

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

IN BANKRUPTCY AND INSOLVENCY

JUDICIAL DISTRICT OF SAINT JOHN

IN THE MATTER OF THE RECEIVERSHIP OF:

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

-and-

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

BETWEEN:

FARM CREDIT CANADA, a Federal Crown Corporation

-and-

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

APPLICANTS,

- and -

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

RESPONDENTS,

THIRD REPORT OF THE RECEIVER
28 JANUARY 2022

INTRODUCTION AND PURPOSE

1. In connection with the application of Farm Credit Canada ("**FCC**"), Hillspring Farms Ltd. (now operating as 693528 NB Ltd.); HSF Foods Ltd. and Hillspring Warehouse & Logistics Inc. (now operating as 693206 NB Inc.) and pursuant to section 33 of the Judicature Act (New Brunswick), Rule 41 of the Rules of Court of New Brunswick, and section 243 of the Bankruptcy and Insolvency Act (Canada) that was heard by the Honourable Justice Darrell J. Stephenson of the Court of Queen's Bench of New Brunswick (the "**Court**") on 26 June 2020, Ernst & Young Inc. was appointed as receiver and receiver manager (the "**Receiver**") of all the Respondents' current and future assets, undertakings and properties and wherever situate including all proceeds thereof (the "**Property**") in relation to the business carried on by the Respondents except for the Excluded Property as defined within the Receivership Order (as defined herein).
2. A copy of the 29 June 2020 Order (the "**Receivership Order**") with an effective time of 12:01 a.m. on 26 June 2020 is attached as **Appendix A**.
3. The Receivership Order, among other things, authorizes and empowers the Receiver to:
 - (a) take possession and control of the Property;
 - (b) receive, preserve and protect the Property, or any parts thereof;
 - (c) market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
 - (d) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business as may be provided in an Order of this Court or
 - (i) without the approval of this Court in respect of any transaction not exceeding \$100,000, provided that the aggregate consideration for all such transactions does not exceed \$1,000,000.

- (e) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property; and
 - (f) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.
4. The purpose of this third report of the Receiver (the **"Third Report"**) is to:
- (a) update the Court on the activities of the Receiver since filing the second report of the Receiver dated 4 December 2020 (the **"Second Report"**) including but not limited to providing updates on:
 - (i) the completed sale of land and building situated at 147 Heller Street in Woodstock New Brunswick identified by PID 10264810 (the **"Heller Street Property"**) and vacant land situated at 15 Andow Court in Woodstock New Brunswick identified by PID 10277069 (the **"Andow Property"**); and
 - (ii) the completed equipment auction sales of the Returned Farming Equipment and certain other equipment/inventory transactions which the Receiver completed since issuing the Second Report.
 - (b) seek the approval of this Honourable Court for a proposed final distribution (the **"Final Distribution"**) to Farm Credit Canada (**"FCC"**) and the Canadian Imperial Bank of Commerce (**"CIBC"**) which has been agreed to and accepted by both secured lenders;
 - (c) seek the approval of this Honourable Court of the fees and disbursements of the Receiver and its legal counsel;
 - (d) seek the approval of this Honourable Court of the conduct, actions and activities of the Receiver in administering these receivership proceedings as referenced within this Third Report;

- (e) approve the discharge of the Receiver from its duties as specified within the Receivership Order, upon payment of the Final Distribution and any ancillary administrative matters; and
 - (f) terminate these receivership proceedings.
5. The Receiver has organized its comments within this Third Report as follows:
- (a) Terms of Reference;
 - (b) Activities of the Receiver Since the Second Report;
 - (i) Heller Street Property Sale
 - (ii) Andow Property Sale;
 - (iii) Returned Farming Equipment Auctions; and
 - (iv) Other Equipment, Vehicles and Inventory Realizations
 - (c) Proposed Final Distribution to FCC and CIBC;
 - (d) Receiver and Legal Counsel - Fee Approval
 - (e) Conclusion and Recommendation.

TERMS OF REFERENCE

6. In preparing this Third Report, the Receiver has been provided with, and has relied upon unaudited historical financial statements, other unaudited financial information and projections prepared by the Respondents, the books and records of the Respondents, discussions with the management and employees of the Respondents, and other information from various sources. The Receiver has assumed that the information it has been provided is accurate and complete. The Receiver did not audit, review or otherwise attempt to verify the accuracy or completeness of the information. Accordingly, the Receiver expresses no opinion or other form of assurance with respect to the information presented in this Third Report or relied upon by the Receiver in

preparing this Third Report. Further, the nature of the Receiver's work completed in these proceedings will not necessarily disclose errors, misstatements, irregularities or illegal acts, if such exist, on the part of the Respondents, or its officers or employees or in the information.

7. All references to monetary amounts in this Third Report are in Canadian dollars unless otherwise noted.
8. Capitalized terms not otherwise defined herein have the meanings in the previous Receiver's Reports.
9. Copies of Court materials in these proceedings may be obtained from the Receiver's website established in connection with the Respondents (www.ey.com/ca/hillspring).

ACTIVITIES OF THE RECEIVER SINCE THE SECOND REPORT

10. Since filing its Second Report the Receiver has completed or engaged in the following primary activities:
 - a) completed the real property sales of the Heller Street Property and the Andow Property for the benefit of the estates creditors;
 - b) executed and completed the Auction Contracts with respect to the Returned Farming Equipment including the Immediate Auction Assets and the 2021 Auction Assets referenced within the Second Report;
 - c) identified, secured and realized upon other miscellaneous equipment, vehicles and certain scrap metal inventory (the "**Scrap**") which had not previously been identified;
 - d) as previously approved by this Honourable Court, the Receiver released a second interim distribution payable to FCC in the amount of \$4,401,484.54, \$1,585,220.22 payable to CIBC and \$714,819.09 payable to the Business

Development Bank of Canada (the “BDC”). In addition, the Receiver issued a supplemental interim distribution to CIBC in the amount of \$100,000 arising from the reduction of a previously established WEPPA holdback provision which the Receiver subsequently determined to be unnecessary. The Receiver proposes to release a Final Distribution to FCC and CIBC subject to the approval of this Court, the details of which are addressed herein; and

e) prepared and filed this Third Report.

11. Attached as **Appendix “B”** is a copy of the interim statement of receipts and disbursements (the “**Interim SRD**”) for the period 26 June 2020 through 2 December 2021 reflecting all transactions processed through the Receivers trust account for that period including the financial recoveries associated with the transactions reported above. All identified estate assets have been successfully realized upon by the Receiver. As at 2 December 2021, the Receiver held \$1,359,094.10 in trust.

Heller Street Property Sale

12. On 9 December 2020, this Honourable Court issued a Sales Process Approval and Vesting Order with respect to certain personal and real property including the Heller Street Property. The specific details of the Receivers marketing efforts and recommended sale of the Heller Street Property to Antrim Developments Inc. (“**Antrim**”) were outlined within the Second Report.
13. Subsequent to the issuance of the Sales Process Approval and Vesting Order the Receiver successfully completed the sale of the Heller Street Property to Antrim generating gross sales proceeds of \$425,000 for the estate. As noted within the Second Report, FCC is the only secured creditor having a financial interest in the Heller Street Property.

Andow Property Sale

14. As noted within the Second Report, the Receiver listed the Andow Property for sale with a qualified real estate agent. The Andow Property was initially listed for sale in June 2020 at an asking price of \$65,000. In response to soft market conditions, an unfavourable market response to the initial list prices and on the recommendations of the estate's real estate agent, the listing price was reduced to \$49,900 in November 2020 and further reduced to \$40,000 in January 2021.
15. The listing price reductions did generate interest in the property and the Receiver successfully negotiated and completed a sale with April and Jeffery Demerchant who purchased the Andow Property for \$38,000 plus HST in February 2021.
16. Attached as **Appendix "C"** is a Certificate of Registered Ownership in relation to the Andow Property obtained from the Registrar of Land Titles for the District of New Brunswick. As noted therein, FCC is the only secured creditor having a financing interest in the Andow Property.
17. The Receiver consulted FCC with respect to the list price reductions and the decision to ultimately accept the Demerchant offer. The Andow Property sale was completed pursuant to paragraph 3(m)(i) of the Receivership Order which authorizes the Receiver to sell property out of the ordinary course of business without the approval of this Court in respect of any transaction not exceeding \$100,000, providing that the aggregate consideration for all such transactions does not exceed \$1,000,000.

Returned Farming Equipment Auctions

18. As noted in the Second Report, McCain elected not to purchase 19 pieces of farming equipment which had been subject to the Farming Equipment Lease. The Returned Farming Equipment included:
 - (a) Six (6) units cumulatively appraised with a fair market value less than \$100,000 (the "**Immediate Auction Assets**") which were transported to Jardine Auctioneers in Fredericton New Brunswick. The Immediate Auction Assets were comprised of the following units:

- (i) John Deere Skid Steer 333D
 - (ii) Freightliner Classic
 - (iii) 1990 Fruehauf Semi-Trailer
 - (iv) Road Grader – 1990 Champion 730A
 - (v) 44' High Capacity Bulk Trailer (black with black tarp)
 - (vi) 8' Power Angle Plow/Attachment for skid steer
- (b) Thirteen (13) units cumulatively appraised greater than \$100,000 were transported to a secure storage yard in Perth-Andover New Brunswick (the “**2021 Auction Assets**”). The 2021 Auction Assets were comprised of the following:
- (i) Case IH Combine 7088
 - (ii) Sprayer, SPX3320
 - (iii) 2003 Case International MX285
 - (iv) 2017 LKWD 656 6-Row Windrower
 - (v) Betterbuilt Seed Piece Treater
 - (vi) Lockwood 2 Row Harvester
 - (vii) Lockwood Planter # 2
 - (viii) Case 966 Tractor
 - (ix) Lockwood 6 Row Windrower
 - (x) Big Jim 36ft. Superflex packer, 5 section, 19 inch notched ductile wheels, highway light kit, mud scrapers Conveyor
 - (xi) 2012 Lockwood 506P Planter

(xii) Lockwood 2 Row Harvester 472AH

(xiii) Mayrath 8" PTO Grain Auger-48" Long on Wheels

19. An auction of the Immediate Auction Assets was conducted on 3 December 2020 generating \$49,400 of gross auction proceeds. The cumulative orderly liquidation appraisal estimate of the Immediate Auction Assets from Jardine Auctioneers totalled \$47,000.
20. An auction of the 2021 Auction Assets was conducted on 26 March 2021 producing \$395,900 of gross auction proceeds. The cumulative orderly liquidation value appraisal estimate of the 2021 Auction Assets from Jardine Auctioneers totalled \$343,500.
21. The Immediate Auction Assets were sold pursuant to paragraph 3(m)(i) of the Receivership Order. The 2021 Auction Assets were sold pursuant to the 9 December 2020 Sales Process Approval and Vesting Order issued by this Honourable Court.

Other Equipment, Vehicles and Inventory Realizations

22. As noted above, subsequent to the Receiver issuing its Second Report certain residual pieces of equipment, vehicles and the Scrap (collectively the "**Residual Assets**") were identified, secured and realized upon by the Receiver through a series of independent transactions. The Receiver commissioned various appraisal estimates with respect to the Residual Assets prior to negotiating private sales, which included the sale of a Telehandler and a Hydraulic Chipping Platform to OPCC for \$40,000 and the sale of the Scrap to OPCC for \$75,000. All Residual Asset sale proceeds have been collected and reported within the attached Interim SRD.
23. In aggregate, the Receiver has liquidated assets of the Respondents generating gross cumulative proceeds for the estate of \$252,400 in accordance with subsection 3(m)(i) of the Receivership Order that permits any transaction not exceeding \$100,000 to be completed without specific Court approval of such transaction provided the cumulative total of all such transactions do not exceed \$1,000,000;

PROPOSED FINAL DISTRIBUTION TO FCC and CIBC

24. The Receiver previously obtained and filed opinions from Bingham Law, which provide, subject to what the Receiver understands to be customary assumptions and qualifications in an insolvency context, that:
- (a) FCC and CIBC collectively have valid and enforceable security against all of the present and after-acquired personal property of each of the Respondents governed by the New Brunswick PPSA;
 - (b) the security interests in favour of FCC and CIBC in all of the present and after-acquired personal property of each of the Respondents have been perfected by registration under the provisions of the New Brunswick PPSA and were perfected as of the date of the legal review; and
 - (c) BDC was granted security through various general security agreements registered in the New Brunswick PPRS as registrations #31158975 and #31438054. The Bingham Law opinion in relation to the BDC security was qualified in that Bingham Law did not review the specific serial numbers set out in registrations under the Personal Property Security Act (the “PPSA”) against the actual equipment to ensure accuracy. A serial number registration defect within BDC’s registration against the Spudnik 2 Row Harvester 6621-55-037 (the “**2016 Spudnik**”) was identified.
25. Bingham Law reviewed the registration defect and determined that FCC’s security ranks first in priority with respect to the 2016 Spudnik. BDC accepted this opinion and also agreed with FCC upon how the \$900,000 of Transaction proceeds with respect to certain assets subject to the primary security held by BDC described within the First Report were to be allocated. Final distribution proceeds subject to BDC’s security interests have previously been released to the BDC.
26. With respect to the real property of the Respondents located in the Province of New Brunswick subject to collateral mortgages and or debentures in favour of FCC and CIBC, the Bingham Law opinions obtained by the Receiver confirmed that, subject to

what the Receiver understands to be customary assumptions and qualifications in an insolvency context, the collateral mortgages and debentures create, under the laws of the Province of New Brunswick, valid mortgages and charges in favour of FCC and CIBC in the applicable real property, and the mortgages and charges created by the collateral mortgages and debentures have been, or were, registered in favour of FCC and CIBC in the appropriate land title offices maintained in the Province of New Brunswick in respect of the applicable real property and are enforceable as against the applicable Respondents.

27. The Receiver is advised by its legal counsel that all Property which the Receiver has taken possession of and realized upon, other than two unencumbered parcels of real property sold to McCain as part of the Sale Agreement approved by this Court on 29 June 2020, the proceeds from which totalled \$31,513 which has been transferred to the Trustee in Bankruptcy's trust account, are all subject to the security interests of FCC, CIBC or BDC.
28. The Receiver has previously released interim distributions to FCC, CIBC and BDC pursuant to various orders of this Court. Subsequent to the release of the Second Distribution, as described within this Third Report, the Receiver successfully concluded other estate realizations and now seeks this Courts approval for the release of the Final Distribution to FCC and CIBC.
29. The Receiver prepared a draft distribution schedule consistent with the proceed and cost allocation methodologies adapted by the Secured Creditors (specifically FCC and CIBC) in these proceedings in relation to earlier interim distribution motions. A copy of the Receivers proposed proceed and cost allocation schedule supporting the proposed Final Distribution calculations is attached as **Appendix "D"**.
30. The Receiver's proposed Final Distribution schedule has been agreed to by FCC and CIBC. The Receiver's recommendation for the proposed Final Distribution to them of, in aggregate \$1,359,094.10, subject to the approval of the Court, is as follows:
 - (a) \$1,195,798.15 payable to FCC as a final distribution and paid as follows:

- (i) \$1,150,000 subject to the approval of this Court; and
 - (ii) The residual balance paid to FCC upon the Receiver finalizing and discharging its final costs of the receivership administration; and
- (b) \$163,295.95 payable to CIBC as a final distribution and paid as follows:
- (i) \$143,295.95 subject to the approval of this Court; and
 - (ii) The residual balance paid to CIBC upon the Receiver finalizing and discharging its final costs of the receivership administration.

