584394 ONTARIO INC.		
25	OTHER CHANGE				
26	REASON/ DESCRIPTION	THE NAME OF THE DEBTOR HAS BEEN AMENDED PURSUANT TO AN AMALGAMATION EFFECTIVE JULY 19, 2017			
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
05	DEBTOR/ TRANSFEREE	BUSINESS NAME	TIFFANY GATE FOODS INC.		
06	ADDRESS	195 STEINWAY BOULEVARD	TORONTO	ONTARIO CORPORATION NO.	ON M9W 6H6
29	ASSIGNOR				
08	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE				
09	ADDRESS				
10	COLLATERAL CLASSIFICATION	CONSUMER	MOTOR VEHICLE	DATE OF	NO. FIXED
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR	MATURITY DATE
11	MOTOR	YEAR MAKE	MODEL	V.I.N.	
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR	GOWLING WLG (CANADA) LLP (CA)			
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	SUITE 1600, 100 KING STREET WEST	TORONTO	ON M5X 1G5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 29

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 29
(5712)

TYPE OF SEARCH : BUSINESS DESTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
697590882

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
01 002 20140630 1943 1531 7194 P PPSA 10

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME TIFFANY GATE FOODS INC.

04 ADDRESS 195 STEINWAY BOULEVARD TORONTO ONTARIO CORPORATION NO.
ON M9W 6H6

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / HSBC BANK CANADA
09 LIEN CLAIMANT ADDRESS 300-2001 MCGILL COLLEGE AVENUE MONTREAL QC H3A 1G1

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X

11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE

13 GENERAL INV SUPPLIER DESCRIPTION
14 COLLATERAL 827 L A TECHNOLOGIST LIFTING DEVICE
15 DESCRIPTION J001547A NORTHERN AIR CONSTRUCTION LIMITED SUPPLY AND INSTALL

16 REGISTERING D+H LIMITED PARTNERSHIP
17 AGENT ADDRESS SUITE 200, 4126 NORLAND AVENUE BURNABY BC V5G 3S8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 30

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 30
(5713)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
697590882

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
02 002 20140630 1943 1531 7194

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL FALLING FILM CHILLER
14 COLLATERAL 20143966 PREISMAN TECHNOLOGY INC SUPPLY & INSTALLATION CHILLING
15 DESCRIPTION SYSTEM

16 REGISTERING
AGENT
17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

31

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 31
(5714)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	001	001		20170717 1702 1862 9841	
21	RECORD REFERENCED	FILE NUMBER	697590882		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
		X	E TRANSFER		
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	TIFFANY GATE FOODS INC.		
25	OTHER CHANGE				
26	REASON/ DESCRIPTION				
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
05	DEBTOR/ TRANSFEREE	BUSINESS NAME	2584394 ONTARIO INC.		
06	ADDRESS	195 STEINWAY BOULEVARD	TORONTO	ONTARIO CORPORATION NO.	ON M9W 6H6
04/07	ASSIGNOR				
29	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE				
08	ADDRESS				
09	COLLATERAL CLASSIFICATION				
	CONSUMER	MOTOR VEHICLE	DATE OF	NO. FIXED	
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT	MATURITY OR MATURITY DATE
10	YEAR	MAKE	MODEL	V.I.N.	
11	MOTOR				
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR	GOWLING WLG (CANADA) LLP (CA)			
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	SUITE 1600, 100 KING STREET WEST	TORONTO	ON M5X 1G5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 32

CERTIFIED BY/CERTIFIÉES PAR
Barbara Duckett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 32
(5715)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CADATION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	001	001		20170814 1543 1862 2106	
21	RECORD REFERENCED	FILE NUMBER	697590882		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED A AMENDMENT	RENEWAL YEARS	CORRECT PERIOD
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	2584394 ONTARIO INC.		
25	OTHER CHANGE				
26	REASON/ DESCRIPTION	THE NAME OF THE DEBTOR HAS BEEN AMENDED PURSUANT TO AN AMALGAMATION EFFECTIVE JULY 19, 2017			
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
05	DEBTOR/ TRANSFEREE	BUSINESS NAME	TIFFANY GATE FOODS INC.		
04/07	ADDRESS	195 STEINWAY BOULEVARD	TORONTO	ONTARIO CORPORATION NO.	ON M9W 6H6
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE			
08	ADDRESS				
09	COLLATERAL CLASSIFICATION				
10	CONSUMER	MOTOR VEHICLE	DATE OF	NO. FIXED	
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR	MATURITY DATE
11	MOTOR	YEAR MAKE	MODEL	V.I.N.	
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR	GOWLING WLG (CANADA) LLP (CA)			
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	SUITE 1600, 100 KING STREET WEST	TORONTO	ON M5X 1G5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 33

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj2u 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 33
(5716)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
684675279

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
01 005 20130212 1640 8077 8287 P PPSA 10

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME TIFFANY GATE FOODS INC.

04 ADDRESS 195 STEINWAY BLVD ETOBICOKE ON M9W 6H6
ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS
ONTARIO CORPORATION NO.

08 SECURED PARTY / ROYAL BANK OF CANADA
09 LIEN CLAIMANT

09 ADDRESS 300-5575 NORTH SERVICE RD BURLINGTON ON L7L 6M1

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X X X X

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL MASTER LEASE AGREEMENT DATED FEBRUARY 12TH, 2013 TOGETHER WITH
14 COLLATERAL ALL INVENTORY AND EQUIPMENT NOW OR HEREAFTER ACQUIRED BY THE DEBTOR
15 DESCRIPTION AND FINANCED BY THE SECURED PARTY TOGETHER WITH ALL ATTACHMENTS,

16 REGISTERING REGISTRY = RECOVERY INC.
17 AGENT

17 ADDRESS 1551 THE QUEENSWAY TORONTO ON M8Z 1T5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY ***

CONTINUED... 34

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj/fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 34
(5717)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
684675279

00

01

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	02	005		20130212 1640 8077 8287		

02

DEBTOR
NAME

DATE OF BIRTH

FIRST GIVEN NAME

INITIAL

SURNAME

03

BUSINESS NAME

ONTARIO CORPORATION NO.

04

ADDRESS

05

DEBTOR
NAME

DATE OF BIRTH

FIRST GIVEN NAME

INITIAL

SURNAME

06

BUSINESS NAME

ONTARIO CORPORATION NO.

07

ADDRESS

08

SECURED PARTY /
LIEN CLAIMANT

09

ADDRESS

10

COLLATERAL CLASSIFICATION

CONSUMER

MOTOR VEHICLE

AMOUNT

DATE OF

NO FIXED

GOODS

INVENTORY EQUIPMENT ACCOUNTS OTHER

INCLUDED

MATURITY OR

MATURITY DATE

11

MOTOR
VEHICLE

YEAR MAKE

MODEL

V.I.N.

12

13

GENERAL

ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND

14

COLLATERAL

IMPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY

15

DESCRIPTION

OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS

16

REGISTERING
AGENT

17

ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

35

CERTIFIED BY/CERTIFIÉES PAR
Barbara Luckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 08/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 35
(5718)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
684675279

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
03 005 20130212 1640 8077 8287

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO-FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.
12 MOTOR VEHICLE

13 GENERAL THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-
14 COLLATERAL TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER
15 DESCRIPTION PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER,

16 REGISTERING
AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

36

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 36
(5719)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
684675279

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
04 005 20130212 1640 8077 8287

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE

13 GENERAL INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS
14 COLLATERAL OF INSURANCE PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR
15 DESCRIPTION COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE

16 REGISTERING
AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

37

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 37
(5720)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
684675279

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
05 005 20130212 1640 8077 8287

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

04 ADDRESS

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

07 ADDRESS

08 SECURED PARTY /
LIEN CLAIMANT

09 ADDRESS

10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

12 MOTOR
VEHICLE

13 GENERAL COLLATERAL.

14 COLLATERAL
15 DESCRIPTION

16 REGISTERING
AGENT

17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

38

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crjtu 06/2019)

Ontario 

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 38
(5721)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001		20200115 1633 8077 3902	P PPSA
21	RECORD REFERENCED	FILE NUMBER	684675279		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
			B RENEWAL	10	
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	TIFFANY GATE FOODS INC.		
25	OTHER CHANGE				
26	REASON/				
27	DESCRIPTION				
28					
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
05	DEBTOR/				
03/	TRANSFEE	BUSINESS NAME			
06					
04/07	ADDRESS				
29	ASSIGNOR				
08	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE				
09	ADDRESS				
	COLLATERAL CLASSIFICATION				
	CONSUMER	MOTOR VEHICLE	DATE OF	NO FIXED	
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR	MATURITY DATE
10					
11	MOTOR	YEAR	MAKE	MODEL	V.I.N.
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR	REGISTRY = RECOVERY INC.			
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	1551 THE QUEENSWAY	TORONTO	ON M8Z 1T5

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 39

CERTIFIED BY/CERTIFIÉES PAR
Barbara Buckitt
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fu 06/2019)

RUN NUMBER : 050
RUN DATE : 2021/02/19
ID : 20210219171618.71

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 39
(5722)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : TIFFANY GATE FOODS INC.
FILE CURRENCY : 18FEB 2021

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
762023763	20200521 1356 9234 1971			
762028704	20200521 1703 1295 0054			
759338658	20200115 1436 8077 3858			
750609243	20190429 1036 8077 0251			
750434283	20190423 1520 1590 4756			
750434346	20190423 1524 1590 4759			
748976283	20190311 1448 6005 9228			
720954693	20160926 1935 1531 0672	20170717 1702 1862 9843	20170814 1543 1862 2110	
697590882	20140630 1943 1531 7194	20170717 1702 1862 9841	20170814 1543 1862 2106	
684675279	20130212 1640 8077 8287	20200115 1633 8077 3902		

15 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.

CERTIFIED BY/CERTIFIÉES PAR
Barbara Blackett
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj5 06/2019)

BC OnLine: PPRS SEARCH RESULT 2021/02/19
Lterm: XPSP0054 For: PN43818 DYE AND DURHAM CORPORATION 13:40:42

Index: BUSINESS DEBTOR

List of matches:

Exact: TGF ACQUISITION PARENT LTD
Exact: TGF ACQUISITION PARENT LTD
Exact: TGF ACQUISITION PARENT LTD

Page: 1

BC OnLine: PPRS SEARCH RESULT 2021/02/19
Lterm: XPSP0054 For: PN43818 DYE AND DURHAM CORPORATION 13:40:42

Index: BUSINESS DEBTOR

Search Criteria: TGF ACQUISITION PARENT LTD.

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: APR 23, 2019 Reg. Length: 10 YEARS
Reg. Time: 12:34:20 Expiry Date: APR 23, 2029
Base Reg. #: 451477L Control #: D5988649

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS FIRST LIEN AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

=D0001 Base Debtor: TGF ACQUISITION PARENT LTD
(Business) SUITE 1700, 666 BURRARD STREET
VANCOUVER BC V6C 2X8

General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.

.
ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS AND ANY
OTHER FORM OF PROCEEDS.

.
THE FULL ADDRESS OF THE DEBTOR IS: SUITE 1700, PARK PLACE, 666 BURRARD
STREET, VANCOUVER, BC V6C 2X8.

Registering

Party: OSLER, HOSKIN & HARCOURT LLP (R.
BORINS/J. VERCONICH/1197112)
1 FIRST CANADIAN PL, PO BOX 50
TORONTO, ON M5X 1B8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: APR 23, 2019 Reg. Length: 10 YEARS
Reg. Time: 12:39:18 Expiry Date: APR 23, 2029
Base Reg. #: 451538L Control #: D5988711

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

Continued on Page 2

Search Criteria: TGF ACQUISITION PARENT LTD.

Page: 2

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS SECOND LIEN AGENT
225 WEST WASHINGTON ST, 9TH FL

=D0001 Base Debtor: TGF ACQUISITION PARENT LTD
 (Business) SUITE 1700, 666 BURNARD STREET
 VANCOUVER BC V6C 2X8

General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.

ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS AND ANY
OTHER FORM OF PROCEEDS.

THE FULL ADDRESS OF THE DEBTOR IS: SUITE 1700, PARK PLACE, 666 BURRARD STREET, VANCOUVER, BC V6C 2X8.

Registering

Party: OSLER, HOSKIN & HARCOURT LLP (R.
BORINS/J. VERCONICH/1197112)
1 FIRST CANADIAN PL, PO BOX 50
TORONTO, ON M5X 1B8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: MAY 21, 2020	Reg. Length: 5 YEARS
Reg. Time: 10:07:15	Expiry Date: MAY 21, 2025
Base Reg. #: 227899M	Control #: D6766347

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9/F
CHICAGO IL 60606

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
 AS SUPER SENIOR LIEN AGENT
 225 WEST WASHINGTON ST, 9/F
 CHICAGO IL 60606

=D0001 Base Debtor: TGF ACQUISITION PARENT LTD
 (Business) 1700 - 666 BURRARD STREET
 VANCOUVER BC V6C 2X8

General Collateral:

ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.
ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS
AND ANY OTHER FORM OF PROCEEDS.

Registering

Party: STIKEMAN ELLIOTT LLP
1700-666 BURNARD STREET
VANCOUVER BC V6C 2X8

Continued on Page 3

Search Criteria: TGF ACQUISITION PARENT LTD.

Page: 3

Some, but not all, tax liens and other Crown claims are registered at the Personal Property Registry (PPR) and if registered, will be displayed on this search result. HOWEVER, it is possible that a particular chattel is subject to a Crown claim that is not registered at the PPR. Please consult the Miscellaneous Registrations Act, 1992 for more details. If you are concerned that a particular chattel may be subject to a Crown claim not registered at the PPR, please consult the agency administering the type of Crown claim.

[illegible]

BC OnLine: PPRS SEARCH RESULT 2021/02/19
Lterm: XPSP0054 For: PN43818 DYE AND DURHAM CORPORATION 13:42:16

Index: BUSINESS DEBTOR

List of matches:

Exact: SUN RICH FRESH FOODS INC
Exact: SUN RICH FRESH FOODS INC
Exact: SUN RICH FRESH FOODS INC
Exact: SUN RICH FRESH FOODS INC
Exact: SUN RICH FRESH FOODS INC
Exact: SUN RICH FRESH FOODS INC.
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Exact: SUN RICH FRESH FOODS INC.
Exact: SUN RICH FRESH FOODS INC.
Exact: SUN RICH FRESH FOODS INC.
Exact: SUN RICH FRESH FOODS INC.

Page: 1

BC OnLine: PPRS SEARCH RESULT 2021/02/19
Lterm: XPSP0054 For: PN43818 DYE AND DURHAM CORPORATION 13:42:16

Index: BUSINESS DEBTOR

Search Criteria: SUN RICH FRESH FOODS INC.

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: MAY 02, 2018 Reg. Length: 5 YEARS
Reg. Time: 09:12:25 Expiry Date: MAY 02, 2023
Base Reg. #: 730426K Control #: D5253835

Block#

S0001 Secured Party: TOYOTA INDUSTRIES COMMERCIAL FINANCE
CANADA, INC.
300 THE EAST MALL SUITE 401
TORONTO ON M9B6B7

=D0001 Base Debtor: SUN RICH FRESH FOODS INC.
(Business) 35 BRAMTREE COURT, UNIT 1
BRAMPTON ON L6S6G2

D0002 Bus. Debtor: SUN RICH FRESH FOODS INC.
22151 FRASERWOOD WAY
RICHMOND BC V6W1J5

Vehicle Collateral:

Type	Serial #	Year	Make/Model	MH Reg.#
------	----------	------	------------	----------

V0001	MV	28497	2018 TOYOTA 8HBW23	
-------	----	-------	--------------------	--

General Collateral:

MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS,
ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER
EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN
WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT
LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,
CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY
SECURITY ACT)

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: APR 23, 2019 Reg. Length: 10 YEARS
Reg. Time: 12:32:43 Expiry Date: APR 23, 2029
Base Reg. #: 451457L Control #: D5988627

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS FIRST LIEN AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

Continued on Page 2

=D0001 Base Debtor: SUN RICH FRESH FOODS INC
(Business) SUITE 1700, 666 BURRARD STREET
VANCOUVER BC V6C 2X8

General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.

.
ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS AND ANY
OTHER FORM OF PROCEEDS.

.
THE FULL ADDRESS OF THE DEBTOR IS: SUITE 1700, PARK PLACE, 666 BURRARD
STREET, VANCOUVER, BC V6C 2X8.

Registering

Party: OSLER, HOSKIN & HARCOURT LLP (R.
BORINS/J. VERCONICH/1197112)
1 FIRST CANADIAN PL, PO BOX 50
TORONTO, ON M5X 1B8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: APR 23, 2019 Reg. Length: 10 YEARS
Reg. Time: 12:37:38 Expiry Date: APR 23, 2029
Base Reg. #: 451519L Control #: D5988691

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS SECOND LIEN AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

=D0001 Base Debtor: SUN RICH FRESH FOODS INC
(Business) SUITE 1700, 666 BURRARD STREET
VANCOUVER BC V6C 2X8

General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.