RECEIVER AND LEGAL COUNSEL - FEE APPROVAL

31. Attached as **Appendix "E"** is a fee application affidavit including copies of the Receiver's fees and disbursements for the period 1 June 2020 to 30 September 2021 (the "**Period**") which have been paid through the Estate bank account. Attached below is a summary of the Receiver's fees and disbursements including details with respect to total hours charged during the Period.

Invoice Date	Invoice No	Period	Hours	Fees	Expenses	Subtotal	Taxes	Total
06-08-20	CA12C500005514	01/06/20 to 25/06/20	217.70	80,452.05		80,452.05	12,067.81	92,519.86
28-07-20	CA12C500005478	ASCEND License Fees			808.71	808.71	121.31	930.02
10-08-20	CA12C500005532	26/06/20 to 31/07/20	260.10	78,026.03	1,608.81	79,634.84	11,945.22	91,580.06
02-09-20	CA12C500005611	01/08/20 to 28/08/20	93.40	27,802.95	3,337.83	31,140.78	4,671.11	35,811.89
07-10-20	CA12C500005778	29/08/20 to 30/09/20	45.30	13,937.18		13,937.18	2,090.58	16,027.76
04-11-20	CA12C500005927	01/10/20 to 30/10/20	60.20	27,602.95		27,602.95	4,140.44	31,743.39
09-12-20	CA12C500006051	01/11/20 to 30/11/20	114.70	44,278.38		44,278.38	6,641.76	50,920.14
07-01-21	CA12C500006153	01/12/20 to 31/12/20	45.60	14,484.23		14,484.23	2,172.63	16,656.86
10-02-21	CA12C500006294	01/01/21 to 31/01/21	17.60	3,889.73		3,889.73	583.46	4,473.19
04-03-21	CA12C500006391	01/02/21 to 28/02/21	19.70	4,774.35		4,774.35	716.15	5,490.50
07-04-21	CA12C500006535	01/03/21 to 31/03/21	15.80	3,710.18		3,710.18	556.53	4,266.71
04-05-21	CA12C500006627	01/04/21 to 30/04/21	35.50	9,211.65		9,211.65	1,381.75	10,593.40
03-06-21	CA12C500006739	01/05/21 to 31/05/21	20.10	6,451.20		6,451.20	967.68	7,418.88
02-07-21	CA12C500006935	01/06/21 to 30/06/21	43.00	16,335.38		16,335.38	2,450.31	18,785.69
07-09-21	CA12C500007150	01/07/21 to 31/08/21	17.10	4,379.55	313.88	4,693.43	704.01	5,397.44
12-10-21	CA12C500007256	30/08/21 to 30/09/21	7.10	1,808.63		1,808.63	271.29	2,079.92
			<u>1,012.90</u>	<u>337,144.44</u>	<u>6,069.23</u>	<u>343,213.67</u>	<u>51,482.04</u>	<u>394,695.71</u>

32. The Receiver docketed 1,012.9 hours as part of the receivership administration and billed fees and disbursements of \$343,213.67 (exclusive of HST). The activities of the

Receiver during the Period are documented in detail in the various reports that the Receiver has filed with this Honourable Court throughout the receivership proceeding.

33. The work completed by the Receiver was delegated to the appropriate professionals in the Receiver's organization based on seniority and hourly rates. The Receiver's hourly fees are consistent with the fees charged by similar firms in Atlantic Canada with the capacity to handle a file of comparable size and complexity.
34. Attached as **Appendix "F"** are copies of Cox & Palmer ("**Estate Legal Counsel**") invoices for the period 26 June 2020 to 23 June 2021 which have been paid through the Estate bank account. Attached below is a summary of Estate Legal Counsel's fees and disbursements including hours charged to the administration:

Invoice Date	Invoice No	Period	Hours	Fees	Taxes	Total
30-09-20	500078198	26/06/20 to 30/09/20	369.90	148,670.48	17,904.83	166,575.31
31-12-20	500082013	01/10/20 to 23/12/20	98.20	34,114.82	5,109.12	39,223.94
28-02-21	500085527	05/01/21 to 25/02/21	22.00	5,060.82	853.32	5,914.14
30-06-21	500089825	09/03/21 to 23/06/21	3.20	1,340.35	201.05	1,541.40
			493.30	189,186.47	24,068.32	213,254.79

35. Estate Legal Counsel billed 493.3 hours and charged fees and disbursements totalling \$189,186.47 (exclusive of HST) to the receivership administration. The Receiver has reviewed all invoices rendered by Estate Legal Counsel and confirms that the services described in the legal accounts were rendered to the Receiver by Estate Legal Counsel, and that the Receiver believes that such charges are fair, reasonable and consistent with the current market for legal services in this region.
36. Pursuant to the terms of the Receivership Order, the Receiver respectfully requests this Honourable Court's approval of the fees and disbursements of the Receiver and Estate Legal Counsel, as described in this Third Report.

CONCLUSION AND RECOMMENDATION

37. The Receiver has realized upon all estate assets and subject to releasing the Final Distribution and finalizing various administrative matters, recommends that the receivership administration be concluded.
38. The Receiver believes that it is appropriate, and recommends to this Honourable Court, that the Receiver be authorized to release the Final Distribution to FCC and CIBC as provided herein, finalize the remaining estate administrative functions including reporting requirements under the BIA and the Income Tax Act and discharge final financial obligations associated with these receivership proceedings.
39. The Receiver respectfully requests that this Honourable Court grant an Order in the form submitted by the Receiver:
- (a) Approving the activities of the Receiver during the receivership proceedings, as reported herein;
 - (b) Approving the Final Distribution to FCC and CIBC;
 - (c) Approving the fees and disbursements of the Receiver and its legal counsel;
 - (d) Approving the discharge of the Receiver from its duties as specified within the Receivership Order, effective upon the Receiver finalizing and discharging its final costs of the receivership administration; and.
 - (e) Terminating these Receivership proceedings.

All of which is respectfully submitted this 28th day of January 2022.

ERNST & YOUNG INC.

in its capacity as the Court-appointed
Receiver of the Respondents and not in its
personal or corporate capacity

By:



George Kinsman CPA, CA, CIRP, LIT
Senior Vice President

APPENDIX A

Court File No.: SJM-46-2020

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

IN BANKRUPTCY AND INSOLVENCY

JUDICIAL DISTRICT OF SAINT JOHN

IN THE MATTER OF THE RECEIVERSHIP OF:

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

-and-

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

BETWEEN:

FARM CREDIT CANADA, a Federal Crown Corporation

-and-

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

APPLICANTS,

- and -

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

RESPONDENTS

RECEIVERSHIP ORDER

COURT OF QUEEN'S BENCH
CLERK / SAINT JOHN
REC'D
REC'D
JUN 29 2020
FILED
COUR DU BANC DE LA REINE
GREFFIERE SAINT-JEAN

THIS APPLICATION, made by the Applicants for an Order pursuant to Section 33 of the *Judicature Act*, R.S.N.B. 1973, Ch. J-2 (the "**Judicature Act**"), Rule 41 of the Rules of Court of New Brunswick (the "**Rules**") and Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**") appointing Ernst & Young Inc. ("**EY**" or the "**Proposed Receiver**") as receiver and receiver manager (in such capacities, the "**Receiver**") without security, of all the Respondents' current and future assets, undertakings and properties and wherever situate including all proceeds thereof (the "**Property**") in relation to the business carried on by the Respondents except the assets set out in Schedule "A" collectively, (the "**Excluded Property**") attached hereto was heard this 26th day of June, 2020 at 10:00 a.m. in Saint John, New Brunswick.

ON READING the materials filed in this matter as contained in the Record on Application including the Report of the Proposed Receiver dated June 22, 2020 and the Supplemental Confidential Report of the Proposed Receiver dated June 22, 2020 and the appendices thereto, the various affidavits of service, on hearing the submissions of counsel for the Applicants, the Respondents and the parties set out in Schedule "B" attached hereto and on reading the consent of the Proposed Receiver to act as the Receiver;

IT IS ORDERED THAT:

SERVICE

1. The time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

APPOINTMENT

2. Pursuant to section 33 of the *Judicature Act*, Rule 41 of the Rules and section 243(1) of the *BIA*, the Receiver is hereby appointed receiver and receiver manager, without security, of the Property.

RECEIVER'S POWERS

3. The Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:
 - a. to take possession and control of the Property and any proceeds or receipts arising from the Property but, while the Receiver is in possession of any of the Property, the Receiver must preserve and protect it;
 - b. to change locks and security codes, relocate all or some of the Property to safeguard it, engage Independent security personnel, take physical inventories and place insurance coverage;
 - c. to manage, operate, and carry on the business of the Respondents in relation to the Property, including the powers to enter into any agreements, incur and pay any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Respondents;
 - d. to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
 - e. to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Respondents, or any part or parts thereof;
 - f. to receive and collect all monies and accounts now owed or hereafter owing to the Respondents in relation to the Property and to exercise all

remedies of the Respondents in collecting such monies, including, without limitation, to enforce any security held by the Respondents;

- g. to settle, extend or compromise any indebtedness owing to the Respondents in relation to the Property;
- h. to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Respondents, for any purpose pursuant to this Order;
- i. to undertake environmental or workers' health and safety assessments of the Property and operations of the Respondents;
- j. to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- k. to make payment of any and all costs, expenses and other amounts that the Receiver determines, in its sole discretion, are necessary or advisable to preserve, protect or maintain the Property, including, without limitation taxes, municipal taxes, insurance premiums, repair and maintenance costs, costs or charges related to security, management fees, and any costs and disbursements incurred by any manager appointed by the Receiver;
- l. to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
- m. to sell, convey, transfer, lease or assign the Property or any part or parts

thereof out of the ordinary course of business as may be provided in an Order of this Court or,

- i. without the approval of this Court in respect of any transaction not exceeding \$100,000.00, provided that the aggregate consideration for all such transactions does not exceed \$1,000,000.00; and
- ii. with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;

and in each such case notice under section 59 of the *Personal Property Security Act* (New Brunswick) or pursuant to section 44 of the *Property Act* (New Brunswick) shall not be required.

- n. to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;
- o. to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- p. to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- q. to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Respondent;
- r. to enter into agreements with any trustee in bankruptcy appointed in respect of the Respondent including, without limiting the generality of

the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Respondent;

- s. to exercise any shareholder, partnership, joint venture or other rights which the Respondent may have; and
- t. to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations;

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Respondent, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

- 4. The Respondents, all of their current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf, and all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request.
- 5. All Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Respondents in relation to the Property, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's possession or control, and shall, subject to their right to seek a variation of this order, provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the

Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

6. If any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall, subject to their right to seek a variation of this Order, forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

NO PROCEEDINGS AGAINST THE RECEIVER

7. No proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE RESPONDENTS OR THE PROPERTY

8. No Proceeding against or in respect to the Property shall be commenced or continued and any and all Proceedings currently under way against or in

895

respect of the Respondents or the Property are hereby stayed and suspended pending further Order of this Court except:

- a. with the written consent of the Receiver or with leave of this Court; and
- b. any action against any of the Excluded Property by any party having an interest in the Excluded Property including but not limited to VEL National Lease, Daimler Truck Financial (a business unit of Mercedes-Benz Financial Services Canada Corporation), CWB National Leasing Inc., Valley Equipment Limited, De Lage Landen Financial Services Canada Inc., Liebherr Canada Ltd., GE Canada Equipment Financing G.P and John Deere Financial Inc. as holders of purchase money security interests or parties to financing arrangements in respect of Excluded Property as well as the parties listed in Schedule "A" hereto as a party having an interest in and to Excluded Property ("Excluded Property Enforcement").

NO EXERCISE OF RIGHTS OR REMEDIES

9. All rights and remedies of any individual, firm, corporation, governmental body or agency or any other entity against, the Receiver, or affecting the Property, other than an Excluded Property Enforcement, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Respondents to carry on any business which the Respondents are not lawfully entitled to carry on, (ii) exempt the Receiver or the Respondents from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien and the related filing of an action to preserve

the right of a lien holder provided that the Respondents or the Receiver shall not be required to file a defence to same as the further prosecution of any such claim is stayed except with the written consent of the Receiver, or leave of this Court. All rights and remedies of any Person pursuant to any arrangement or agreement to which any of the Respondents are a party for the lease or other rental of personal property of any nature or kind forming part of the Property are hereby restrained except with consent of the Receiver in writing or leave of this Court. The Receiver is authorized to return any Property which is subject to a lease from a third party to such Person on such terms and conditions as the Receiver considers appropriate and upon the Receiver being satisfied as to the interest of such Person in the applicable Property.

PERSONAL PROPERTY LESSORS

10. All rights and remedies of any Person pursuant to any arrangement or agreement forming part of the Property, is a party for the lease or other rental of personal property of any nature or kind, are hereby restrained except with consent of the Receiver in writing or leave of this Court. The Receiver is authorized to return any Property which is subject to a lease from a third party to such Person on such terms and conditions as the Receiver, acting reasonably, considers appropriate and upon the Receiver being satisfied as to the interest of such Person in the applicable Property. The return of any item by the Receiver to a Person is without prejudice to the rights or claims of any other Person to the property returned or to an interest therein.

NO INTERFERENCE WITH THE RECEIVER

11. Subject to Section 15 of this Order related to the Respondents' employees, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, license or permit in favour of or held by the Respondents in relation to the Property, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

12. All Persons having oral or written agreements with any of the Respondents or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to any of the Respondents, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services in relation to the potato and grain farming, packing and seed business of the Respondents (the "Business") as may be required by the Receiver, and the Receiver shall be entitled to the continued use of the Respondents' current telephone numbers, facsimile numbers, internet addresses and domain names associated with the Business, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Respondents respectively or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.
13. The Receiver, in its sole discretion, may (but shall not be obligated to) establish accounts or payment on delivery arrangements with suppliers in its name on behalf of a Respondent for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Respondent, or any of them, if the Receiver determines that the opening of such accounts is appropriate. No creditor of the Respondents shall be under any obligation as a result this Order to advance or re-advance any monies or otherwise extend any credit to any of the Respondents.

795

RECEIVER TO HOLD FUNDS

14. All funds, monies, cheques, instruments, and other forms of payment received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "Post Receivership Accounts") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

15. All employees of the Respondents shall remain the employees of the Respondents until such time as the Receiver, on the Respondents' behalf, may terminate the employment of such employees who are employed in conjunction with the Business or they resign in accordance with their employment contracts. The Receiver shall not be liable as a result of this Order for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, wages, severance pay, termination pay, vacation pay, and pension or benefit amounts, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5), 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*, such amounts as may be determined in a Proceeding before a court or tribunal of competent jurisdiction.
16. Pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Receiver may disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or

required to negotiate and attempt to complete one or more sales of the Property (each, a "Sale") as permitted at law. Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. A prospective purchaser or bidder requesting the disclosure of personal information shall execute such documents to confirm the agreement of such Person to maintain the confidentiality of such information on terms acceptable to the Receiver. The purchaser of any Property shall be entitled to continue to use the personal information provided to it related to the Property purchased in a manner which is in all material respects identical to the permitted prior use of such information by the Respondents, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

17. Nothing herein contained shall require or obligate the Receiver to occupy or to take control, care, charge, occupation, possession or management (separately and/or collectively, "Possession") of any of the Property or any part thereof, that may be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other legislation, statute, regulation or rule of law or equity respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, *Canadian Environmental Protection Act, 1999* (Canada), the *Clean Water Act* (New Brunswick), the *Clean Environment Act* (New Brunswick), the *Clean Air Act* (New Brunswick), and *Unsightly Premises Act* (New Brunswick) (collectively, the "Environmental Legislation"), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation.