.
ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS AND ANY
OTHER FORM OF PROCEEDS.

.
THE FULL ADDRESS OF THE DEBTOR IS: SUITE 1700, PARK PLACE, 666 BURRARD
STREET, VANCOUVER, BC V6C 2X8.

Registering

Party: OSLER, HOSKIN & HARCOURT LLP (R.
BORINS/J. VERCONICH/1197112)
1 FIRST CANADIAN PL, PO BOX 50
TORONTO, ON M5X 1B8

Continued on Page 3

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUN 19, 2019 Reg. Length: 1 YEAR
Reg. Time: 15:26:40 Expiry Date: JUN 19, 2021
Base Reg. #: 582200L Control #: D6121796

*** Expiry date includes subsequent registered renewal(s).

Block#

S0001 Secured Party: C. KEAY INVESTMENTS LTD. DBA OCEAN
TRAILER
9076 RIVER ROAD
DELTA BC V4G 1B5

S0002 Secured Party: C.KEAY INVESTMENTS LTD.
9076 RIVER ROAD

DELTA BC V4G 1B5

S0003 Secured Party: C.KEAY INVESTMENTS LTD.
15205 131 AVE. N.W.
EDMONTON AB T5V 0A4

=D0001 Base Debtor: SUN RICH FRESH FOODS INC.
(Business) 22151 FRASERWOOD WAY
RICHMOND BC V6W 1J5

Vehicle Collateral:

Type	Serial #	Year	Make/Model	MH Reg.#
V0001	TR	1UYVS35339U743313	2009 UTILITY 53 TRI A/R REEFER	
V0002	TR	6001019667	2009 THERMO KING REEFER	

General Collateral:

TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL AND A RIGHT TO AN INSURANCE PAYMENT OR ANY PAYMENT THAT INDEMNIFIES OR COMPENSATES FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL.

Registering

Party: C. KEAY INVESTMENTS LTD. DBA OCEAN
TRAILER
9076 RIVER ROAD
DELTA BC V4G 1B5

----- R E N E W A L -----

Reg. #: 124538M Reg. Date: MAR 17, 2020
Reg. Life: 1 YEAR Reg. Time: 14:19:31
Control #: D6674015

Base Reg. Type: PPSA SECURITY AGREEMENT
Base Reg. #: 582200L Base Reg. Date: JUN 19, 2019

Registering

Party: C. KEAY INVESTMENTS LTD. DBA OCEAN
TRAILER
9076 RIVER ROAD
DELTA BC V4G 1B5

Continued on Page 4

Search Criteria: SUN RICH FRESH FOODS INC.

Page: 4

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: APR 06, 2020 Reg. Length: 4 YEARS
Reg. Time: 06:35:26 Expiry Date: APR 06, 2024
Base Reg. #: 156155M Control #: D6706253

Block#

S0001 Secured Party: TOYOTA INDUSTRIES COMMERCIAL FINANCE
CANADA, INC.
630 - 401 THE WEST MALL
TORONTO ON M9C5J5

=D0001 Base Debtor: SUN RICH FRESH FOODS INC
(Business) 35 BRAMTREE COURT
BRAMPTON ON L6S6G2

D0002 Bus. Debtor: SUN RICH FRESH FOODS INC
22151 FRASERWOOD WAY
RICHMOND BC V6W1J5

Vehicle Collateral:

Type	Serial #	Year	Make/Model	MH Reg.#
V0001	MV	43214	2020 TOYOTA 8HBW23	
V0002	MV	43215	2020 TOYOTA 8HBW23	

General Collateral:

MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS, ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE, CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY

SECURITY ACT)

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: MAY 21, 2020 Reg. Length: 5 YEARS
Reg. Time: 09:58:28 Expiry Date: MAY 21, 2025
Base Reg. #: 227868M Control #: D6766375

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9/F
CHICAGO IL 60606

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS SUPER SENIOR LIEN AGENT
225 WEST WASHINGTON ST, 9/F
CHICAGO IL 60606

=D0001 Base Debtor: SUN RICH FRESH FOODS INC
(Business) 1700 - 666 BURNARD STREET
VANCOUVER BC V6C 2X8

Continued on Page 5

Search Criteria: SUN RICH FRESH FOODS INC.

Page: 5

General Collateral:

ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.
ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS
AND ANY OTHER FORM OF PROCEEDS.

Registering

Party: STIKEMAN ELLIOTT LLP
1700-666 BURNARD STREET
VANCOUVER BC V6C 2X8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUL 21, 2020 Reg. Length: 5 YEARS
Reg. Time: 07:12:38 Expiry Date: JUL 21, 2025
Base Reg. #: 351361M Control #: D6904757

Block#

S0001 Secured Party: TOYOTA INDUSTRIES COMMERCIAL FINANCE
CANADA, INC.
630 - 401 THE WEST MALL
TORONTO ON M9C5J5

=D0001 Base Debtor: SUN RICH FRESH FOODS INC.
(Business) 35 BRAMTREE COURT
BRAMPTON ON L6S6G2

D0002 Bus. Debtor: SUN RICH FRESH FOODS INC.
22151 FRASERWOOD WAY
RICHMOND BC V6W1J5

Vehicle Collateral:

Type	Serial #	Year	Make/Model	MH Reg.#
V0001	MV	41058	2020 TOYOTA 9BR183M211	

General Collateral:

MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS,
ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER
EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN
WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT
LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,
CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY
SECURITY ACT)

Some, but not all, tax liens and other Crown claims are registered at the
Personal Property Registry (PPR) and if registered, will be displayed on
this search result. HOWEVER, it is possible that a particular chattel is

[illegible]

BC OnLine: PPRS SEARCH RESULT 2021/02/19
Lterm: XPSP0054 For: PN43818 DYE AND DURHAM CORPORATION 13:43:53

Index: BUSINESS DEBTOR

List of matches:

Exact: TIFFANY GATE FOODS INC
Exact: TIFFANY GATE FOODS INC
Exact: TIFFANY GATE FOODS INC

Page: 1

BC OnLine: PPRS SEARCH RESULT 2021/02/19
Lterm: XPSP0054 For: PN43818 DYE AND DURHAM CORPORATION 13:43:53

Index: BUSINESS DEBTOR

Search Criteria: TIFFANY GATE FOODS INC.

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: APR 23, 2019 Reg. Length: 10 YEARS
Reg. Time: 12:30:57 Expiry Date: APR 23, 2029
Base Reg. #: 451437L Control #: D5988604

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS FIRST LIEN AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

=D0001 Base Debtor: TIFFANY GATE FOODS INC
(Business) SUITE 1700, 666 BURNARD STREET
VANCOUVER BC V6C 2X8

General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.

.
ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS AND ANY
OTHER FORM OF PROCEEDS.

.
THE FULL ADDRESS OF THE DEBTOR IS: SUITE 1700, PARK PLACE, 666 BURNARD
STREET, VANCOUVER, BC V6C 2X8.

Registering

Party: OSLER, HOSKIN & HARCOURT LLP (R.
BORINS/J. VERCONICH/1197112)
1 FIRST CANADIAN PL, PO BOX 50
TORONTO, ON M5X 1B8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: APR 23, 2019 Reg. Length: 10 YEARS
Reg. Time: 12:35:56 Expiry Date: APR 23, 2029
Base Reg. #: 451498L Control #: D5988670

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9TH FL
CHICAGO IL 60606

Continued on Page 2

Search Criteria: TIFFANY GATE FOODS INC.

Page: 2

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS SECOND LIEN AGENT
225 WEST WASHINGTON ST, 9TH FL

=D0001 Base Debtor: TIFFANY GATE FOODS INC
 (Business) SUITE 1700, 666 BURNARD STREET
 VANCOUVER BC V6C 2X8

General Collateral:

ALL PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.

ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS AND ANY
OTHER FORM OF PROCEEDS.

THE FULL ADDRESS OF THE DEBTOR IS: SUITE 1700, PARK PLACE, 666 BURNARD STREET, VANCOUVER, BC V6C 2X8.

Registering

Party: OSLER, HOSKIN & HARCOURT LLP (R.
BORINS/J. VERCONICH/1197112)
1 FIRST CANADIAN PL, PO BOX 50
TORONTO, ON M5X 1B8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: MAY 21, 2020	Reg. Length: 5 YEARS
Reg. Time: 10:03:41	Expiry Date: MAY 21, 2025
Base Reg. #: 227887M	Control #: D6766368

Block#

S0001 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS ADMINISTRATIVE AGENT
225 WEST WASHINGTON ST, 9/F
CHICAGO IL 60606

S0002 Secured Party: CORTLAND CAPITAL MARKET SERVICES LLC,
AS SUPER SENIOR LIEN AGENT
225 WEST WASHINGTON ST, 9/F
CHICAGO IL 60606

=D0001 Base Debtor: TIFFANY GATE FOODS INC
 (Business) 1700 - 666 Burrard Street
 VANCOUVER BC V6C 2X8

General Collateral:

ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR.
ALL PROCEEDS INCLUDING ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES,
GOODS, DOCUMENTS OF TITLE, INSTRUMENTS, INVESTMENT PROPERTY,
SUBSTITUTIONS, CROPS, LICENCES, TRADE INS, INSURANCE PROCEEDS
AND ANY OTHER FORM OF PROCEEDS.

Registering

Party: STIKEMAN ELLIOTT LLP
1700-666 BURNARD STREET
VANCOUVER BC V6C 2X8

Continued on Page 3

Search Criteria: TIFFANY GATE FOODS INC.

Page: 3

Some, but not all, tax liens and other Crown claims are registered at the Personal Property Registry (PPR) and if registered, will be displayed on this search result. HOWEVER, it is possible that a particular chattel is subject to a Crown claim that is not registered at the PPR. Please consult the Miscellaneous Registrations Act, 1992 for more details. If you are concerned that a particular chattel may be subject to a Crown claim not registered at the PPR, please consult the agency administering the type of Crown claim.

[illegible]

Appendix “B”

TGF Acquisition Parent Ltd., Tiffany Gate Foods Inc. and Sun Rich Fresh Foods Inc. (collectively the “Applicants”)
Cash Flow Forecast for the Period February 15, 2021 to March 28, 2021
\$USD in Thousands

[illegible]

In the Matter of the CCAA of TGF Acquisition Parent Ltd., Tiffany Gate Foods Inc. and Sun Rich Fresh Foods Inc. (collectively the “Applicants”)

Notes to the Unaudited Cash Flow Forecast of the Applicants

Disclaimer:

In preparing this cash flow forecast (the “**Cash Flow Forecast**”), the Applicants with the assistance of their financial advisor and Ernst & Young Inc., in its capacity as the proposed monitor of the Applicants (the “**Proposed Monitor**”) have relied upon unaudited financial information and the Applicants have not attempted to further verify the accuracy or completeness of such information. The Cash Flow Forecast includes estimates concerning the operations of the Applicants and additional assumptions discussed below with respect to the requirements and impact of a *Companies’ Creditors Arrangement Act* (“CCAA”) filing (the “**Probable and Hypothetical Assumptions**” or the “**Assumptions**”). Since the Cash Flow Forecast is based on Assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Cash Flow Forecast period will vary from the Cash Flow Forecast, even if the Assumptions materialize, and such variation may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or projections will be realized.

The Proposed Monitor has reviewed the Cash Flow Forecast to the standard required of a Court appointed Monitor pursuant to section 23(1)(b) of the CCAA, which requires a Monitor to review the debtor’s cash flow statements as to its reasonableness and to file a report with the Court on the Monitor’s findings.

Pursuant to this standard, the Proposed Monitor’s review of the Cash Flow Forecast consisted of inquiries, analytical procedures and discussions related to information supplied to it by certain key members of the Applicants and other employees of the Applicants. Since the Probable and Hypothetical Assumptions need not be supported, the Proposed Monitor’s procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the Cash Flow Forecast. The Proposed Monitor also reviewed the support provided by the Applicants for the Probable and Hypothetical Assumptions and the preparation and presentation of the Cash Flow Forecast.

Based on the Proposed Monitor’s review, nothing has come to the Proposed Monitor’s attention that causes the Proposed Monitor to believe, in any material respect, that:

- (a) The Probable and Hypothetical Assumptions are not consistent with the purpose of the Cash Flow Forecast;
- (b) As at the date of this report, the Probable and Hypothetical Assumptions are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Cash Flow Forecast, given the Probable and Hypothetical Assumptions; or
- (c) The Cash Flow Forecast does not reflect the Probable and Hypothetical Assumptions.

Overview:

The Cash Flow Forecast includes the receipts and disbursements of the Applicants during the Cash Flow Forecast period. The Applicants, with the assistance of their financial advisor and Ernst & Young Inc., in its capacity as the proposed monitor of the Applicants (the “**Proposed Monitor**” and if appointed, the “**Monitor**”), have prepared the Cash Flow Forecast based primarily on estimated receipts and disbursements related to the ongoing operations and the CCAA proceedings

The Cash Flow Forecast assumes that the Applicants obtains relief under the CCAA in the week beginning February 15, 2021.

The Cash Flow Forecast does not reflect the impact of a potential sale transaction in respect of the Applicants.

Assumptions:

1. Beginning Balance

Represents the anticipated opening cash balance at the commencement of the CCAA proceedings.

2. Sales Receipts

Receipts from the Applicants’ sales are based on forecast collections from opening accounts receivable and projected sales during the forecast period.

3. Other Receipts

Other receipts include the interest earned on bank deposits, HST/GST refunds, Canada Emergency Wage Subsidy (“CEWS”) receipts and other miscellaneous items. The amounts shown represents the estimated CEWS receipts in the forecast period. Uncertainty exists in the timing and quantum of these receipts.

4. Vendor Payments

These disbursements represent payments to third party vendors in connection with raw materials and other production materials, freight and other transportation costs, warehousing costs and other production expenses.

5. Payroll & Benefits

These disbursements include payroll and benefits for all salaried and hourly employees and are forecast based on historical run rates and anticipated staffing levels. Employees are paid on a bi-weekly schedule. The Applicants fund the bi-weekly payroll through a third-party service provider.

6. Other Selling, General & Administrative Expense (“Other SG&A”)

Other SG&A costs include rent and occupancy, marketing, communications, information technology, travel and other administrative expenditures that are not included in the vendor payments category. These are based on historical run rates.

7. Intercompany Transfer

Represents transfers between the Applicants’ U.S. and Canadian affiliates in connection with the management and administrative services provided by the Fresh Food Group and other intercompany transactions.

The Applicants do not project to make any intercompany transfers to the U.S. affiliates during the forecast period.

8. Restructuring Costs

Restructuring costs include primarily professional fee payments to the Applicants’ legal counsel and financial advisors, counsel to the Applicants’ director, the DIP lenders’ Canadian counsel, the Proposed Monitor and its counsel, and certain other costs in connection with the Applicants’ restructuring proceedings.

9. Intercompany DIP Draws/(Repayment)

The Applicants do not project to make any draws under the proposed DIP Facility.

Appendix “C”

EXHIBIT A

Bid Procedures

BID AND SALE PROCEDURES

Set forth below are the bid and sale procedures (the “**Bid Procedures**”) to be employed with respect to the proposed disposition (the “**Sale**”) of substantially all of the assets of Country Fresh Holdings Company Inc. and its U.S. debtor affiliates, as debtors and debtors in possession (collectively, the “**U.S. Debtors**”¹), in jointly administered Chapter 11 cases (the “**Chapter 11 Cases**”) and its Canadian affiliates (the “**Canadian Debtors**”²) that have commenced proceedings (the “**CCAA Proceedings**”) under the *Companies’ Creditors Arrangement Act* (the “**CCAA**”). The U.S. Debtors and the Canadian Debtors are the “**Sellers**”.

Bid Procedures Motions

On February 17, 2021, the U.S. Debtors filed their *Emergency Motion For Entry of an Order: (I) (A) Authorizing and Approving Bid Procedures; (B) Authorizing and Approving the Debtors’ Entry into the Stalking Horse Purchase Agreement; (C) Authorizing and Approving the Expense Reimbursement and Break-Up Fee; (D) Scheduling an Auction and Sale Hearing; (E) Authorizing and Approving Assumption and Assignment Procedures; and (F) Approving Notice Procedures; and (F) Approving Notice Procedures; (II) Approving the Sale of Substantially All of the Debtors’ Assets Free and Clear Of All Liens, Claims, Encumbrances And Interests; and (III) Granting Related Relief* [Docket No. 51] (the “**Bid Procedures Motion**”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “**Bankruptcy Court**”) seeking the entry of an order: (a) approving bidding procedures, (b) approving stalking horse bid protections, (c) scheduling an auction and sale hearing, (d) approving the assumption and assignment procedures for executory contracts and unexpired leases; and (e) approving the sale of substantially all of the assets of the U.S. Debtors free and clear of all liens, claims, encumbrances and interests.