LIMITATION ON LIABILITY

18. EY including, without limitation, any director, officer or employee of the Receiver, shall incur no liability or obligation as a result of its appointment as the Receiver or the carrying out the provisions of this Order, or in the case of any party acting as a director, officer or employee of the Receiver so long as acting in such capacity, save and except for any gross negligence, breach of contract or actionable misconduct on the part of such party, or in respect of the Receiver's obligations under sections 81.4(5) and 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

19. The Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, and the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge to a maximum of \$100,000.00 (the "**Administrative Charge**") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and the Administrative Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.
20. Unless otherwise ordered by the Court, the Receiver and its legal counsel shall pass their respective accounts from time to time and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a Judge of the Court of Queen's Bench in New Brunswick in accordance with the Rules.
21. Prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees, expenses and disbursements, including legal fees and

895

disbursements, incurred at the normal rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved in accordance with the preceding paragraph hereof.

RECEIVER'S INDEMNITY CHARGE

22. The Receiver shall be entitled to and is hereby granted a charge (the "Receiver's Indemnity Charge") upon all of the Property as security for all of the obligations incurred by the Receiver including obligations arising from or incident to the performance of its duties and functions under this Order including the management, operation and carrying on of all or part of the business of any of the Respondents, the BIA or otherwise, saving only liability arising from negligence or actionable misconduct of the Receiver.
23. The Receiver's Indemnity Charge shall form a second charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA and subordinate in priority to the Administrative Charge.

ALLOCATION OF COSTS

24. The Receiver shall file with the Court for its approval a report setting out the costs, fees, expenses and liability of the Receiver giving rise to the Administrative Charge, the Receiver's Indemnity Charge and the Receiver's Borrowings Charge (as defined below) and, unless the Court orders otherwise, all such costs, fees, expenses and liability shall be paid in the following manner:
 - a. Firstly, applying the costs incurred in the receivership proceedings specifically attributable to an individual asset or group of assets against the realizations from such asset or group of assets;
 - b. Secondly, applying the costs pro rata against all of the assets based on

89.5

89.5

the net realization from such asset or group of assets; and

- c. Thirdly, applying non-specific costs incurred in the receivership proceedings *pro rata* against all of the assets based on the net realization from each asset or group of assets.

BANKRUPTCY

- 25. The Receiver is authorized to make an assignment in bankruptcy, in accordance with the *BIA* in the name of and on behalf of the Respondents.
- 26. Nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy to the Respondents.

INTERIM MANAGEMENT AGREEMENT

- 27. The Receiver is hereby empowered and authorized, but not obligated, to adopt any existing agreement between the Respondents and McCain Foods Limited ("MFL") related to the assets and operations of Hillspring Farms Ltd. (the "Hillspring Management Property") used in the Business (the "Hillspring Management Agreement") on such terms as the Receiver considers appropriate in order to carry out the terms of this Order for the purpose of ensuring the continued operation of the Business until the closing of the transaction approved by this Court in an order issued concurrently with this Order.
- 28. If the Receiver adopts the Hillspring Management Agreement, the Receiver shall:
 - a. not be in possession or control as contemplated by section 3 (a) of this Order of the Hillspring Management Property which shall remain under the management of MFL; and
 - b. not have any liability under the Hillspring Management Agreement of any nature or kind or to MFL.

895

GENERAL

29. The Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
30. The aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States is hereby requested to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Receiver in any foreign proceeding, or to assist the Receiver and its agents in carrying out the terms of this Order.
31. The Receiver is hereby authorized and empowered to apply to any court, tribunal, or regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act in a representative capacity in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
32. Any interested party may apply to this Court to vary or amend this Order upon such notice required under the *Rules of the Court*, if any, or on such notice as this Court may order.
33. Any Person affected by this Order which did not receive notice in advance of the hearing of the initial application may apply to this Court to vary or amend this Order within five (5) days of such Person being served with a copy of this Order.
34. In addition to the reports to be filed by the Receiver under the BIA or New Brunswick Business Corporations Act, on the application to the Court of any secured creditor, the Receiver shall file a report of its activities with the Court and the Receiver shall file a report on or before 30 days from the completion

895

of the transaction with McCain Farms, a division of McCain Produce Inc., approved by Order of the Court concurrently with the issuance of this Order and a further report on or before December 15, 2020.

35. The Receiver shall not be discharged without notice to such secured creditors and other parties as the Court directs.

Dated at Saint John, New Brunswick, this 21st day of June, 2020 and effective as 12:01 a.m. on June 26, 2020.



The Honourable Justice Darrell J. Stephenson
Justice of the Court of Queen's Bench of New Brunswick

SCHEDULE "A"

EXCLUDED PROPERTY

Any real or personal property referenced in this Schedule "A" is Excluded Property and does not form a part of the Property subject to the within Receivership Order.

1. Bank Accounts

Any interest of any nature or kind in and to the following bank accounts:

- a. HSF Foods Inc.'s Bank of Montreal bank account bearing account number XXXX-XXXX-326.
- b. Bank of Nova Scotia bank account bearing account number XXXXX 15 (the "Purchaser Bank Account"), created on Hillspring's behalf following execution of the Management Agreement.

2. Management Assets

- c. Pursuant to the Purchaser's general authority under Section 4.1 of the Management Agreement, the Purchaser has purchased certain assets to be used in the business of the Companies. Such assets are Excluded Property for the purpose of any charge granted in these proceedings.
- d. Assets purchased for use in the Flakes Operation on or after March 31, 2020, being the effective date of the Management Agreement between OPC Canada, Inc. and HSF Foods Ltd., and all product and revenue produced by the Flakes Operation on or after that date.

3. Purchase Money Security Interests and Other Financings

All leases and financing agreements in equipment or other personal property ("**Leased Property**") under lease or a financing arrangement set out in Schedule 2.1(i)(a) – Assumed Contracts to the Sale Agreement, a copy of which is attached to the Report of the Proposed Receiver (collectively, a "**Lease Agreement**") with CNH Industrial Capital Canada Ltd., the Bank of Nova Scotia and Caterpillar Financial Services Limited are

7/5

Excluded Property for the purpose of any charge granted in these proceedings.

Any residual, equitable or secured interest of any party other than CNH Industrial Capital Canada Ltd., the Bank of Nova Scotia and Caterpillar Financial Services Limited, as counterparties to the applicable Lease Agreement in and to Leased Property, is not Excluded Property and shall be extinguished on the completion of the Transaction (as described in the Receiver's report) in the within proceedings.

The following lease or financing agreements together with the underlying personal property subject to such leases or financing arrangements are Excluded Property:

- a. Lease Agreement dated September 30, 2019 between VEL National Lease and Hillspring Farms in respect of the lease of (i) two Trailers having serial numbers: 2L9R443A8L1035167 and 2L9R443AXL1035168 and (ii) four Utility Vans having serial numbers 1UYVS3536BM068501, 1UYVS3532CM306703, 1UYVS253X7M254401 and 1UYVS35309U599106;
- b. Lease Agreement dated August 30, 2019 between Daimler Truck Financial (a business unit of Mercedes-Benz Financial Services Canada Corporation) and Hillspring Farms Ltd. in respect of the lease of five trucks having serial numbers 5KJJABDR5LPKY5086, 5KJJABDR9LPKY9190, 5KJJABDR2LPKY9189, 5KJJABDR8LPKY9195 and 5KJJABDRXLPLX4605;
- c. Equipment lease dated October 17, 2019 between Hillspring Farms Ltd. and CWB National Leasing Inc. in respect of 70 Motorola XPR-5350E VHF Mobile Radios and 30 VHF Hi-gain Antenna Systems;
- d. Lease agreement dated June 11, 2019 between Hillspring Farms Ltd. and Valley Equipment Limited in respect of a 2018 Ram 2500 Longhorn Pickup Truck having serial number 3C6UR5GL3JG114826;
- e. Contract dated August 30, 2018 between the Bank of Nova Scotia, Hillspring Farms Ltd. and Jeremy in respect of a 2019 Ram 1500 Truck with serial number 1C6SRFLT4KN579336 with Scotiabank.
- f. Agreement between HSF Foods Ltd. and De Lage Landen Financial Services Canada Inc. in respect of certain TEK Office furniture as

895

evidenced by Personal Property Act Security registration number 31214133;

- g. Agreement between Hillspring Farms Ltd. and De Lage Landen Financial Services Canada Inc. in respect of a 2014 Hyundai having serial number HHKHHT06CE0000225 evidenced Personal Property Act Security registration number 25264698;
- h. Lease dated May 2, 2019 between Hillspring Farms Ltd. and VEL National Lease in respect of a 2019 Ford F250 having serial number 1FT7W2BT2KEC71826;
- i. Contract between the Bank of Nova Scotia, Hillspring Farms Ltd. and Jeremy in respect of a 2018 Dodge Demon having serial number 2C3CDZH99JH103136;
- j. Contract between Hillspring Farms Ltd. and Liebherr Canada Ltd. in respect of a 2016 Liebherr L580 IND One Wheel Loader having serial number 0409431170;
- k. Contract between Hillspring Farms Ltd. and Liebherr Canada Ltd. in respect of a 2016 Liebherr L566 Wheeled Loader having serial number 0410001168;
- l. Contract between Hillspring Farms Ltd. and Liebherr Canada Ltd. in respect of a 2013 Liebherr L566 IND Wheeled Loader having serial number 0333011168;
- m. Contract between HSF Foods Ltd. and GE Canada Equipment Financing G.P. in respect of a 2006 30RXL Morbank Chiparvestor having serial number 2039;
- n. Contract between HSF Foods Ltd. and in respect of a John Deere 333EXT Compact Track Loader having serial number 1T0333EMVGE294274;
- o. Financing arrangement dated September 16, 2018 between HSF Foods Ltd. and the Bank of Nova Scotia in respect of a 2015 Dodge Ram Model 1500 having serial number 1C6RR7LM0FS737580; and
- p. Financing arrangement between HSF Foods Ltd. and the Bank of Nova Scotia in respect of a 2019 Ford F250 S/D having serial number

1FT7W2BTOKED32865 as evidenced by PPSA Registration number 31803596.

4. Other

The interest of Bank of Montreal, if any, in account(s) receivable from Kellogg Company, a Delaware corporation related to the registration under the PPSA having #: 30854186 and dated July 5, 2018 with an expiry of July 5, 2023.

5. CIBC Specific Assets

Any interest of any nature or kind in and to the following:

- a. the receivables of the Respondents, including Pre-Count Receivables, but excluding Inventory Receivables and Cash, as such terms are defined in the Sale Agreement.
- b. any interest of the Respondents in certain antique vehicles shown in the books and records of 631544 NB Ltd.; and
- c. wood inventory and other personal property of HSF in which CIBC has a security interest in priority to FCC and which are:
 - i. not personal property forming part of assets being sold as part of the Transaction (as described in the Receiver's report); and
 - ii. not personal property previously assigned to Oregon Potato Company.

6. OPC Flake Assets

The real and personal property listed below that OREGON POTATO COMPANY holds security in by virtue of certain assignments from:

- A. FCC - (Listed below)
- B. CIBC - (Listed below)

A. FCC

Real Property

- 1. PID 10284172, including all fixtures attached thereto - Office owned by HSF

875

2. PID 10284206, including all fixtures attached thereto – Plant owned by HSF

Personal Property

<u>Line #2</u> Peeler# 24628...Idaho Steel 1. Kiremco Brusher 2. Large Even Flow 3. Slicer 4. Cornell Pump Tank 5. Dewatering Screen 6. Small Even Flow 7. Blancher Idaho Steel 8. Cooler 9. Vertical Auger 10. Dewatering Screen 11. Small Even Flow 12. Cooker 13. Ricer Auger 14. Mash Inline Auger 15. Mash Box 16. 3 Drums (1 of the 5x16 Idaho Steel drum & 2 of the Overton Drums, 5x16)	<u>Turbine Hall</u> 1. 2 of the Ewing Control Panels 2. 1 Turbine s/n T-5601 Back Pressure 3. 1 Condensing Turbine s/n T-5328 4. 1- Large Condenser s/n 93Y10679-01A 5. 2 Large Worthington Cooling Pumps s/n B0941002-2 & s/n B0941002-1 6. 2 Water Softener Systems 7. 2 Cooling Towers... s/n NC9232GM(149609-002-99) & s/n NC9232GM(14960609-001-99)
<u>Dryroom Equipment</u> 1. Cat Forklift s/n E285851605 2. Nissan Forklift s/n CT1B2-980997 3. Nissan Forklift s/n CWP02-960815 4. Zoom Boom s/n 0300116975 2007 Chiller, Carrier, 3400F2680 3400F26809 1998 Steam Peeler, Kiremco, 9555-97-2 PESL-1000	<u>Dryroom Equipment</u> 2007 Electronic Scale on stand, Champ Scale 2002/2003 Sewing Machine on stand, Newlong, LR113608 NP-7ALR113608 1990 Bag Line Conveyor, Doboy, KGL 856748 1990 Bagging Machine, Doboy, PT24SPE2.854982 2006 Manual Pallet Stacker/Wrapper, Highlight, Synergy III C390-010-0161

JP

1998 Brusher, Kiremco, 97-1076-AA 1998 Polisher/Washer, Kiremco, 9590-97 WAD-1030 2008 Vertical Elevator, Idaho Steel 1998 Large Evenflow, Idaho Steel 2008 Slicer with Wash tank, Idaho Steel 1998 Pump Tank, Cornell 1998 Blancher, Idaho Steel 1998 Cooler, Idaho Steel 2008 Pump to Cooler, Cornell 1998 Cooker with additives mixing drums Idaho Steel 2008 Transfer Auger, Idaho Steel 1998 2 large Drums, Idaho Steel 1998 3 small American Drum Company, Overton Machine Company 60SP 1998 6038/6686 Transfer Augers, Idaho Steel 2006 Product Blower, Delta 1998 Bag Hoses, Idaho Steel 2005 Wind Sifter, Idaho Steel 2005 Hammer Mill, Pulva, Size C Type FS 121 2005 Product Blower, DMN, PTD 80 50897 2005 Hopper Tanks, Idaho Steel 2007 Grinder, Idaho Steel 2008 Weigh System Prior to Silos, Omnitech 2005 50No. Bagging System, Schlosser, K0401002 2005 Weigher/Bagger, Greif-Velox, 830-SDD-4M- EM 10-040364-001 2005 Bag Sealer, Farbo Selgling Ltd., M685770 011-C01080213 2005 Crimper, Schlosser	2007/04 Dust Removal System UAS, SFC24-3 60060914 2007 2 X 2 Pressure Blowers NYB, P0925120 1708 Steel 2007 Dry Room Racking 5 lengths X 3 high 2007 Security System 4 cameras w/CD 2007 Pressure Washer, Landu, VLP8-3000F 155525 1997 Bunker "C" Boiler, Cleaver-Brooks, CB600-800 S-87629 1997 Standby Gen Set 350 KW/435 KVA, Onan, 350.ODFN-9XF/2963AC G86013-30496 1998 80 HP Air Compressor, Curtis, R/S50T sn No.6574 1998 Air Dryer, Airtek, SC220 SNNNo. 977592H 1969 Separator, Wesffalia, SDA360L 1635211 2008 Chemical Pump, Ecolab, P2 2-2008 Telescopic Conveyors, RcO 28' X 24" & 60'X 36" 2007 Telescopic/Hydraulic Bin Piler, RcO 2007 Hopper Happy Roller 2008 Elevator Conveyor, RcO 2000 5,000 bbls Hopper, Smalleys 2008 Barrel Washer, RcO 2008 Rocks/Destoner, Idaho Steel
--	--