These Bid Procedures were approved and authorized by the Bankruptcy Court’s *Order (A) Authorizing and Approving Bid Procedures; (B) Authorizing the Debtors’ Entry into the Stalking Horse Purchase Agreement; (C) Authorizing and Approving Expense Reimbursement and Break-Up Fee; (D) Scheduling an Auction and Sale Hearing; (E) Authorizing and Approving Assumption and Assignment Procedures; and (F) Approving Notice Procedures* [Docket No. ____] (the “**Bid Procedures Order**”) ³ in the Chapter 11 Cases.

¹ The U.S. Debtors in the Chapter 11 Cases and the last four digits of each U.S. Debtors’ taxpayer identification number are as follows: Country Fresh Holding Company Inc. (7822); Country Fresh Midco Corp. (0702); Country Fresh Acquisition Corp. (5936); Country Fresh Holdings, LLC (7551); Country Fresh LLC (1258); Country Fresh Dallas, LLC (7237); Country Fresh Carolina, LLC (8026); Country Fresh Midwest, LLC (0065); Country Fresh Orlando, LLC (7876); Country Fresh Transportation LLC (8244) CF Products, LLC (8404) Country Fresh Manufacturing, LLC (7839); Champlain Valley Specialty of New York, Inc. (9030); Country Fresh Pennsylvania, LLC (7969); Sun Rich Fresh Foods (NV) Inc. (5526); Sun Rich Fresh Foods (USA) Inc. (0429); and Sun Rich Fresh Foods (PA) Inc. (4661). The U.S. Debtors’ principal place of business is 3200 Research Forest Drive, Suite A5, The Woodlands, TX, 77381.

² The Canadian Debtors in the CCAA Proceedings are TGF Acquisition Parent Ltd., Sunrich Fresh Foods Inc. and Tiffany Gate Foods Inc.

³ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Bid Procedures Order entered by the Bankruptcy Court.

On February [___], 2021, the Ontario Superior Court of Justice (Commercial List) (the “**CCAA Court**” and together with the Bankruptcy Court, the “**Courts**”) issued and entered an Amended and Restated Initial Order in the CCAA Proceedings (the “**Amended and Restated Initial Order**”) which, among other things, approved these Bid Procedures, approved the execution of the stalking horse agreement subject to higher and better offers, and authorized the Canadian Debtors to market their business and assets in accordance with these Bid Procedures.

To the extent that these Bid Procedures require the Sellers to consult with any Consultation Party (as defined below) in connection with making a determination or taking any action, or in connection with any other matter related to these Bid Procedures or at the Auction (as defined below), if any, the Sellers shall do so in a regular and timely manner prior to making such determination or taking any such action; provided, however, that during any period in which a Consultation Party has submitted a Qualified Bid and has become a Qualified Bidder, such Consultation Party shall no longer be considered a Consultation Party under these Bid Procedures.

The Sellers shall exercise their reasonable business judgment when taking any action, making any decision or determination, or reviewing or considering any proposal under these Bid Procedures, including, without limitation, with respect to determining the Initial Bid, the Successful Bidder(s), the Back-Up Bidder(s), and the Qualified Bidder(s) (each as defined below). In the case of the Canadian Debtors, the Sellers shall also consult with Ernst & Young Inc., in its capacity as the court-appointed Monitor of the Canadian Debtors (the “**Monitor**”) in connection with the sale of the Canadian Debtors’ assets.

The Bidding Process

1. **Bidding Process**. Set forth below, is the general process to be employed by the Sellers with respect to the Sale of substantially all of their assets as set forth in the Stalking Horse Purchase Agreement (as defined below) attached to the Bid Procedures Motion (the “**Assets**”):

- a. From and after the Petition Date and the date of the Amended and Restated Initial Order, the Sellers, through their investment banker, Stout Capital, LLC (“**Stout**”) shall market to those parties reasonably known by the Sellers to have a potential interest in purchasing some or all of such Assets and any other parties expressing an interest therein.
- b. The Sellers have obtained a “stalking horse” bid from Stellex/CF Buyer (US) and Stellex/CF Buyer (CN) Inc. (together, the “**Stalking Horse Bidder**”). The Sellers and the Stalking Horse Bidder have entered into an asset purchase agreement, a form of which is attached to the Bid Procedures Motion (the “**Stalking Horse Purchase Agreement**”), which contemplates the sale of the Assets to the Stalking Horse Bidder for a total consideration of: (a) \$30 million in cash consideration; (b) \$25 million senior secured note; (c) assumption of certain liabilities relating to PACA Claims, Assumed Prepetition Payables and Post-Petition Trade Payables not to exceed, in the aggregate, \$21.5 million; and (d) Cure Costs (the “**Stalking Horse Bid**”).
- c. As part of the Bid Procedures Order, the Bankruptcy Court has approved stalking horse bid protections including a Break-Up Fee in the amount of \$1,450,000 and Expense Reimbursement in the amount of \$700,000 (collectively, the “**Stalking Horse Bid Protections**”).
- d. Any person interested in making an offer to purchase some or all of the Assets shall comply with these Bid Procedures. Any person interested may make, and the Sellers shall consider, a bid for some or all of the Assets in accordance with these Bid Procedures.
- e. Only Qualified Bids (as defined below) shall be considered by the Sellers.
- f. If the Sellers do not receive another Qualified Bid prior to the Bid Deadline (as defined below), then the Stalking Horse Bidder’s offer to acquire the Assets under the Stalking Horse Purchase Agreement shall constitute the Successful Bid (as defined below).
- g. If the Sellers receive another Qualified Bid prior to the Bid Deadline, then the Sellers, after consultation with the Official Committee of Unsecured Creditors (if appointed), the Monitor, the Ad Hoc Group (as defined in the DIP Order) and the DIP Lenders (as defined in the DIP Order) (each a “**Consultation Party**” and collectively, the “**Consultation Parties**”),⁴ shall

⁴ The “**DIP Order**” means the Bankruptcy Court’s *Interim Order (I) Authorizing the Debtors to Obtain Postpetition*

select the highest or otherwise best Qualified Bid as the Successful Bid after the Sellers have conducted an Auction and considered, among other things, the financial and contractual terms relevant to the Sale, including those factors affecting speed and certainty of consummating the Sale or the overall value to be provided thereby.

- h. Upon failure to consummate the Sale because of a breach or failure to perform on the part of the Successful Bidder (as defined below) (or Back-Up Bidder (as defined below), if applicable), the Sellers shall be permitted to (i) retain the Successful Bidder's Deposit (as defined below) as liquidated damages and (ii) select the next highest or otherwise best Qualified Bid to be the Successful Bid and to consummate such transaction without further order of the Bankruptcy Court or the CCAA Court; provided, that the release of the Deposit paid by the Stalking Horse Bidder shall be governed by the terms and conditions set forth in the Stalking Horse Purchase Agreement.
- i. All Qualified Bidders (as defined below) at the Auction shall be deemed to have (i) consented to the core jurisdiction of the Bankruptcy Court and the CCAA Court, as applicable, with respect to these Bid Procedures, the bid process, the Auction, any Sale, the Sale Hearings (as defined below), or the construction or enforcement of any agreement of any other document related to the Sale; and (ii) waived any right to a jury trial in connection with any of the foregoing and the construction and enforcement of the Qualified Bidder's contemplated transaction documents, as applicable; and (iii) consented to entry of a final order or judgment in any way related to any of the foregoing if it is determined that the Bankruptcy Court would lack Article III jurisdiction to enter such a final order or judgment absent the consent of the parties.

Participation Requirements

2. **Potential Bidder.** Any person other than the Stalking Horse Bidder, the DIP Secured Parties (as defined in the DIP Order) and the Prepetition Secured Parties (as defined in the DIP Order) desiring to participate in the bidding process or otherwise be considered for any purpose under these Bid Procedures (each, a "**Potential Bidder**") will be required to deliver (unless previously delivered) to the Sellers, on or before the Bid Deadline, the following materials:

- a. an executed confidentiality agreement on terms acceptable to the Sellers (a "**Confidentiality Agreement**"), to the extent not already executed;
- b. an executed asset purchase agreement in PDF with an accompanying MS-

Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 42]. The DIP Order is available on the U.S. Debtors' claims agent's website at <https://dm.epiq11.com/countryfresh> or on the Bankruptcy Court's website at <https://ecf.txsb.uscourts.gov/>.