Other

Item Type	Manufacturer	Serial Number
SDB3BCS Scotch Dry Back - Steam B23M19B2 : B20	Cleaver Brooks	87620
Dearator	O'Connor Tank Ltd.	DG7854
Dearator	O'Connor Tank Ltd.	DG7854
DEA8AC Dearator	Cleaver Brooks	DG7854
DEA8AC Dearator	Cleaver Brooks	DG7854
BDT8AC Blow Down Tank over 42	O'Connor Tank Ltd.	7-1095
PVS8AI Pressure Vessel over 42	Harris Thermal	26127
EXC7AI Exchanger up to 42	SA Armstrong	449456
AWT2BIS A Type Water Tube-Steam	Keeler Dorr-Oliver	17210
AWT2BIS A Type Water Tube-Steam	Keeler Dorr-Oliver	17210
AWT2BIS A Type Water Tube-Steam	E Keeler Co. Ltd.	124271
AWT2BIS A Type Water Tube-Steam	E Keeler Co. Ltd.	124271
ATK6AI Air Tank Mounted	Steel Fab	510689
ARC7AI Air Receiver in System	Silvan Industries	142337
ARC7AI Air Receiver in System	Silvan Ind.	10222
ATK6AC Air Tank Mounted	Brunner Eng.	3244
Air Tank Mounted	Manchester	18903
PVS7AI Pressure Vessel up to 42	Flo Lab Inc.	APF-3357
ARC7AI Air Receiver In System	Lagrange Products	42050
ARC7AI Air Receiver In System	Steel Fab	SO-17724
ARC7AI Air Receiver In System	Manchester	302432.CRN
Pressure Vessel up to 42	Watson McDaniel	90805
PVS8AI Pressure Vessel Over 42	Beloit Corporation	F3178-1

825

PVS8AI Pressure Vessel Over 42	Beloit Corporation	B7415-1
Pressure Vessel Over 42	Samyard Co. Ltd.	SYU-96
Pressure Vessel Over 42	Samyard Co. Ltd.	SYU-96
PVS8AI Pressure Vessel Over 42	GL&V	Nil
Pressure Vessel Over 42	Idho Steel	67
PVS8EI Pressure Vessel Over 42	Idaho Steel Products	24628
PVS8EI Pressure Vessel Over 42	Odenberg Inc.	96071
PVS8EI Pressure Vessel Over 42	CH Murphy/ Clark-Ullman	1926
AWT2BIS A Type Water Tube-Steam	Tampella Keeler	17389
AWT2BIS A Type Water Tube-Steam	Tampella Keeler	17389
CFH8AI Closed Feed Heater	Allied Steel Prod.	W6280
ATK7AP Pressure Vessel Over 42	Steel Fabrication	5492880
BDT7AP Blowdown Tank Up To 42	Cemline Co.	69703
BDT7AP Blowdown Tank Up To 42	Cemline Co.	69703
SDB3BIH Scotch Dry Back Hot-Water	Cleaver Brooks of Canada	S088095
SDB3BIH Scotch Dry Back Hot-Water	Cleaver Brooks of Canada	S088095
EXC7AI Exchanger Up to 42	ITT	987254-01
EXC7AI Exchanger Up to 42	ITT	987254-01
EXC8AI Exchanger Over 42	ITT	93Y10679-01A
PVS8AP Pressure Vessel Over 42	Colton Industries	979774
PVS8AP Pressure Vessel Over 42	Colton Industries	979777
PVS7AI Pressure Vessel Up to 42	StoysTown Tank & Steel Co19	58344
ATK6AP Air Tank Mounted	Buckeye Boiler Company	2848A
ATK6AI Air Tank Mounted	Steel Fab	569407
ATK6AI Air Tank Mounted	Steel Fab	569407

JP

ASSETS - WOOD CHIP OPERATION

Item No.	Item	Item Category	Serial Number
1.	INTENTIONALLY LEFT BLANK		
2.	2016 Leibherr 538 Loader c/w Craig High tip chip bucket	Equipment	VATZ1268EZB038941
3.	INTENTIONALLY LEFT BLANK		
4.	Radar hydraulic Bin Dumper	Equipment	
5.	02 Leibherr rubber tired excavator with pulp loader	Equipment	710-13531
6.	Wood chip processor including feed hopper, 6ft x 40ft feed conveyor, Shaker table with fine particle screener, Hog Hammer, drop feed rechipper, 30" x 50ft conveyor	Equipment	

ASSETS - FABRICATION SHOP

Item No.	Item	Item Category	Serial Number
1	15K Free standing Crane with 2k electric motor chainfalls	Equipment	
2	Hangchett metal lathe / Sharpener	Equipment	
3	IPC High Temp baking oven	Equipment	
4	Industrial drill press	Equipment	
5	Industrial drill press (inoperable)	Equipment	
6	Industrial Plasma cutting table	Equipment	
7	Industrial upright grinder (dual)	Equipment	
8	Industrial drill press	Equipment	

895

9	Industrial drill press (inoperable)	Equipment	
10	Industrial milling machine	Equipment	
11	Industrial metal lathe - 12ft bed	Equipment	
12	Industrial metal lathe - 10ft bed	Equipment	
13	ALLSTEEL 300 Ton metal press / brake with dies	Equipment	
14	Metal bender	Equipment	
15	Portable sandblaster	Equipment	
16	Pearson metal sheer	Equipment	
17	Metal roller	Equipment	
18	Metal roller	Equipment	
19	Portable plasma cutter	Equipment	
20	Lincoln Mig / Tig wire feed welder	Equipment	
21	12ft Roller table	Equipment	
22	Vertical metal bandsaw	Equipment	
23	Horizontal metal bandsaw	Equipment	
24	Easy Kleen high pressure washer	Equipment	
25	INTENTIONALLY LEFT BLANK		
26	Clark rough terrain forklift, 2 stage mast, 48" tines, 10k hours	Equipment	
27	INTENTIONALLY LEFT BLANK		
28	02 Ford F550 diesel 20ft box truck. Rear is outfitted with shelves and power supply	Equipment	1FDAF56F32EB35311
29	Air compressor 500 gal	Equipment	
30	Parts room - Assorted nuts, bolts, threaded rods, washers	Equipment	
31	wooden cabinets - complete with various tools	Equipment	
32	15 drawer tool cabinet full of tools	Equipment	

87

33	3 section, 9 drawer parts cabinet completely full of tools, etc	Equipment	
34	Metal table complete with Taps, dies', broaches, etc	Equipment	
35	3 work tables c/w grinders, hose reels, drill bits, drill press, grinder wheel, and related tools	Equipment	
36	small roller table	Equipment	
37	Raw Material / Various racks full of steel	Equipment	
38	Table complete with various metal bits, drills, assorted tools to operate metal lathe	Equipment	
39	Qty of large electric motors (approx 6)	Equipment	
40	Transmission jack	Equipment	
41	large qty of chains, straps, clevises, binders, ratchets, etc	Equipment	
42	mobile parts cart	Equipment	
43	mobile parts cart	Equipment	
44	mobile parts cart	Equipment	
45	Parts washer	Equipment	
46	metal work table c/w vice	Equipment	
1.	D6 Bulldozer		
2.	1995 Freightliner Classic 120 TRUCK #3		2FUPDXYB4SA736196
3.	2001 Western Star 4964EX TRUCK #7		2WKEDD3J61K970748
4.	2012 Manac Chlp Trailer 31453C330		2M5341613C1130241
5.	2000 Freightliner		1FUYDWEB1YLG61045
6.	2003 Freightliner Classic		1FUJAPAV23LK51604
7.	2006 Freightliner		1FUJF6CK66DV51031
8.	Easy Hauler (Utility)		2SPUFSB10FN052669
9.	1999 Freightliner		1FUYTEDBXXHA20699
10.	1974 Heil Trailer (Water)		926712

11.	2013 Manac Chip Trailer	2M5341613D1135862
12.	2013 Manac Chip Trailer	2M5341615D1135863
13.	2012 BWS 27' end Dump Trailer	2B927DT23C1001460
14.	1982 Fruehauf Trailer	2H8B04635CR130901
15.	1987 Fruehauf Trailer	2H8B04831HR031805
16.	2016 Big Tex Trailer	16VGX2029G6039916
17.	One (1) Used 2002 Liebherr A904 Hydraulic Rubber Tired Log Loader complete with all attachments and accessories	710-13531
18.	CLARK 5000LB FORKLIFT	Y1015-338-4805

B. CIBC

Real Property

None.

Personal Property

The following related to the operation by HSF Foods Inc. of its potato flake manufacturing operation, to the extent all or any portion of such items are not located on any of the Real Property, as such term is defined in the Sale Agreement:

- a. Flakes inventory
- b. Packaging inventory
- c. Ingredient inventory
- d. Boiler chemical inventory
- e. Clean up chemicals inventory
- f. Fuel inventory

7. Excluded Real Property Leases

A. The following Real Property leases evidenced by the following written lease agreements:

1. Lease dated January 4, 2018 between Hillspring Farms Ltd. and Bonnefield Canadian Farmland Evergreen LP in respect of approximately 522 acres on parcel identifier numbers 35097997, 35098995, 35100858, 35103795, 35104314, 35110451, 35217116, 35305127, 35305135 and 35305523;

gms

2. Lease dated May 13, 2016 between MWC Farms Ltd. and Bonnefield Canadian Farmland LP III, as renewed by a lease renewal and amending agreement dated March 3, 2017, as amended by a farmland lease amending agreement dated March 2019, and as assigned to Hillspring Farms Ltd. by an assignment and consent to assignment agreement dated August 2019 in respect of approximately 1,656.25 acres on parcel identifier numbers 65068728, 65069031, 65151003, 65068496, 65144701, 65036832, 65099046, 65036857, 65068876, 65135774, 65068900, 65223802, 65076663, 65135790, 65036576, 65098519, 65098527, 65036709, 65098717, 65149783 and 65099053;
3. Lease dated August 2019 between Hillspring Farms Ltd. and Bonnefield Canadian Farmland LP III in respect of approximately 1,142 acres on parcel identifier numbers 35101047, 35102169, 35103381, 35103944, 35317023, 35353085, 35217231, 35353093, 35357730, 35357847, 35357920, 35357920, 35214014;
4. Lease dated August 2019 between Hillspring Farms Ltd. and Bonnefield Canadian Farmland LP IV in respect of approximately 857 acres on PIDs 35302496, 35217272, 35296110, 35301167, 35360205, 35359835, 35360304, 35360247, 35187616, 35107119, 35107135, 35310994;
5. Farmland lease dated July 25, 2017, between Bonnefield Canadian Farmland Evergreen LP and MWC Farms Ltd.; Farmland Lease Amending Agreement dated March 2019 between Bonnefield Canadian Farmland Evergreen LP and MWC Farms Ltd.; and Assignment and Consent to Assignment Agreement dated August 2019 among Bonnefield Canadian Farmland Evergreen LP, MWC Farms Ltd., and Hillspring Farms Ltd. with respect to PIDs 65132912, 65068827, 65069049, 65176968, 65068736, 65074452, 65135766, 65068835, 65147100, 65074437; and
6. Lease and sublease agreement dated May 17, 2017 between Hillspring Farms Ltd., Andre Daigle Farms Inc. and River Valley Potatoes Inc. in respect of approximately 125 acres on parcel identifier numbers 35099076, 35311679, 35099274, 35099258, 35212901, 35212919, 35229392, 35229400.

B. The following Real property leases not evidenced by a written lease agreement:

1. Lease between Hillspring Farms Ltd. and H.J. Crabbe & Sons Ltd. in respect of parcel identifier numbers 10094241, 10162121 and 65039059;
2. Lease between Hillspring Farms Ltd., Kevin Ealey and Michael Campbell in respect of approximately 38 acres on parcel identifier numbers 10130920 and 10010643;
3. Lease between Hillspring Farms Ltd., David Crain and Wavel Crain on parcel identifier numbers 10092732, 10095198, 10091551 and 10091619;

895

4. Lease between Hillspring Farms Ltd. and Sullivan Farms (1992) Ltd. in respect of approximately 38 acres on parcel identifier number 10263507;
5. Lease between Hillspring Farms Ltd., Judith McIssac, Murray McIssac, Brent Pearson and Kim Pearson in respect of approximately 109.5 acres on parcel identifier numbers 10223535, 10030567 and 10007524;
6. Lease between Hillspring Farms Ltd. and East Glassville Holdings Ltd. in respect of approximately 181.87 acres on parcel identifier numbers 10265312, 10000107, 10232213, 10002863 and 10000115;
7. Lease between Hillspring Farms Ltd., 691221 NB Inc., Anthony Albert and Virginia Albert in respect of approximately 28 acres on parcel identifier numbers 65058034 and 65056145;
8. Lease between Hillspring Farms Ltd., 691221 NB Inc., Andy Miller, Sarah Miller, Harold Turner, John Turner, Donna Lee Turner, Carlene Flowers and Robert Flowers in respect of approximately 201 acres on parcel identifier numbers 65054611, 65054637, 65057697, 65117848, 65052995, 65056624, 65054645, 65117814, 65117806, 65117822 and 65055147;
9. Lease between Hillspring Farms Ltd., Roy Swazey, Edna Scott and Robert Scott in respect of approximately 59.6 acres on parcel identifier numbers 65084543, 65116907 and 65084527;
10. Lease between Hillspring Farms Ltd. and Four Falls Holdings Inc. in respect of approximately 17.5 acres on parcel identifier numbers 65084386 and 65201311;
11. Lease between Hillspring Farms Ltd. and Frank Browne Farms Inc. in respect of approximately 52.1 acres on parcel identifier numbers 65084428 and 65084824;
12. Lease between Hillspring Farms Ltd., Carolyn Van Gaal and Joseph Van Gaal in respect of approximately 21 acres on parcel identifier number 65089880;
13. Lease between Hillspring Farms Ltd. and Hanscome Farms Ltd. in respect of approximately 396.4 acres on parcel identifier numbers 65179699, 65085045, 65084998, 65085003, 65087397, 65089187, 65115438, 65085078, 65089161, 65089401, 65087561 and 65115313;
14. Lease between Hillspring Farms Ltd. and 691221 NB Inc. in respect of approximately 29 acres on parcel identifier numbers 65057887 and 65052904;
15. Lease between Hillspring Farms Ltd., Greta Butler, Cindy Clark, Donald Giberson, Rodney Brayall and Jonathan Walker in respect of approximately 32 acres on parcel identifier numbers 65084808, 65173114 and 65217176;

16. Lease between Hillspring Farms Ltd. and Island Holdings Ltd. in respect of approximately 53.44 acres on parcel identifier numbers 35273390 and 35273416;
17. Lease between Hillspring Farms Ltd. and Grand Falls Milling Co., Limited in respect of parcel identifier number 35357946;
18. Lease between Hillspring Farms Ltd. and KG Properties Ltd. in respect of approximately 20 acres on parcel identifier numbers 65132938 and 65132904;
19. Lease between Hillspring Farms Ltd. and H E Forestry Ltd. in respect of approximately 8.5 acres on parcel identifier number 65076762;
20. Lease between Hillspring Farms Ltd. and Donald Adams in respect of approximately 32.5 acres on parcel identifier number 65069072;
21. Lease between Hillspring Farms Ltd. and Sharon Dixon in respect of approximately 104 acres on parcel identifier numbers 65069015 and 65132854;
22. Lease between Hillspring Farms Ltd. and Andrew Parker in respect of approximately 46 acres on parcel identifier number 65036782;
23. Lease between Hillspring Farms Ltd. and Gestion Paul Levesque Ltee in respect of parcel identifier numbers 35099407 and 35102326;
24. Lease between Hillspring Farms Ltd. and Lucien Marquis in respect of parcel identifier number 35100197;
25. Lease between Hillspring Farms Ltd. and Marcel Lebonte in respect of approximately 7.6 acres on parcel identifier number 35317080;
26. Lease between Hillspring Farms Ltd., Richard Labonte and Yvette Labonte in respect of approximately 67.9 acres on parcel identifier numbers 35100445, 35100007, 35213131, 35212885 and 35100015;
27. Lease between Hillspring and McLaughlin Soil Management Facility Ltd. in respect of approximately 35.7 acres on parcel identifier number 65088502;
28. Lease between Hillspring Farms Ltd., Donna McNeill and Eldon McNeill in respect of approximately 12 acres on parcel identifier number 65088601;
29. Lease between Hillspring Farms Ltd. and Urban O'Connor in respect of approximately 23 acres on parcel identifier number 65054793; and
30. The real property leases shall also include, but are not limited to, all rolling one-year leases for land.