WORD format document, and a mark-up of the Stalking Horse Purchase Agreement, if any, marked to show all changes of its proposed offer as compared to the Stalking Horse Purchase Agreement (the “**Bidder’s APA**”);

- c. in a form acceptable to the Sellers and their advisors, in consultation with the Consultation Parties: (i) financial information demonstrating the financial wherewithal of such Potential Bidder’s ability to consummate the proposed transaction as follows: (x) current financial statements of the Potential Bidder, (y) if the Potential Bidder is an entity formed for the purpose of acquiring the Assets, current financial statements of the equity holder(s) of the Potential Bidder or (z) such other information as required by the Sellers, in consultation with the Consultation Parties, and (ii) a written commitment from the equity holder(s) of the Potential Bidder to be responsible for the Potential Bidder’s obligations in connection with the Sale; and
- d. any other evidence the Sellers, in consultation with the Consultation Parties, may reasonably request to evaluate the Potential Bidder.

3. **Qualified Bid Requirements.** A bid (“**Bid**”) by a Qualified Bidder that is submitted in writing and satisfies each of the following requirements in this paragraph 3 and all subparts (the “**Bid Requirements**”) shall constitute a “**Qualified Bid**”. The Stalking Horse Bid shall be deemed a Qualified Bid for all purposes under these Bid Procedures and at all times. To be a Qualified Bid, the Bid must:

- a. Disclose the identity of the Potential Bidder and each entity that will be participating in its Bid, including any and all terms regarding or restricting such participation, and provide proof the Potential Bidder is legally empowered, by power of attorney, corporate authorization and approval from Potential Bidder’s board of directors (or comparable governing body) to submit, execute, and close the transactions contemplated in such Bid;
- b. Include an earnest-money deposit (the “**Deposit**”) in cash or in other form of immediately available U.S. funds equal to 10% of the aggregate value of the Potential Bidder’s cash and non-cash consideration to be held in the Sellers’ counsel’s trust account for the benefit of the U.S. Debtors and the Canadian Debtors;
- c. Specify that the aggregate amount of cash and other consideration being offered by the Potential Bidder exceeds the aggregate sum of the following: (i) the Purchase Price (as defined in the Stalking Horse Purchase Agreement); (ii) an amount in cash sufficient to satisfy the Stalking Horse Bid Protections payable to the Stalking Horse Bidder; and (iii) minimum overbid amount of \$500,000 in cash or cash equivalents (collectively, the “**Minimum Overbid**”);
- d. Indicate whether it is an all-cash offer (including confirmation that the cash component of the Bid is based in U.S. Dollars) or consists of certain non-

cash components, such as a credit bid and/or the assumption of liabilities and provide a detailed analysis of the value of any non-cash component of the Bid, if any, and back-up documentation to support such value, and any other information the Sellers, in consultation with the Consultation Parties, may reasonably request;

- e. Identify the Assets the Potential Bidder is agreeing to purchase and assume;
- f. Identify any executory contracts and unexpired leases to be assumed and assigned in connection with the proposed Sale and: (i) provide for the payment of all cure costs related to such executory contracts and unexpired leases; and (ii) provide evidence of ability to comply with section 365 of the Bankruptcy Code and section 11.3 of the CCAA;
- g. Identify all liabilities the Potential Bidder seeks to assume, if any, including any employees to be offered employment and proposed treatment of wages and benefits;
- h. Include all non-contingent transaction documents necessary to effectuate the transactions contemplated in the Bid;
- i. Provide that the Assets are being purchased “as is, where is,” and that such Potential Bidder is not relying upon any representation or warranty from the Sellers, or their bankruptcy estates or any person or entity, except as otherwise provided in the Stalking Horse Purchase Agreement, if any;
- j. To the extent that a Bid is not accompanied by evidence of the Qualified Bidder’s capacity to consummate the sale set forth in its Bid with cash on hand, each Bid must include unconditional committed financing from a reputable financing institution, documented to the satisfaction of the Sellers in consultation with the Consultation Parties, that demonstrates that the Qualified Bidder has: (i) received sufficient debt and/or equity funding commitments to satisfy the Qualified Bidder’s Purchase Price and other obligations under its Bid; and (ii) adequate working capital financing or resources to finance going concern operations for the purchased Assets and the proposed transactions. Such funding commitments or other financing must be unconditional and must not be subject to any internal approvals, syndication requirements, diligence, or credit committee approvals, and shall have covenants and conditions reasonably acceptable to the Sellers, in consultation with the Consultation Parties;
- k. Include sufficient financial or other information to demonstrate that the Bid is not conditioned on (i) obtaining financing; (ii) any internal approval; (iii) the outcome or review of unperformed due diligence, but may be subject to the accuracy at closing of specified representations and warranties or the satisfaction of specified, usual and customary conditions (including required Bankruptcy Court and CCAA Court approval), which shall be acceptable to the Sellers after consultation with the Consultation Parties;
- l. Acknowledges that the Potential Bidder will not seek any transaction, termination, topping, work or break-up fee, expense reimbursement, or any

similar type of payment or reimbursement and that it waives any substantial contribution administrative expense claims under section 503(b) of the Bankruptcy Code related to the bidding process;

- m. Include a description of all governmental, licensing, regulatory, or other approvals or consents that are required to close the proposed Sale, together with evidence satisfactory to the Sellers, after consultation with the Consultation Parties, of the ability to obtain such consents or approvals in a timely manner, as well as a description of any material contingencies or other conditions that will be imposed upon, or that will otherwise apply to, the obtainment or effectiveness of any such consents or approvals;
- n. Set forth an estimated timeframe for obtaining any required internal, governmental, licensing, regulatory or other approvals or consents for consummating any proposed Sale;
- o. Contain no conditions to closing of the Sale on the receipt of any third party approvals (excluding required Bankruptcy Court and CCAA Court approvals);
- p. Confirms that the Potential Bidder consents to the jurisdiction of the Bankruptcy Court and the CCAA Court and agrees to be bound by the Bid Procedures, including willingness to serve as the Back-Up Bidder, if selected by the Sellers, and waives any right to a jury trial in connection with any disputes relating to the Auction and construction and enforcement of these Bid Procedures;
- q. Provide an express statement that: (a) the Potential Bidder agrees to all terms of the Bidding Procedures; and (b) the Potential Bidder has not engaged in any collusive discussion with any other Potential Bidder;
- r. Provide that closing of the contemplated transactions of the Bid shall occur no later than March 31, 2021;
- s. Provide that the offer (a) is binding, unconditional and irrevocable until the Successful Bidder and Back-Up Bidder are selected and such Potential Bidder is not selected as either the Successful Bidder or the Back-Up Bidder and (b) is not subject to any due diligence condition, contingencies of any kind or character, indemnities, or qualifications relating to due diligence or board approval; and
- t. Include a written acknowledgement and representation that the Qualified Bidder: (i) has had an opportunity to conduct any and all due diligence regarding the Assets and the liabilities to be assumed, if any, prior to making its offer; (ii) has relied solely upon its own independent review, investigation, and/or inspection of any documents and/or the Assets and the liabilities to be assumed, if any, in making its Bid; and (iii) did not rely upon any written or oral statements, representations, promises, warranties, or guaranties whatsoever, whether express, implied by operation of law, or otherwise, regarding the Assets and the liabilities to be assumed, if any, or the completeness of any information provided in connection therewith or

the Auction, except as expressly stated in the Potential Bidder's asset purchase agreement.

Notwithstanding the foregoing, where there are multiple Bids for different Assets that are not materially overlapping and that, when taken together, would otherwise constitute a Qualified Bid, the Sellers, in consultation with the Consultation Parties, may designate such Bids together as a Qualified Bid and may negotiate such amendments or modifications to such individual Bids as may be necessary for them to no longer be overlapping.

4. Qualified Bidders. A Potential Bidder who delivers the documents and the Deposit described in Paragraphs 2 and 3 (including all subparagraphs) above and who the Sellers determine, in consultation with the Consultation Parties, is likely (based on availability of financing, experience and other considerations) to be able to consummate the Sale will be deemed to be a "Qualified Bidder." The Sellers' advisors will notify each Potential Bidder in writing (which may be via email) whether such Potential Bidder is a Qualified Bidder. The Stalking Horse Bidder, the DIP Secured Parties and the Prepetition Secured Parties shall be deemed Qualified Bidders for all purposes under these Bid Procedures and at all times.

- a. If any Potential Bidder is determined by the Sellers, in consultation with the Consultation Parties, not to be a Qualified Bidder, the Sellers will refund such Potential Bidder's Deposit and all accumulated interest thereon on or within five (5) business days after the Bid Deadline.
- b. The Sellers, in consultation with the Consultation Parties, expressly reserve the right to notify a Potential Bidder prior to the Bid Deadline that its Bid is not a Qualified Bid (a "**Non-Qualifying Bid**") and permit a Potential Bidder to revise or supplement a Non-Qualifying Bid to make it a Qualified Bid by the Bid Deadline.
- c. Between the date that the Sellers notify a Potential Bidder that it is a Qualified Bidder and the Auction, if any, the Sellers may discuss, negotiate, seek clarification of, or request additional information regarding any Qualified Bid from a Qualified Bidder. Except as otherwise set forth in the Stalking Horse Purchase Agreement, without the written consent of the Sellers, in consultation with the Consultation Parties, a Qualified Bidder may not modify, amend, or withdraw its Qualified Bid, except for proposed amendments to increase their consideration contemplated by, or otherwise improve the terms of, the Qualified Bid, during the period that such Qualified Bid remains binding as specified in these Bid Procedures; provided, that any Qualified Bid may be improved at the Auction, if any, as set forth herein. Any improved Qualified Bid must continue to comply with the requirements for Qualified Bids set forth in these Bid Procedures.

5. Right to Credit Bid. At the Auction, if any, any Qualified Bidder who holds a valid and perfected lien on any assets of the Sellers' estates (a "**Secured Creditor**"), including, for the avoidance of doubt, the DIP Secured Parties, shall have the right to credit bid all or a portion of the value of such Secured Creditor's claims within the meaning of section 363(k) of the

Bankruptcy Code and to the extent permitted by section 363(k) of the Bankruptcy Code, the CCAA or applicable law; provided, that nothing herein shall impact any parties' rights with respect to challenges to the liens or claims of any Secured Creditor.

6. Due Diligence. After receipt of the Confidentiality Agreement, Potential Bidders shall be eligible to receive due diligence information and access to the Sellers' electronic data room and to additional non-public information regarding the Sellers.

- a. **Written Request Required.** Any due diligence requests must be in writing and sent to Aaron Perez of Stout at aperez@stout.com.
- b. **Deadline.** The due diligence period will end on the Bid Deadline and subsequent to the Bid Deadline the Sellers shall have no obligation to furnish any due diligence information.
- c. **Sellers' Obligations.** The Sellers and their advisors shall coordinate all reasonable requests from Potential Bidders for additional information and due diligence access; provided, that the Sellers may withhold any diligence materials that the Sellers determine are sensitive or otherwise not appropriate for disclosure to a Potential Bidder who the Sellers, in consultation with the Consultation Parties, determine is a competitor of the Sellers or is affiliated with any competitor of the Sellers. Neither the Sellers nor their representatives shall be obligated to furnish information of any kind whatsoever to any person that is not determined to be a Potential Bidder.

Notice Parties

7. Notice Parties. The following parties are referred to herein and defined as the "Notice Parties" for the purpose of these Bid Procedures:

Counsel for the Sellers

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Joseph Reynaud
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Toronto, ON M5L 1B9

Counsel for the Ad Hoc Group and the DIP Lenders

Elizabeth R. McColm
John T. Weber
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-and-

Tracy C. Sandler
Richard M. Borins
Osler, Hoskin & Harcourt LLP
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The Monitor

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Counsel to the Monitor

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Puya Fesharaki
Thornton Grout Finnigan LLP
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rkennedy@tgf.ca
pfesharaki@tgf.ca

AND

Counsel for the Unsecured Creditors' Committee:

[]
[]
[]

AND

United States Trustee:

Hector Duran
Stephen Statham
Trial Attorneys
515 Rusk Street, Suite 3516
Houston, TX 77002
Hector.Duran.Jr@usdoj.gov
Stephen.Statham@usdoj.gov

Bid Deadline and Requirements

8. **Bid Deadline.** A Qualified Bidder, other than the Stalking Horse Bidder, that desires to make a Bid for some or all of the Assets shall deliver written copies of its Bid that satisfies the Bid Requirements by email (in .pdf or similar format) so that such is **actually received** no later than **4:00 p.m. prevailing Central Time on March 19, 2021** (the “**Bid Deadline**”) by the Sellers. The Sellers shall then distribute any Bids received prior to the Bid Deadline to the Notice Parties.

9. **Bid Rejection.** In determining whether a Bid is a Qualified Bid, the Sellers, in consultation with the Consultation Parties, may reject any Bid that: (a) is on terms that are materially more burdensome or conditional than the terms of the Stalking Horse Purchase Agreement; (b) requires the Sellers to indemnify the Qualified Bidder or any other person; (c) includes non-cash consideration which is not freely marketable; (d) is subject to any due diligence, financing condition or other contingencies or conditions that are not included in the Stalking Horse Purchase Agreement; or (e) is received after the Bid Deadline.

10. **Initial Bid.** After the Bid Deadline, the Sellers, after consultation with the Consultation Parties, shall determine which Qualified Bid represents the then highest or otherwise best value to the Sellers (the “**Initial Bid**”). No later than 12:00 p.m. Central Time on the day prior to the Auction, if any, the Sellers shall distribute copies of the Initial Bid to each Qualified Bidder.

Auction

11. **Auction.** If the Sellers receive at least one Qualified Bid (other than that of the Stalking Horse Bidder) on or prior to the Bid Deadline, the Sellers will conduct an auction via video conferencing (the “**Auction**”) for the sale of the Assets. **The Auction, if one is necessary, will commence at 10:00 a.m. prevailing Central Time on March 22, 2021. Instructions to participate via video in the Auction will be provided to Qualified Bidders prior to the Auction.**

12. **Participation.** Only Qualified Bidders are eligible to participate in the Auction. No later than 5:00 p.m. prevailing Central Time on the day prior to the Auction, each Qualified Bidder must inform the Sellers whether it intends to participate in the Auction. The Sellers will

promptly thereafter inform in writing each Qualified Bidder who has expressed its intent to participate in the Auction of the identity of all other Qualified Bidders that have indicated their intent to participate in the Auction. If the Sellers do not receive any Qualified Bids other than the Stalking Horse Bid or if no Qualified Bidder other than the Stalking Horse Bidder has indicated its intent to participate in the Auction, the Sellers will not hold an auction and the Stalking Horse Bidder will be named the Successful Bidder.

13. Auction Procedures. The Auction shall be governed by the following procedures:

- a. Attendance. Only the Sellers, the Consultation Parties, the Stalking Horse Bidder, and any other Qualified Bidder who has submitted a Qualified Bid and each of their respective advisors will be entitled to attend the Auction, and only the Stalking Horse Bidder and Qualified Bidders will be entitled to make any subsequent Overbids at the Auction;
- b. No Collusion. Each Qualified Bidder participating at the Auction shall be required to confirm on the record at the Auction that: (i) it has not engaged in any collusion with respect to the bidding or the Sale; and (ii) its Bid is a good-faith *bona fide* offer and it intends to consummate the proposed transaction if selected as the Successful Bidder or the Back-Up Bidder;
- c. Minimum Overbid. The Auction shall begin with the Initial Bid and, any bid made at the Auction by a Qualified Bidder subsequent to the Sellers' announcement of the Initial Bid (each, an "**Overbid**"), must proceed in minimum additional cash increments of \$200,000;
- d. Bidding Disclosure. The Auction shall be conducted such that all bids will be made and received in one group video-conference, on an open basis, and all Qualified Bidders will be entitled to be present for all bidding with the understanding that the true identity of each bidder will be fully disclosed to all other bidders and that all material terms of each subsequent bid will be fully disclosed to all other bidders throughout the entire Auction;
- e. Bidding Conclusion. The Auction shall continue in one or more rounds of bidding and will conclude after (i) each participating Qualified Bidder has had the opportunity to submit one or more additional bids with full knowledge and written confirmation of the then-existing highest bid or bids and (ii) there is only one offer that the Sellers, in consultation with the Consultation Parties, determine is the Successful Bid; and
- f. No Post-Auction Bids. No bids will be considered for any purpose after the Auction has concluded.

Selection of Successful Bid

14. Successful Bid Selection. At the conclusion of the Auction, or as soon as practicable thereafter, the Sellers, in consultation with their advisors and the Consultation Parties, will: (a) review each Qualified Bid, considering, among other things, (i) the amount of the

Purchase Price, (ii) the form of consideration being offered and, if applicable, the proposed allocation of same, (iii) the likelihood of the Qualified Bidder's ability to close a transaction and the timing thereof and (iv) the net benefit to the Sellers' estates; and (b) identify the highest or otherwise best offer for the Assets received at the Auction (the "**Successful Bid**" and the bidder making such bid, the "**Successful Bidder**").

15. **Successful Bid Acknowledgement.** Within one business day after adjournment of the Auction, the Successful Bidder shall complete and execute all agreements, contracts, instruments or other documents evidencing and containing the terms and conditions upon which the Successful Bid was made.