895

SCHEDULE "B"

APPEARANCES

	Party	Attendance
1.	Farm Credit Canada	COUNSEL - Josh McElman, Bailey Campbell, and Caleb Hunter, Cox & Palmer - Attending in person Individual - Jason Inman Attending by Phone
2.	Canadian Imperial Bank of Commerce	COUNSEL - Maurice Chiasson, Q.C., Stewart McKelvey Individual - Supriya Sarin, CIBC Both Attending by Telephone.
3.	McCain Foods Limited	COUNSEL - Natasha MacParland, Davies Ward Phillips & Vineberg LLP Attending by Telephone.
4.	McCain Produce Inc.	Individuals - Nia Karabatsos and Chad Hutchison 895 Attending by Telephone.
5.	Ernst & Young Inc.	George Kinsman, Ernst & Young Inc. Attending by Telephone.
6.	Hillspring Farms Ltd. HSF Foods Ltd. Hillspring Warehouse & Logistics Inc.	COUNSEL - Stephen Kingston, McInnes Cooper 895 Attending by Telephone.
7.	Bank of Nova Scotia	Individuals - Faryall Butt & Cymanthia Elliott, Bank of Nova Scotia 875 Cymanthia Attending by Telephone.
8.	Business Development Bank of Canada	COUNSEL - Marc Dunning, Wickwire Holm Attending by Telephone.
9.	Earth Fresh Foods Inc.	Individual Brad Wiseman

895

	Party	Attendance
		Attending by Telephone
10.	Timothy Cook Construction Ltd.	Individual Elizabeth Rockwell Attending by Telephone.
11.	CNH Industrial Capital Canada Ltd.	COUNSEL - Hugh J. Cameron, Stewart McKelvey Attending by Telephone.
12.	PricewaterhouseCoopers Inc.	David A. Boyd, PricewaterhouseCoopers Inc. Attending by Telephone.
13.	Office of the Attorney General for New Brunswick	COUNSEL - Bryan Mills Attending by Telephone.
14.	Employment Standards Branch	COUNSEL - Bryan Mills Attending by Telephone.
15.	Valley Equipment Ltd.	Individual Lee Patterson Attending by Telephone.
16.	Department of Finance Revenue and Taxation Division	Mark Dunbar <i>MD</i>
17.	Department of Justice Canada Tax Law Services for Canada Revenue Agency Insolvency Division	COUNSEL - Deanna M. Frappier, Q.C. Attending by Telephone.

MD

APPENDIX B

District of New Brunswick
Division No.
Court No.
Estate No. 51-126284, 51-126283, 51-126285

Appendix B

**IN THE MATTER OF THE RECEIVERSHIPS FOR
HSF FOODS LTD., HILLSPRING FARMS LTD., AND HILLSPRING WAREHOUSE & LOGISTICS INC.
INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD 26 JUNE 2020 TO 2 DECEMBER 2021**

RECEIPTS

Sale of Assets - Primary McCain Transaction	67,235,671.26	
Sale of Farming Equipment (net Recovery)	3,820,847.97	
Equipment Sales	967,000.00	
Equipment Auction Proceeds	884,950.00	
HST Collected	776,620.80	
Sale of Real Property (Graham Street)	745,000.00	
Sale of Vehicles	112,750.00	
Farming Equipment Lease	102,535.00	
Sale of Real Property (Central Street)	88,000.00	
Sale of Inventory (Scrap-OPCC)	75,000.00	
HST Refund	52,212.69	
Sale of Land	38,000.00	
Interest Allocation	29,791.47	
Cost Recovery (McCain)	13,453.50	
Other Revenue	9,200.00	
Accounts Receivable	7,100.00	
TOTAL RECEIPTS		\$ 74,958,132.69

DISBURSEMENTS

Interim Distribution - FCC	56,497,446.54	
Interim Distribution - CIBC	14,602,093.22	
HST Remittance	734,119.57	
Interim Distribution - BDC	714,819.09	
Receiver's Fees and Costs	339,875.84	
Legal Fees	205,178.47	
HST Paid (ITC)	105,253.67	
Appraisal Fees	66,424.00	
Commission	48,882.50	
Property Tax	45,506.42	
Deemed Trust Claim, PIER	44,769.36	
Real Estate Commission	37,780.50	
Allocation Unencumbered Property (Hillspring Farms Bankruptcy)	31,513.00	
Insurance	25,111.00	
Transport Costs	23,222.33	
Repair, Maintenance and Utilities	22,430.00	
WEPPA Subrogation	11,832.00	
Secured Lender Advance (Bankruptcy Funding HSF Foods)	10,000.00	
Secured Lender Advance (Bankruptcy Funding Hillspring Warehouse)	10,000.00	
Storage	9,302.00	
Payment, Visa Settlement	8,492.95	
Advertising Cost	3,337.83	
Municipal Taxes	1,165.55	
Bank Charges	307.00	
Travel	105.75	
Filing Fee (Official Receiver)	70.00	
TOTAL DISBURSEMENTS		\$ 73,599,038.59

\$ 1,359,094.10

Ernst & Young Inc.
Licensed Insolvency Trustee
Per:

George Kinsman, CPA, CA, CIRP, LIT
Senior Vice-President

APPENDIX C

Form 47
Formule 47CERTIFICATE OF REGISTERED OWNERSHIP
CERTIFICAT DE PROPRIÉTÉ ENREGISTRÉELand Titles Act, S.N.B. 1981, c. L-1.1, s.63
Loi sur l'enregistrement foncier, L.N.-B. de 1981, chap. L-11, art. 63

Parcel Identifier | Numéro d'identification de parcelle :

10277069

Owner | Propriétaire :

HSF Foods Ltd.

741 Central ST

Centreville NB

E7K 2M4

Deed/Transfer | Acte de transfert/Transfert

Carleton

2014-09-05

-

34143876

Ernst & Young Inc. In Trust/En Fiducie

1871 Hollis ST SUITE 500

Halifax NS

B3E 0C3

Court Vesting Order | Ordonnance d'envoi en possession

Carleton

2020-07-03

-

40214166

Manner of Tenure | Mode de tenure :

Not Applicable | Sans objet

Encumbrances | Charges :

Restrictive Covenants/Engagements restrictifs

Woodstock NB

Restrictive Covenants | Engagements restrictifs

Deed/Transfer | Acte de transfert/Transfert

Carleton

2014-09-05

-

34143876

Farm Credit Canada

1133 St. George BLVD SUITE 200

Moncton NB

E1E 4E1

Mortgagee | Créancier hypothécaire

Collateral Mortgage | Hypothèque subsidiaire

Carleton

2018-01-11

-

37715373

Instruments in the Registration Process | Instruments dans le processus d'enregistrement :

NONE | AUCUN

THIS IS TO CERTIFY THAT the specified owner is the registered owner and holds title in fee simple, by virtue of the specified instrument(s) and in the specified manner of tenure, to the specified parcel, described in Schedule "A" attached hereto. The title to the land is subject to the overriding incidents specified in subsection 17(4) of the Act and also to the specified encumbrances.

LE PRÉSENT CERTIFICAT ATTESTE QUE le propriétaire spécifié est le propriétaire enregistré et est titulaire du titre en fief simple, en vertu de(s) l'instrument(s) spécifié(s), selon le mode spécifié de tenure de la parcelle spécifiée, décrite à l'Annexe <<A>> ci-jointe. Le titre du bien-fonds est soumis aux réserves dérogatoires précisées au paragraphe 17(4) de la Loi et également aux charges spécifiées.

THE TITLE TO THE LAND may be subject to the specified instruments, which have been entered in the instrument record and may be entered on the title register when the registration process is completed.
LE TITRE DU BIEN-FONDS peut être soumis aux instruments spécifiés qui ont été portés au registre des instruments et qui peuvent être portés au registre des titres lorsque la procédure d'enregistrement est achevée.

THIS CERTIFICATE is evidence of the particulars contained herein as of the date and time of its issue. The description is not conclusive as to the boundaries or extent of the land.
LE PRÉSENT CERTIFICAT constitue la preuve des renseignements qu'il contient à la date et à l'heure de sa délivrance. La description n'est pas probante en ce qui concerne les limites ou l'étendue du bien-fonds.

Date & Time | Date et heure : 2020-07-06 11:43:29

Registrar of Land Titles for the District of New Brunswick

Le registrateur des titres de biens-fonds de la Circonscription du Nouveau-Brunswick

Report ID | Rapport ID : 6144182

Schedule A | Annexe A

PID | NID : 10277069

Apparent Parcel Access | Accès apparent à la parcelle : Public Access | Accès public

Status | État de la demande : Current | Courant

Effective Date/Time | Date et heure de prise d'effet : 2014-08-28 10:49:50

Legal Description | Description officielle :

Place Name: Woodstock

Parish/County: Woodstock/Carleton

Designation of Parcel on Plan: Lot 14-15

Title of Plan: Keenan Produce Ltd

Registration County: Carleton

Registration Number of Plan: 34114158

Registration Date of Plan: 2014-08-28 09:44:42

APPENDIX D

IN THE MATTER OF THE RECEIVERSHIPS FOR
HSF FOODS LTD., HILLSPRING FARMS LTD., AND HILLSPRING WAREHOUSE & LOGISTICS INC.
INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD 26 JUNE 2020 TO 2 DECEMBER 2021

APPENDIX D

PROPOSED FINAL DISTRIBUTION SCHEDULE

RECEIPTS

	SRO 02-Dec-21	SECURED LENDER ALLOCATION			
		FCC	CIBC	BDC	Bankruptcy
Sale of Assets - Primary McCain Transaction	67,235,671.26	53,489,952.12	13,714,206.14		
Equipment Sales	967,000.00	232,180.91		734,819.09	31,513.00
Equipment Auction Proceeds	884,950.00	696,510.00	188,440.00		
Sale of Real Property (Graham Street)	745,000.00	745,000.00			
HST Collected	776,620.80	776,620.80			
Sale of Real Property (Central Street)	88,000.00	88,000.00			
Sale of Inventory (Scrap-OPCC)	75,000.00	52,500.00	22,500.00		
HST Refund	52,212.69	52,212.69			
Sale of Land	38,000.00	38,000.00			
Farming Equipment Lease	102,535.00	87,955.00	14,580.00		
Sale of Farming Equipment - McCain	3,820,847.97	2,858,197.15	962,650.81		
Sale of Vehicles	112,750.00	112,750.00			
Interest Allocation	29,791.47	23,833.18	5,958.29		
Cost Recovery (McCain)	13,453.50	13,453.50			
Miscellaneous	16,300.00	10,900.00	5,400.00		
TOTAL RECEIPTS	\$ 74,958,132.69	59,278,063.35	14,913,735.25	734,819.09	31,513.00
		79.59%	20.1%	N/A	N/A

DISBURSEMENTS

Interim Distribution - FCC	56,497,446.54				
Interim Distribution - CIBC	14,602,093.22		14,602,093.22		
Interim Distribution - BDC	714,819.09			714,819.09	
Legal Fees	205,178.47	163,934.33	41,244.14		
Receiver's Fees and Costs	339,875.84	255,575.69	64,300.15	20,000.00	
HST Remittance	734,119.57	734,119.57			
Appraisal Fees	66,424.00	53,071.72	13,352.28		
HST Paid (ITC)	105,253.67	105,253.67			
Allocation Unencumbered Property (Hillspring Farms Bankruptcy)	31,513.00				31,513.00
Commission	48,882.50	39,056.34	9,826.16		
Property Tax	45,506.42	45,506.42			
Real Estate Commission	37,780.50	37,780.50			
Transport Costs	22,430.00	17,921.21	4,508.79		
Insurance	25,111.00	20,063.29	5,047.71		
Repair, Maintenance and Utilities	23,222.33	18,554.27	4,668.06		
Secured Lender Advance (Bankruptcy Funding HSF Foods)	10,000.00	7,989.84	2,010.16		
Secured Lender Advance (Bankruptcy Funding Hillspring Warehouse)	10,000.00	7,989.84	2,010.16		
Storage	9,302.00	7,432.15	1,869.85		
Payment, Visa Settlement	8,492.95	6,785.73	1,707.22		
Advertising Cost	3,337.83	2,666.87	670.96		
Municipal Taxes	1,165.55	1,165.55			
Bank Charges	307.00	245.29			
Travel	105.75	84.49	61.71		
Filing Fee (Official Receiver)	70.00	55.93	21.26		
WEPPA Subrogation	11,832.00		14.07		
Deemed Trust Claim	44,769.36		11,832.00		
Reimbursement to CIBC of McInnes Cooper Fees Paid via CIBC operating line	-	35,770.00	8,999.36		
Reimbursement of Professional Fees paid by FCC to EY C&P	-	(37,500.00)	37,500.00		
		61,297.96	(61,297.96)		
TOTAL DISBURSEMENTS	\$ 73,599,038.59	58,082,267.20	14,750,439.30	734,819.09	31,513.00

FINAL DISTRIBUTION	\$ 1,359,094.10	\$ 1,195,798.15	\$ 163,295.95	\$ (0.00)	\$ -
TOTAL 3rd Distribution	\$ 1,359,094.10	\$ 1,195,798.15	\$ 163,295.95	\$ (0.00)	\$ -

APPENDIX E

Court File No.: SJM-46-2020

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

IN BANKRUPTCY AND INSOLVENCY

JUDICIAL DISTRICT OF SAINT JOHN

IN THE MATTER OF THE RECEIVERSHIP OF:

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

-and-

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

BETWEEN:

FARM CREDIT CANADA, a Federal Crown Corporation

-and-

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

APPLICANTS,

- and -

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

RESPONDENTS,

**AFFIDAVIT OF GEORGE KINSMAN
SWORN 28 JANUARY 2022**

I, **GEORGE KINSMAN**, of the City of Halifax, in the Province of Nova Scotia, **MAKE
OATH AND SAY AS FOLLOWS:**

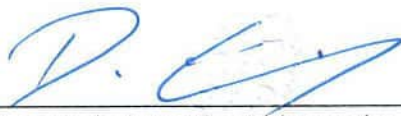
1. I am a Senior Vice President with Ernst & Young Inc. ("EYI"), the Receiver (the "Receiver") of Hillspring Farms Ltd., HSF Foods Ltd., and Hillspring Warehouse & Logistics Inc. (collectively the "Debtors") and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. Attached hereto as **Exhibit "A"** is a true copy of the invoices prepared by the Receiver for fees and disbursements incurred by the Receiver in the course of these proceedings in respect of the Debtors for the period from 1 June 2020 to 30 September 2021 (the "**Billing Period**").
3. Included with the invoices are schedules summarizing the billing rates and total hours of each of the members of EYI who acted on behalf of the Receiver in these proceedings for the Billing Period.
4. To the best of my knowledge, the rates charged by EYI throughout the course of these proceedings are comparable to the rates charged by other accounting firms in the Atlantic market for the provision of similar services. In aggregate, the Receiver charged 1,012.9 hours at an average hourly rate of \$332.85 over the Billing Period.
5. I make this affidavit in support of a motion by the Receiver for, *inter alia*, approval of the fees and disbursements of the Receiver.

SWORN BEFORE ME at
the City of Halifax, in the
Province of Nova Scotia, this
28th day of January 2022.

)
)
)
)



George Kinsman



A commissioner for taking oaths, etc.

DEVON E. CASSIDY
A Notary Public in and for the
Province of Nova Scotia

EXHIBIT A



Ernst & Young Inc.
Toronto, ON

Farm Credit Canada
Jason Inman, Senior Account Manager,
4 - 5 Lower Malpeque Road
5 Lower Malpeque Road, Bureau 4
Charlottetown, PE C1E 1R4
Canada

Invoice

Invoice No.: CA12C500005514
Please include this number with payment

Invoice Date: August 06, 2020
Due Date: Upon receipt
Client No.: 0012115954
Engagement No.: E-65535942

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

Sales tax adjustment invoice to address improper tax charge associated with Invoice CA12C500005350. A credit note has been issued reflecting payment of \$84,474.65. The net balance due is \$8,045.21.

	Net	Tax	Rate	Tax Amount	<u>CAD</u> Total
Fee	80,452.05	HST	15 %	12,067.81	92,519.86
	80,452.05			12,067.81	92,519.86
Invoice summary	80,452.05				
Tax :	15% HST			12,067.81	
Total:	80,452.05			12,067.81	92,519.86

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods
Summary Time & Fee Analysis
For the period of 01 June 2020 to 25 June 2020

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	90.2	\$495	\$44,649.00
Steve McLaughlin	Restructuring Partner	17.2	\$435	\$7,482.00
Donna Comerford	Restructuring Manager	1.7	\$250	\$425.00
Fiona Han	Restructuring Senior	19.2	\$375	\$7,200.00
Denis Kuznetsov	Restructuring Senior	12.4	\$200	\$2,480.00
Zach LeBlanc	Restructuring Senior	35.4	\$200	\$7,080.00
Franca Mazzulla	Restructuring Senior	1.0	\$200	\$200.00
Donna Tuck	Restructuring Analyst	40.6	\$175	\$7,105.00
Total Fee		217.7		\$76,621.00



Farm Credit Canada (E-65531117) WIP Time Details

Person	Date	Description	Hours
Denis Kuznetsov	8-Jun-20	cross-referencing equipment listings	4.2
Denis Kuznetsov	15-Jun-20	redaction of appendices	3.7
Denis Kuznetsov	16-Jun-20	redaction of appendices	4.2
Denis Kuznetsov	19-Jun-20	redaction of appendices	0.3
Denis Kuznetsov Total			12.4
Donna Comerford	15-Jun-20	Call with Steve and George re filing	1.2
Donna Comerford	23-Jun-20	Update schedules in Ascend for Steve	0.5
Donna Comerford Total			1.7
Donna Tuck	17-Jun-20	Preparations of documentations for bankruptcy purposes.	1.5
Donna Tuck	18-Jun-20	Preparations of documentations for bankruptcy purposes.	0.8
Donna Tuck	19-Jun-20	Preparations of documentations for bankruptcy purposes.	4.0
Donna Tuck	21-Jun-20	Preparations of documentations for bankruptcy purposes.	2.5
Donna Tuck	22-Jun-20	Preparations of documentations for receivership purposes...Appendixes and TAS Atlantic conference call.	3.5
Donna Tuck	22-Jun-20	Preparations of documentations for bankruptcy purposes.	4.5
Donna Tuck	23-Jun-20	RECEIVERSHIP: Preparations of documentations for receivership purposes.	0.8
Donna Tuck	23-Jun-20	BANKRUPTCY: Preparations of documentations for bankruptcy purposes (SOA, Assignment, EIS)	6.0
Donna Tuck	24-Jun-20	BANKRUPTCY: Preparations of documentations for bankruptcy purposes (SOA, Assignment, EIS, Creditor's listing)	7.0
Donna Tuck	25-Jun-20	BANKRUPTCY: Preparations of documentations for bankruptcy purposes (Creditor's Listing Mailout & Validation Process)	4.0
Donna Tuck	25-Jun-20	RECEIVERSHIP: Preparations of documentations for receivership purposes (Employee's Letters, Creditor's Listing Mailout)	6.0
Donna Tuck Total			40.6
Fiona Han	17-Jun-20	Read the draft 1st report and supplemental report and email correspondences	2.2
Fiona Han	18-Jun-20	call with George, Steve and Zach	0.8
Fiona Han	18-Jun-20	call with Zach, Rob, and Franca	0.9
Fiona Han	18-Jun-20	call with Zach walking him through the check list	0.9
Fiona Han	19-Jun-20	Call with Donna Tuck	0.1
Fiona Han	22-Jun-20	draft WEPPA letters re Hillspring and HSF	0.4
Fiona Han	22-Jun-20	call with Robert Power (the private receiver of HSF Food appointed by CIBC), George and Zach re HSF matters	1.0
Fiona Han	22-Jun-20	call with Donna Tuck and Zach re the to-do list	1.0
Fiona Han	22-Jun-20	create the template of employee termination for Hillspring Farm Ltd. and HSF Foods Ltd.; draft detailed email to both Zach and Donna re to do list	1.0
Fiona Han	23-Jun-20	email correspondences with Robert Powell, the private receiver appointed by OPC	0.3
Fiona Han	23-Jun-20	email correspondence with George and calls with Zach providing him directions	0.8
Fiona Han	23-Jun-20	draft service termination letters for Hillspring, HSF and Logistics	1.2
Fiona Han	23-Jun-20	email correspondence, draft termination letter re service vendors; review Appendix A & B re 245/246 report and direct Zach to revise accordingly; review employee termination letter revise by Donna; direct Zach to fill insurance form for philip to get a quote	2.2
Fiona Han	24-Jun-20	calls and email correspondence's with Zach re work streams	0.5
Fiona Han	24-Jun-20	Review various email correspondence with Davies	0.5
Fiona Han	24-Jun-20	call with George re working stream	0.5



Farm Credit Canada (E-65531117)
WIP Time Details

Person	Date	Description	Hours
Fiona Han	24-Jun-20	Review Robert's letters re employees and vendors; email correspondence with Donna and George	0.9
Fiona Han	24-Jun-20	call with Davies, McCain re transitional items; calls with Zach re to-do items	1.5
Fiona Han	25-Jun-20	email correspondences and review filing materials	2.5
Fiona Han Total			19.2
Franca Mazzulla	18-Jun-20	Team meeting	1.0
Franca Mazzulla Total			1.0
George Kinsman	1-Jun-20	Draft materials for court hearing. Review latest McCain schedules.	2.1
George Kinsman	2-Jun-20	Detailed review of latest McCain APA schedules. Cross reference same to EY commissioned appraisals. Review same with C&P.	4.6
George Kinsman	3-Jun-20	Cross reference real property PIDS into McCain APA schedules. Prepare summary of proceeds allocation and distribute same to FCC. Call with counsel.	3.3
George Kinsman	4-Jun-20	Review and provide comments on revised Lease Agreement. Review latest version of the APA.	0.6
George Kinsman	5-Jun-20	Calls with C&P. Review latest versions of APA schedules. Call to discuss CIBC asset allocation.	1.1
George Kinsman	6-Jun-20	Call with legal counsel on status of McCain transaction matters.	0.6
George Kinsman	8-Jun-20	Review and provide comments on CIBC settlement e-mail. Call with client and counsel re: CIBC equipment list and CIBC settlement proposal. Finalize APA schedule review.	4.9
George Kinsman	9-Jun-20	Various exchanges with counsel re: closing materials. Update e-mail with Ritchie to finalize report for court.	1.2
George Kinsman	10-Jun-20	Call with counsel on time lines and steps for hearing approval. e-mails with Ritchie Bros re: equipment.	0.6
George Kinsman	11-Jun-20	Prepare final equipment schedules. Draft e-mail to McElman for re-distribution to McCain. e-mails between counsel. Update call on status of CIBC position.	3.3
George Kinsman	12-Jun-20	Calls with counsel and client. Preparation of receivers report.	6.8
George Kinsman	13-Jun-20	Draft Receivers Report for application.	2.7
George Kinsman	14-Jun-20	Review filing materials. Draft Supplemental report.	2.4
George Kinsman	15-Jun-20	Prepare materials for filing. Review comments from counsel. Prepare Supplemental Report including schedules for same. Call with McLaughlin re Bankruptcy.	8.4
George Kinsman	16-Jun-20	Calls with counsel. Reviews and preparation of filing materials. General planning for receivership and bankruptcy administrations.	3.7
George Kinsman	17-Jun-20	Calls with McCain and OPC. Call with PwC and SM. Review filing materials including affidavits and draft Receivers Report and Supplemental Report.	7.7
George Kinsman	18-Jun-20	Calls with counsel. Revisions to filing materials. Internal planning meetings for receivership and bankruptcy. Finalize all reports affidavits.	8.6
George Kinsman	19-Jun-20	Finalize filing materials and incorporate final comments from counsel into reports. Call with Jardine re: residual equipment auction proposal. Internal prep calls.	5.3
George Kinsman	22-Jun-20	Finalize and file Proposed Receiver Report and Supplemental Report. Call with Powell re: transition matters. Calls with McElman re: filing materials. Various info requests for CIBC re: distribution analysis.	5.7
George Kinsman	23-Jun-20	Prepare bankruptcy documents for filing. Prepare for transition plans with McCain. Call with OPC re: equipment matters. Various calls with counsel. Coordinate with Jardine.	5.1
George Kinsman	24-Jun-20	Calls with McCain team and Powell re: transition matters. Drafting employee and vendor letters. e-mails with counsel on court documents (final edits). Assessment of OPC supplemental offer.	7.8



Farm Credit Canada (E-65531117)
WIP Time Details

Person	Date	Description	Hours
George Kinsman	25-Jun-20	Prepare for court hearing. Address matters with OPC assets. Review final schedules. Coordinate transition documents with OPC and McCain.	3.7
George Kinsman Total			90.2
Steve McLaughlin	15-Jun-20	Call re: bankruptcy documents. Prepare bankruptcy documents.	1.5
Steve McLaughlin	16-Jun-20	Bankruptcy docs.	0.5
Steve McLaughlin	17-Jun-20	Bankruptcy docs.	2.5
Steve McLaughlin	18-Jun-20	bankruptcy docs. receivership planning call.	2.1
Steve McLaughlin	19-Jun-20	bankruptcy docs.	3.1
Steve McLaughlin	21-Jun-20	Bankruptcy docs.	1.9
Steve McLaughlin	22-Jun-20	bankruptcy docs. Receivership planning.	2.3
Steve McLaughlin	23-Jun-20	bankruptcy docs. receivership planning.	2.6
Steve McLaughlin	24-Jun-20	bankruptcy docs. receivership planning matters.	0.7
Steve McLaughlin Total			17.2
Zach LeBlanc	17-Jun-20	Multiple conference calls with OPC and McCain representatives	2.0
Zach LeBlanc	18-Jun-20	Multiple planning calls, calls included George, Steve, Fiona, Franca, Rob and Donna	3.5
Zach LeBlanc	19-Jun-20	Preparation of bankruptcy documents	1.3
Zach LeBlanc	21-Jun-20	Preparation of bankruptcy documents	0.7
Zach LeBlanc	22-Jun-20	Call with OPC private receive, team call with Fiona and Donna, preparation of bankruptcy and receivership documentation	8.7
Zach LeBlanc	23-Jun-20	Assisted with the Preparation of 245/246 reports & employee termination letters, communicated with the potential insurance provider, revision of creditors listing	9.0
Zach LeBlanc	24-Jun-20	Organised with insurance provider to get a quote on the residual assets, divided the creditors by category, revised the employee's list, call with McCain team and Powell	5.4
Zach LeBlanc	25-Jun-20	Revised the creditor's mailing list, the 245/246 reports, receivership planning and bankruptcy documents, email correspondences	4.8
Zach LeBlanc Total			35.4
Grand Total			217.7



Ernst & Young Inc.
Toronto, ON

Farm Credit Canada
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice

Invoice No.: CA12C500005478

Please include this number with payment

Invoice Date: July 28, 2020

Due Date: Upon receipt

Client No.: 0012115954

Engagement No.: E-65535942

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:

EYCanadaInvoiceInquiry@ca.ey.com

Ascend License Fee for set up of new estate in accounting system.