Selection of Back-Up Bidder

16. **Back-Up Bidder.**

- a. Notwithstanding anything in these Bid Procedures to the contrary, if an Auction is conducted for some or all of the Assets, the Qualified Bidder with the next-highest or otherwise second-best bid at the Auction for such Asset(s), as determined by the Sellers, after consultation with the Consultation Parties (the "**Back-up Bid**"), shall be required to serve as a back-up bidder (the "**Back-up Bidder**") for such Asset(s), and each Qualified Bidder in submitting its Bid shall agree and be deemed to agree to be the Back-up Bidder if so designated by the Sellers. For greater certainty, the Sellers shall have the ability to select one or more Back-Up Bidders for non-overlapping Assets.
- b. The identity of the Back-up Bidder and the amount and material terms of the Back-up Bid shall be announced by the Sellers at the conclusion of the Auction, if any, at the same time the Sellers announce the identity of the Successful Bidder. The Back-up Bidder shall be required to keep its Bid (or if the Back-up Bidder submits one or more Overbids at the Auction, its final Overbid) open and irrevocable until the closing of the transaction with the applicable Successful Bidder. The Back-up Bidder's Deposit shall be held in escrow until the closing of the transaction with the applicable Successful Bidder.
- c. If the Successful Bidder fails to consummate the approved transactions contemplated by its Successful Bid, the Back-up Bidder shall be deemed the Successful Bidder for all purposes. The Sellers shall consummate all transactions contemplated by the Bid of such Back-up Bidder without further order of the Bankruptcy Court and CCAA Court or notice to any party in accordance with the terms of such Bid. Sellers specifically reserve the right to seek all available remedies against the defaulting Successful Bidder, including with respect to specific performance; provided, that remedies against the Stalking Horse Bidder shall be governed by the terms and conditions set forth in the Stalking Horse Purchase Agreement.

The Sale Hearing

17. **Allocation.** The Successful Bidder(s), and any Back-Up Bidder(s), shall provide the Sellers and the Monitor with an allocation of the offer consideration among the Assets as soon as practicable in advance of the Sales Hearings (defined below).

18. **U.S. Sale Hearing.** On March 26, 2021 at []:00 []m. prevailing Central Time, the U.S. Debtors will seek entry of an order from the Bankruptcy Court at a hearing (the “**U.S. Sale Hearing**”) to approve and authorize a Sale of the U.S. Debtors’ Assets to the Successful Bidder pursuant to the Successful Bid (the “**U.S. Sale Order**”). With the consent of the Successful Bidder and the Consultation Parties, the U.S. Sale Hearing may be adjourned or rescheduled without notice by an announcement of the adjourned date at the U.S. Sale Hearing or otherwise.

19. **Canadian Sale Hearing.** On March 26, 2021 at 12:00 p.m. prevailing Eastern Time, the Canadian Debtors will seek entry of an order from the CCAA Court at a hearing (the “**Canadian Sale Hearing**”) to approve and authorize a Sale of the Canadian Debtors’ Assets to the Successful Bidder pursuant to the Successful Bid (the “**Canadian Sale Order**”). With the consent of the Successful Bidder and the Consultation Parties, the Canadian Sale Hearing may be adjourned or rescheduled without notice by an announcement of the adjourned date at the Canadian Sale Hearing or otherwise.

20. **Joint Hearing.** The Canadian Sale Hearing and the U.S. Sale Hearing (collectively, the “**Sale Hearings**”) may be heard concurrently or jointly by the Courts if determined efficient and desirable by each of the Bankruptcy Court and the CCAA Court.

21. **Objections to the Sale:**

- a. Objections, if any, to the consummation of the Sale(s) (the “**Objections**”) shall be filed with both the Bankruptcy Court and the CCAA Court not later than **4:00 p.m. prevailing Central time on March 23, 2021**. For greater certainty, each court will retain jurisdiction over its respective proceedings.
- b. Any Objections not resolved before the U.S. Sale Hearing and the Canadian Sale Hearing shall be argued at the applicable hearing, including any concurrent or joint hearing, or such other time as set by the Bankruptcy Court and the CCAA Court.

Return of Deposit

22. **Return Date.** The Deposits of all Qualified Bidders shall be held in one or more interest-bearing escrow accounts by the Sellers, but shall not become property of the Sellers’ estates absent further order of the Bankruptcy Court and the CCAA Court or as expressly provided below. The Deposit of any Qualified Bidder that is neither a Successful Bidder nor a Back-up Bidder shall be returned to such Qualified Bidder not later than three (3) business days after the Sale Hearing. The Deposit of the Back-up Bidder, if any, shall be returned to such Back-up Bidder no later than three (3) business days after the closing of the transaction with the Successful Bidder. Upon the return of the Deposits, their respective owners shall receive any and all interest that will have accrued thereon. If the Successful Bidder timely closes on its transaction, its Deposit shall

be credited towards the applicable purchase price(s). If the Successful Bidder (or Back-up Bidder, if applicable) fails to consummate a sale transaction because of a breach or failure to perform on the part of the Successful Bidder (or Back-up Bidder, if applicable), the Sellers will not have any obligation to return the Deposit deposited by the Successful Bidder (or Back-up Bidder, if applicable), and such Deposit shall irrevocably become property of the Sellers and allocated between the U.S. Debtors and the Canadian Debtors as determined (a) by an agreement between the U.S. Debtors and Canadian Debtors, in consultation with the Consultation Parties or (ii) by the Bankruptcy Court and the CCAA Court; provided, that the Deposit of the Stalking Horse Bidder shall be governed by the Stalking Horse Purchase Agreement.

Reservation of Rights

23. Sellers' Reservation of Rights.

- a. The Sellers, after consultation with the Consultation Parties, may (a) determine, which Qualified Bid, if any, is the highest or otherwise best offer and (b) reject at any time before entry of an order of the Bankruptcy Court and/or the CCAA Court approving a Qualified Bid, any Bid (other than the Stalking Horse Bid) that is (i) inadequate or insufficient, (ii) not in conformity with the requirements of the Bankruptcy Code or the CCAA, the Bid Procedures or the terms and conditions of sale or (iii) contrary to the best interests of the Sellers, their respective estates and creditors.
- b. The Sellers reserve their rights to modify these Bid Procedures, after consultation with the Consultation Parties, in any manner that will best promote the goals of the bidding process, or impose, at or prior to the Auction, if any, additional customary terms and conditions on the sale of some or all of the Assets, including, without limitation: (a) extending the deadlines set forth in these Bid Procedures; (b) adjourning the Auction, at the Auction and/or adjourning the U.S. Sale Hearing and/or the Canadian Sale Hearing in open court without further notice; (c) modifying the Bid Procedures and/or adding procedural rules or methods of bidding that are reasonably necessary or advisable under the circumstances for conducting the Auction; (d) canceling the Auction; and (e) waiving, or imposing additional, terms and conditions set forth herein with respect to Potential Bidders; provided, however, that any modification, extension, waiver, or addition to the Bid Procedures shall not be inconsistent with the DIP Order, the Bid Procedures Order, or any other order of the Bankruptcy Court or the CCAA Court. Furthermore, notwithstanding anything to the contrary herein or the Bidding Procedures Order, nothing in the Bidding Procedures Order or Bidding Procedures shall amend, modify, waive or impair, or be deemed to amend, modify, waive or impair, any provisions of the Stalking Horse Purchase Agreement, or any rights or remedies of the Stalking Horse Bidder, all of which are hereby preserved.

Free and Clear of Any And All Interests

24. Sale Free and Clear. Except as otherwise provided in the Bid Procedures Motion and any exhibits thereto, and the application materials filed by the Canadian Debtors in connection with the Amended and Restated Initial Order (the “**Initial Order Application**”), all of the Sellers’ rights, title, and interest in and to the Assets subject thereto shall be sold free and clear of all pledges, liens, security interests, encumbrances, claims, charges, options and interests thereon and there against (collectively, the “**Interests**”) in accordance with section 363 of the Bankruptcy Code and section 36 of the CCAA, with such Interests to attach to the net proceeds of the sale of the Assets. However, notwithstanding anything contained in these Bid Procedures, the Bid Procedures Motion and the Initial Order Application to the contrary, no sale under section 363 of the Bankruptcy Code or section 36 of the CCAA shall occur without approval by the Bankruptcy Court and the CCAA Court.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF **TGF ACQUISITION PARENT LTD., SUN RICH FRESH
FOODS INC. & TIFFANY GATE FOODS INC.** (Applicants)

Court File No. CV-21-00657098-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

**FIRST REPORT OF THE MONITOR
February 24, 2021**

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