	Net	Tax	Rate	Tax Amount	<u>CAD</u> Total
Hillspring Farms Ltd. (Receivership)	269.57				
Hillspring Warehouse & Logistics Inc. (Receivership)	269.57				
HSF Foods Ltd. (Receivership)	269.57				
Total	808.71	HST	15 %	121.31	930.02
	808.71			121.31	930.02
Invoice summary	808.71				
Tax : 15% HST				121.31	
Total:	808.71			121.31	930.02

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

GL code
61106



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Limited
c/o Ernst & Young Inc.
Court Appointed Receiver
Halifax, NS B3J 0C3
Canada

Invoice No.: **CA12C500005532**
Please include this number with payment

Invoice Date: August 10, 2020
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of Hillspring Farms Limited, HSF Foods Limited, and Hillspring Warehouse & Logistics Inc. for the period of 26 June 2020 to 31 July 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	74,310.50				
Administrative surcharge at 5%	3,715.53				
Total	78,026.03	HST	15 %	11,703.90	89,729.93
Expenses	1,608.81	HST	15 %	241.32	1,850.13
	79,634.84			11,945.22	91,580.06
Invoice summary	79,634.84				
Tax :	15% HST			11,945.22	
Total:	79,634.84			11,945.22	91,580.06

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Recevership
Summary Time & Fee Analysis
For the peroid of 26 June 2020 to 31 July 2020

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	58.5	\$495	\$28,957.50
Steve McLaughlin	Restructuring Partner	4.3	\$435	\$1,870.50
Fiona Han	Resturcturing Senior Manager	35.3	\$350	\$12,355.00
Robert Ferguson	Restructuring Senior	2.3	\$200	\$460.00
Denis Kuznetsov	Restructuring Senior	2.0	\$200	\$400.00
Zach LeBlanc	Restructuring Senior	106.8	\$200	\$21,360.00
Donna Tuck	Restructuring Analyst	50.9	\$175	\$8,907.50
Total Fee		260.1		\$74,310.50



HSF Foods Recevership WIP Time Details

Person	Date	Description	Hours
Denis Kuznetsov	26-Jun-20	posting docs	1.6
Denis Kuznetsov	29-Jun-20	posting docs	0.1
Denis Kuznetsov	6-Jul-20	posting docs	0.2
Denis Kuznetsov	28-Jul-20	posting report to website	0.1
Denis Kuznetsov Total			2.0
Donna Tuck	26-Jun-20	RECEIVERSHIP: Preparations of documentations for receivership employee termination and 245/246 notices.	4.1
Donna Tuck	28-Jun-20	Preparations of documentations for receivership/bankruptcy purposes...245/246 notice mailout, bankruptcy mailout.	3.5
Donna Tuck	29-Jun-20	Preparations of documentations for receivership purposes (vendor letters/employee letters) .	4.8
Donna Tuck	2-Jul-20	Processing paperwork for new bank account. Process documents for issuance of cheque(s) for payment. Conference call for updates and receivership requirements.	1.6
Donna Tuck	3-Jul-20	Preparations of 245/246 documentation for receivership purposes.	6.2
Donna Tuck	6-Jul-20	Processing documentation and coordination for mail out of creditors. Process filing documentations to the Office of Superintendent for Bankruptcy.	7.7
Donna Tuck	9-Jul-20	Preparation and updating of POC/claims register. Review of WEPP setup of documents.	4.5
Donna Tuck	13-Jul-20	General office inquiries and correspondence for invoicing purposes re finalization of ASCEND system.	1.0
Donna Tuck	14-Jul-20	Preparation and updating of POC/claims register. Processing banking correspondence and information requests. WEPP correspondence and request.	4.9
Donna Tuck	15-Jul-20	Preparation and updating of POC/claims register. Processing banking correspondence and information requests.	5.5
Donna Tuck	20-Jul-20	General office inquiries and correspondence. Process documents for issuance statement of final sale receipts. Preparation and updating of POC/claims register.	1.5
Donna Tuck	21-Jul-20	Preparing accounting documents for processing. Process documents for issuance statement of receipts. Preparation and updating of POC/claims register. Processing banking correspondence and information requests.	1.8
Donna Tuck	28-Jul-20	General CRA office filing, mail distribution, correspondence. Processing documentation for CRA for business consents.	1.3
Donna Tuck	29-Jul-20	General office inquiries and correspondence. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Preparation and updating of POC/claims register. General CRA office filing, mail distribution, correspondence. Review of WEPP correspondence and request.	2.5
Donna Tuck Total			50.9
Fiona Han	26-Jun-20	direct Zach re work streams	0.2
Fiona Han	26-Jun-20	Call with Donna re mailing list	0.3
Fiona Han	28-Jun-20	Review Notice 245/246 for Hillspring, HSF and Logistics, Review credit lists and SOA, review employee termination letters	1.0
Fiona Han	29-Jun-20	calls and email correspondences, review letters to terminated employees and vendors re HSF, Hillspring and Logistics; draft agreements re HSF goods and records	5.0
Fiona Han	30-Jun-20	email correspondences with Josh and Paul	0.5
Fiona Han	2-Jul-20	call with Donna re notice 246 call with Zach re insurance	1.0
Fiona Han	3-Jul-20	email correspondences re insurance	0.9
Fiona Han	6-Jul-20	call with Zach re the working items for the week	0.5
Fiona Han	7-Jul-20	daily update with Zach	0.6



HSF Foods Recevership WIP Time Details

Person	Date	Description	Hours
Fiona Han	8-Jul-20	daily update with Zach	0.6
Fiona Han	9-Jul-20	daily update with Zach	0.6
Fiona Han	10-Jul-20	daily update with Zach	0.6
Fiona Han	11-Jul-20	Review the Logistic Report; Review and Revise the HSF Report; Review and Revise the Hillspring Report, daily morning calls with Zach re various email correspondences	3.5
Fiona Han	13-Jul-20	morning calls with Zach re mailbox; calls with Zach re setting creditor meetings	1.0
Fiona Han	14-Jul-20	Morning calls with Zach	0.5
Fiona Han	14-Jul-20	call with Davies and McCain re WEPPA	0.9
Fiona Han	14-Jul-20	call with George and Josh	0.5
Fiona Han	15-Jul-20	morning calls with Zach	0.5
Fiona Han	16-Jul-20	morning calls with Zach	0.5
Fiona Han	17-Jul-20	morning calls with zach	0.5
Fiona Han	21-Jul-20	Payroll register, McCain Payroll, Hillspring Payroll Reconciliation, call with Zac	4.2
Fiona Han	23-Jul-20	call with Tara and Nia re Hillspring WEPPA	1.0
Fiona Han	23-Jul-20	Further reconciliation re Hillspring records, call with Zach	3.2
Fiona Han	24-Jul-20	call with Tara and Nia re Hillspring WEPPA	1.0
Fiona Han	25-Jul-20	Review the revised WEPPA reconciliation	0.7
Fiona Han	27-Jul-20	call with Zach	0.3
Fiona Han	28-Jul-20	Review and call re one creditor's claim of taking possession of grains	0.4
Fiona Han	28-Jul-20	call and email correspondence with Anson and Donna re business numbers for the CRA audit	0.5
Fiona Han	28-Jul-20	Further review and revise Hillspring WEPPA reconciliation	2.5
Fiona Han	29-Jul-20	call with Anson re WEPPA termination payments	0.5
Fiona Han	29-Jul-20	Review and revise WEPPA letters to the Hillspring employees	1.0
Fiona Han	30-Jul-20	call with Donna Tuck	0.3
Fiona Han Total			35.3
George Kinsman	26-Jun-20	Prep for and attend Receivership hearing. Call with McCain re: closing matters. File documents with the OSB re: Bankruptcy. Address immediate transition matters with McCain and OPC.	4.1
George Kinsman	28-Jun-20	Various e-mails to address closing matters with C&P and McCain. Prepare for closing.	1.7
George Kinsman	29-Jun-20	Execute closing documents. Meeting at C&P office. Calls with EY team on Day 1 matters. Multiple calls and e-mails with counsel in advance of closing.	4.2
George Kinsman	30-Jun-20	Closing matters. Calls with counsel re: various issues. Execute final documents. Address early day administrative matters.	3.4
George Kinsman	1-Jul-20	E-mails with counsel on next steps, McCain matters and issues with B Brake including status of 2019 Spudnik Crop Cart.	0.9
George Kinsman	2-Jul-20	First report preparation. Various calls with counsel on McCain transaction. Review HJV lease agreement. Analyze same and e-mail to counsel. Evaluate McCain offers for equipment.	3.7
George Kinsman	3-Jul-20	Draft 1st Report to Court. Address insurance matters. Review and finalize private sales of supplemental equipment with McCain. Consider Brake offer. Call with counsel to address BDC equipment matter. Review ACOA submissions. e-mails with counsel on antique tractors and Spudnik unit.	5.1
George Kinsman	6-Jul-20	Review BDC materials to address the Transaction. Calls with Jardine re: equipment transfers and issues for same. Review insurance payout statements from last 12 months. Review matters re: antique tractors and Spudnik Crop Cart.	4.1



HSF Foods Recevership WIP Time Details

Person	Date	Description	Hours
George Kinsman	7-Jul-20	Drafting of First Report. Calls and e-mail with Jardine to address equipment matters. Finalize propose auction agreement. Call with Realtor and finalize listing agreements for Residual Real Property.	5.1
George Kinsman	8-Jul-20	First report and First report supplemental. Equipment and real property calls with Jardine and Haydon.	5.4
George Kinsman	14-Jul-20	Calls with McCain, counsel and Jardine re: equipment matters. Address equipment lien matter. Prepare for FMOC.	3.4
George Kinsman	15-Jul-20	Prepare for meeting of creditors. Address McCain issues re: equipment. Call with Realtor re: offer on Graham street. Calls with counsel for OPC and CIBC. Address equipment lien matter.	4.6
George Kinsman	17-Jul-20	Distribution analysis for FCC/CIBC. Bill of Sale with McCain re: misc. equipment. Minutes for FMOC.	3.6
George Kinsman	20-Jul-20	Execute real property agreement, call with McCain counsel on closing matters, discussion PwC on Grand Falls Agromart matter. Various receivership administration matters.	3.1
George Kinsman	21-Jul-20	Review draft Distribution Analysis and circulate to counsel.	0.6
George Kinsman	22-Jul-20	Correspondence with McCain re: closing matters. Correspondence with OPC re: equipment at Woodstock warehouse.	0.4
George Kinsman	24-Jul-20	Update First Report and First Report supplemental. Address serial numbered equipment issues with Jardine.	2.8
George Kinsman	28-Jul-20	Review real property offers. Call with Realtor. e-mail to client. Call with counsel re: admin matters including CIBC / FCC distribution.	1.2
George Kinsman	31-Jul-20	Land sale closing matters. Correspondence with Powell re: vehicle matter.	1.1
George Kinsman Total			58.5
Robert Ferguson	6-Jul-20	Set-up website and post documents. Set up email. Co-ordinate placement of ads.	2.1
Robert Ferguson	17-Jul-20	Post documents to document centre website.	0.2
Robert Ferguson Total			2.3
Steve McLaughlin	29-Jun-20	Calls and emails re: receivership and bankruptcy matters.	1.2
Steve McLaughlin	30-Jun-20	Bankruptcy notices and receivership matters.	0.4
Steve McLaughlin	2-Jul-20	Receivership notices and other matters.	0.4
Steve McLaughlin	3-Jul-20	Receivership notices and other matters.	2.3
Steve McLaughlin Total			4.3
Zach LeBlanc	29-Jun-20	Team Call with George, Fiona, Donna and Steve, reviewed and modified the creditors list for each entity before mailout, prepared communication for potential insurance provider, helped modify the external website	6.0
Zach LeBlanc	30-Jun-20	Call with Rob to update Website, call with Donna regarding the utilities, coordinated with HSF employee, updated and reviewed the residual equipment list, reached out to the current insurance broker	7.0
Zach LeBlanc	2-Jul-20	Monitored mailbox, coordinated with insurance broker, reviewed information on the truck that was in an accident, prepared the Trustee's Preliminary Administration report	7.0
Zach LeBlanc	5-Jul-20	Coordination of insurance	2.6
Zach LeBlanc	6-Jul-20	Preparation of the preliminary report of the trustee, coordination of insurance, correspondence with creditors and employees	9.0
Zach LeBlanc	7-Jul-20	Preparation of the preliminary report of the trustee, coordinated insurance, correspondence with creditors and employees	6.3
Zach LeBlanc	10-Jul-20	correspondence with creditors and employees	2.0
Zach LeBlanc	13-Jul-20	Preparation of the preliminary report of the trustee, correspondence with creditors and employees, preparation for the first meeting of creditors	9.4
Zach LeBlanc	14-Jul-20	Correspondence with creditors and employees, preparation for the first meeting of creditors, Meetings with McCain regarding WEPPA	8.1



HSF Foods Recevership WIP Time Details

Person	Date	Description	Hours
Zach LeBlanc	15-Jul-20	correspondence with creditors and employees, preparation for the first meeting of creditors, Correspondence with insurance broker	6.7
Zach LeBlanc	16-Jul-20	correspondence with creditors and employees, preparation for the first meeting of creditors, Attendance of the first meeting of creditors, preparation of the meeting minutes	6.5
Zach LeBlanc	20-Jul-20	Correspondence with creditors and employees, Review of the payroll sent by mccain, correspondence with insurance	5.8
Zach LeBlanc	21-Jul-20	McCain Payroll Reconciliation, correspondence with creditors and employees, correspondence with insurance	7.0
Zach LeBlanc	22-Jul-20	McCain Payroll Reconciliation, Preparation of WEPPA Claim, correspondence with creditors and employees	3.3
Zach LeBlanc	23-Jul-20	McCain Payroll Reconciliation, Preparation of WEPPA Claim, correspondence with creditors and employees	3.2
Zach LeBlanc	24-Jul-20	McCain Payroll Reconciliation, Preparation of WEPPA Claim, correspondence with creditors and employees	2.5
Zach LeBlanc	25-Jul-20	Review of the payroll sent by mccain, Preparation of the WEPPA claims	1.2
Zach LeBlanc	26-Jul-20	Review of the payroll sent by mccain, Preparation of the WEPPA claims	0.8
Zach LeBlanc	27-Jul-20	correspondence with creditors and employees, Review of the payroll sent by mccain, Preparation of the WEPPA claims	2.6
Zach LeBlanc	28-Jul-20	McCain Payroll Reconciliation, correspondence with creditors and employees, correspondence with insurance	5.1
Zach LeBlanc	29-Jul-20	McCain Payroll Reconciliation, Preparation of WEPPA Claim, correspondence with creditors and employees	1.8
Zach LeBlanc	30-Jul-20	Preparation of WEPPA Claim, correspondence with creditors and employees	1.4
Zach LeBlanc	31-Jul-20	Preparation of WEPPA Claim, correspondence with creditors and employees	1.5
Zach LeBlanc Total			106.8
Grand Total			260.1



HSF Foods Recevership (E-65645549)
WIP Expense Details

Person	Date	Description	Amount
Donna Tuck	6-Jul-20	Postage Paid for Notice to Creditors Mailout	540.27
Donna Tuck Total			540.27
Postage & Shipping Costs	3-Jul-20	Postage & Shipping Costs	926.05
Postage & Shipping Costs Total			926.05
Recharges - Creative Dsgn Svcs	6-Jul-20	Recharges - Creative Dsgn Svcs	142.49
Recharges - Creative Dsgn Svcs Total			142.49
Grand Total			1,608.81



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500005611

Please include this number with payment

Invoice Date: September 02, 2020
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:

EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of the HSF Group of Companies for the period 01 August 2020 - 28 August 2020.

	Net	Tax	Rate	Tax Amount	<u>CAD</u> Total
Fee	26,479.00				
Administrative surcharge at 5%	1,323.95				
Total	27,802.95	HST	15 %	4,170.44	31,973.39
Expenses	3,337.83	HST	15 %	500.67	3,838.50
	31,140.78			4,671.11	35,811.89
Invoice summary	31,140.78				
Tax :	15% HST			4,671.11	
Total:	31,140.78			4,671.11	35,811.89

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Recevership
Summary Time & Fee Analysis
For the peroid of 01 August 2020 to 28 August 2020

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	30.2	\$495	\$14,949.00
Jerica LeBlanc	Restructuring Senior	0.8	\$200	\$160.00
Denis Kuznetsov	Restructuring Senior	0.2	\$200	\$40.00
Zach LeBlanc	Restructuring Senior	17.8	\$200	\$3,560.00
Donna Tuck	Restructuring Analyst	44.4	\$175	\$7,770.00
Total Fee		93.4		\$26,479.00



HSF Foods - Receiver & Trustee (E-65645549)

WIP Time Details

Person	Date	Description	Hours
Denis Kuznetsov	10-Aug-20	posting documents to the website	0.2
Denis Kuznetsov Total			0.2
Donna Tuck	4-Aug-20	Preparation and updating of POC/claims register. Processing banking correspondence and information requests. Review of WEPP correspondence drafts and updates.	2.5
Donna Tuck	5-Aug-20	General office inquiries and correspondence. Processing banking wire transfer requests for secured creditors. Processing banking correspondence and information requests. Review of WEPP correspondence and request. Preparation of documents.	2.5
Donna Tuck	6-Aug-20	Review of WEPP correspondence and request. Preparation of documents.	8.0
Donna Tuck	7-Aug-20	Preparation and updating of POC/claims register. Review of WEPP correspondence and request. Preparation of documents and coordination for mail out of employees.	9.0
Donna Tuck	10-Aug-20	Processing final documentation for mail out of WEPP--affidavit	0.8
Donna Tuck	11-Aug-20	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. General office inquiries and correspondence. Processing banking wire transfer requests. Preparation and updating of POC/claims register.	2.5
Donna Tuck	12-Aug-20	General office inquiries and correspondence. Preparing accounting documents for processing. Process documents for issuance statement of receipts. Preparation and updating of POC/claims register. Processing banking correspondence and information requests. Processing documentation for CRA for Business consent. Communication to Anson for payroll review and processing required documentation.	3.5
Donna Tuck	13-Aug-20	Process documents for issuance statement of receipts for final sale. Preparation and updating of POC/claims register.	1.0
Donna Tuck	17-Aug-20	General office inquiries and correspondence. Preparing accounting documents for processing. Preparation and updating of POC/claims register. Processing banking transfer requests. Processing documentation for CRA for GST/HST setup confirmation. Review of WEPP employee requests. Review of WEPP correspondence--POC and filings.	6.2
Donna Tuck	18-Aug-20	General office inquiries and correspondence. Preparing accounting documents for processing. Preparation and updating of POC/claims register. Processing banking transfer requests. Processing documentation for CRA for GST/HST setup confirmation. Review of WEPP employee requests. Review of WEPP correspondence--POC and filings.	4.8
Donna Tuck	19-Aug-20	Processing monthly bank interest on account and processing bank reconciliation reports. Review of WEPP correspondence--POC and filings.	1.3
Donna Tuck	20-Aug-20	General office inquiries and correspondence. Preparation and updating of POC/claims register. Processing banking correspondence and information requests. Phone call to CRA to review GST/HST requirements/update. Processing GST/HST reports for review/netfiling.	2.3
Donna Tuck Total			44.4
George Kinsman	4-Aug-20	Address WEPPA matters. Review Reimbursement Agreement with counsel. Equipment review with Haydon and Jardine (warehouse inventory).	5.1
George Kinsman	5-Aug-20	Prepare for hearing. Coordinate initial distributions for FCC and CIBC.	1.3



HSF Foods - Receiver & Trustee (E-65645549)

WIP Time Details

Person	Date	Description	Hours
George Kinsman	6-Aug-20	Prep for and attend court hearing. Calls with counsel re: various file matters. Review WEPPA claim calculations and call with EY team re: same. Address misc equipment stored at Woodstock warehouse with Realtor and Auctioneer.	2.1
George Kinsman	7-Aug-20	Ltr to Agromart re: secured proof of claim.	0.6
George Kinsman	10-Aug-20	Review of Raptor vehicle issue and communication with McElman re: same.	0.4
George Kinsman	11-Aug-20	Communications with PwC re: Agromart claim. Various file administrative matters.	0.7
George Kinsman	12-Aug-20	Review documentation re: Agromart claim. Various e-mails with McCain on closing matters including T4, ROE production and pursuit of amounts payable under BDC sale agreement.	1.2
George Kinsman	13-Aug-20	Real property closing calls with Realtor and counsel. Communications with Jardine re: equipment auction.	0.8
George Kinsman	14-Aug-20	Call with McCain team re: WEPPA process and employee information. Call with McCain and research re: vehicle registration matter.	1.3
George Kinsman	17-Aug-20	Review and provide comments on closing documentation for real property sales. Call with Jardine re: registration documents in advance of equipment auction. Correspondence with McCain re: Farming Equipment Lease.	1.1
George Kinsman	18-Aug-20	Review J Brake e-mails. Correspondence with McCain re: registration recovery. Meeting with C&P re: execution of closing documents for real property sales.	1.2
George Kinsman	19-Aug-20	Various corespondence re: real property sale closing matters. WEPPA claims and employee communication. Update from auctioneer re: equipment on line sale.	1.1
George Kinsman	20-Aug-20	Corespondence with McCain re: BDC equipment sale. Information to FCC re: equipment recovery.	1.6
George Kinsman	21-Aug-20	Call with Jardine re: auction process. Review equipment agreements and supply detailed calculations to FCC.	1.4
George Kinsman	24-Aug-20	Follow up vehicle registration matters. Cross reference identified vehicles against Jardine auction summary. Communication with counsel re: same.	0.8
George Kinsman	25-Aug-20	Review McCain repair expense reports. Prepare Equipment Lease summary tracking schedule. Distribute same to McCain for comments. Review current WEPPA status and other administrative matters with team.	3.3
George Kinsman	26-Aug-20	Call with McCain resources re: equipment lease schedule. Review Jardine auction report detail and summarize status of recoveries as between secured lenders security under priority arrangement.	3.1
George Kinsman	27-Aug-20	Review e-mail from McCain re: equipment lease questions and respond to same. e-mail to FCC re: equipment matter.	1.8
George Kinsman	28-Aug-20	Calls with counsel. Investigate equipment issue raised by local farmer. Coordinate payments of Farm Equipment Lease and Jardine auction proceeds.	1.3
George Kinsman Total			30.2
Jerica Leblanc	26-Aug-20	update asset listing with auction results	0.8
Jerica Leblanc Total			0.8
Zach LeBlanc	4-Aug-20	Correspondence with creditors and employees	1.6
Zach LeBlanc	5-Aug-20	Correspondence with creditors and employees	1.6
Zach LeBlanc	6-Aug-20	Correspondence with creditors and employees	1.1
Zach LeBlanc	14-Aug-20	Correspondence with creditors and employees	1.3
Zach LeBlanc	18-Aug-20	Correspondence with creditors and employees, review of management emails	3.2
Zach LeBlanc	24-Aug-20	Correspondence with creditors and employees, preparation of documents for the Auctioneer	4.8



HSF Foods - Receiver & Trustee (E-65645549)
WIP Time Details

Report #: GFIS 3003T
Printed: 2020-09-01
10:28 AM
Page 3 of 3

Person	Date	Description	Hours
Zach LeBlanc	25-Aug-20	Correspondence with creditors and employees, Preparation of document for creditors	3.4
Zach LeBlanc	26-Aug-20	Correspondence with creditors, identification of properties	0.8
Zach LeBlanc Total			17.8
Grand Total			93.4



HSF Foods - Receiver & Trustee (E-65645549)
WIP Expense Details

Account	Date	Description	Amount
Cossette Media Inc	4-Aug-20	Advertising	3,337.83
Cossette Media Inc Total			3,337.83
Grand Total			3,337.83



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500005778
Please include this number with payment

Invoice Date: October 07, 2020
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of the HSF Group of Companies for the period of 29 August 2020 - 30 September 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	13,273.50				
Administrative surcharge at 5%	663.68				
Total	13,937.18	HST	15 %	2,090.58	16,027.76
	13,937.18			2,090.58	16,027.76
Invoice summary	13,937.18				
Tax : 15% HST				2,090.58	
Total:	13,937.18			2,090.58	16,027.76

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Recevership
Summary Time & Fee Analysis
For the peroid of 29 August 2020 - 30 September 2020

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	14.3	\$495	\$7,078.50
Fiona Han	Restructuring Senior	2.9	\$350	\$1,015.00
Zach LeBlanc	Restructuring Senior	10.5	\$200	\$2,100.00
Donna Tuck	Restructuring Analyst	17.6	\$175	\$3,080.00
Total Fee		45.3		\$13,273.50



HSF Foods Formal Insolvency Receiver & Trustee (E-65645549)

WIP Time Details

Report #: GFIS 3003T

Printed: 2020-10-06

1:32 PM

Page 1 of 2

Person	Date	Description	Hours
Donna Tuck	1-Sep-20	Preparing accounting documents for processing. Processing banking correspondence and information requests. General office inquiries and correspondence. Communication to CRA for payroll review and processing required documentation.	2.3
Donna Tuck	2-Sep-20	Preparing accounting documents for processing. Processing payment/deposit for bank. Process documents for issuance of cheque(s) for payment. Process documents for issuance statement of receipts. General CRA office correspondence.	2.3
Donna Tuck	3-Sep-20	Contact with vendor to about invoicing issues. General CRA office filing, mail distribution, correspondence. Processing documentation for filing of receivership/bankruptcy procedure, processing documents for filing.	2.3
Donna Tuck	8-Sep-20	Preparation and updating of POC/claims register.	0.3
Donna Tuck	9-Sep-20	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Communication to CRA for processing required documentation on GST status. Review with vendor re outstanding invoicing.	2.0
Donna Tuck	14-Sep-20	Review of WEPP correspondence and request. Preparation of documents for mail merge. Processing various accounting documents for permanent filing. Preparation and updating of POC/claims register. General CRA correspondence re GST44.	2.3
Donna Tuck	15-Sep-20	Process documents for issuance of cheque(s) for payment. Preparation and updating of POC/claims register. Communication to McCains for CRA Payroll/HST review and processing required documentation. Review of WEPP correspondence and request. Preparation of documents.	1.8
Donna Tuck	16-Sep-20	General office inquiries and correspondence. Review of WEPP correspondence and request. Preparation of documents.	0.8
Donna Tuck	17-Sep-20	Processing documentation for CRA for GST/HST review/reassessment audit. Preparing of documentation for review and submission for WEPP.	2.0
Donna Tuck	18-Sep-20	Phone call to CRA to review GST/HST requirements/update to Audit documentation.	0.3
Donna Tuck	21-Sep-20	Processing bank reconciliation reports.	0.2
Donna Tuck	21-Sep-20	Communication to CRA for payroll review and required documentation.	0.3
Donna Tuck	22-Sep-20	General office inquiries and correspondence. General CRA office filing, mail distribution, correspondence.	0.5
Donna Tuck	28-Sep-20	Processing GST/HST reports for review/netfiling.	0.2
Donna Tuck Total			17.6
Fiona Han	14-Sep-20	email correspondence re getting documents and answers re WEPP claims	0.4
Fiona Han	15-Sep-20	call with Donna re the limitation act; call with the company informing the new act and additional works need to be done re WEPPA and other supporting documents required	1.5
Fiona Han	16-Sep-20	call with Anson and George re WEPP claims	1.0
Fiona Han Total			2.9
George Kinsman	31-Aug-20	Draft and issue Notice of Disallowance of Secured Claim to Grand Falls Agromart.	0.4
George Kinsman	2-Sep-20	Review McCain materials re: additional Farm Equipment Lease repair invoices.	0.7
George Kinsman	3-Sep-20	Assemble materials for CIBC information request. Meeting with counsel to swear affidavit re: vehicle transfer. Call with Jardine re: on line auction proceeds. CRA matter and advice to McCain re: same.	2.1
George Kinsman	9-Sep-20	Review e-mail from PwC re: Liber equipment extension. Follow up with Jardine re: same.	0.8
George Kinsman	10-Sep-20	Distribution analysis re: BDC allocation.	0.8



HSF Foods Formal Insolvency Receiver & Trustee (E-65645549)
WIP Time Details

Report #: GFIS 3003T
Printed: 2020-10-06
1:32 PM
Page 2 of 2

Person	Date	Description	Hours
George Kinsman	14-Sep-20	Review and respond to PwC e-mail re: various matters raised. Call with counsel re: same.	0.4
George Kinsman	16-Sep-20	Calls re: WEPPA and Time Limitations Act. Call with McCain re additional information requirements.	0.9
George Kinsman	17-Sep-20	Call with Employment Services NB. e-mail to McCain re: various outstanding CRA audit requests for HST and Payroll. Communications with counsel re: BDC proceed allocation proposal.	2.1
George Kinsman	18-Sep-20	Call with the NB Dept of Agriculture re: complaint logged by Grand Falls Agromart re: grain on site.	0.6
George Kinsman	21-Sep-20	e-mails with counsel re: vehicle registrations identified for vehicles not located. Communication with counsel for Brakes re: same.	1.8
George Kinsman	23-Sep-20	Review of files re: equipment schedules and McCain transferred units. Exchange with counsel re: same.	1.1
George Kinsman	24-Sep-20	Call with counsel for McCain re: Workplace Safe NB.	0.6
George Kinsman	25-Sep-20	Prepare Farm Equipment Lease billing schedule for McCain review. e-mail to McCain re: same.	1.6
George Kinsman	30-Sep-20	Review and respond to e-mail from CIBC counsel. Discussion with C&P re: same.	0.4
George Kinsman Total			14.3
Zach LeBlanc	1-Sep-20	Correspondence with creditors and employees	0.2
Zach LeBlanc	2-Sep-20	Correspondence with creditors	0.4
Zach LeBlanc	3-Sep-20	Correspondence with creditors	0.6
Zach LeBlanc	9-Sep-20	Insurance documents review	1.5
Zach LeBlanc	11-Sep-20	Correspondence with creditors, Insurance review	1.5
Zach LeBlanc	14-Sep-20	Payroll Review	0.7
Zach LeBlanc	15-Sep-20	Payroll Review	1.5
Zach LeBlanc	16-Sep-20	Insurance Review	0.3
Zach LeBlanc	17-Sep-20	Insurance Review	0.5
Zach LeBlanc	22-Sep-20	Insurance Investigation.	1.3
Zach LeBlanc	23-Sep-20	Discussion with creditors.	0.6
Zach LeBlanc	29-Sep-20	Correspondence with creditors, Insurance review	1.4
Zach LeBlanc Total			10.5
Grand Total			45.3



Ernst & Young Inc.
Halifax, NS

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice

Invoice No.: CA12C500005927

Please include this number with payment

Invoice Date: November 04, 2020
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of the HSF Group of Companies for the period of 01 October 2020 - 30 October 2020.

	Net	Tax	Rate	Tax Amount	<u>CAD</u> Total
Fee	26,279.00				
Administrative surcharge at 5%	1,323.95				
Total	27,602.95	HST	15 %	4,140.44	31,743.39
	27,602.95			4,140.44	31,743.39
Invoice summary	27,602.95				
Tax : 15% HST				4,140.44	
Total:	27,602.95			4,140.44	31,743.39

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Recevership
Summary Time & Fee Analysis
For the peroid of 01 October 2020 to 30 October 2020

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	13.5	\$495	\$14,949.00
Zach LeBlanc	Restructuring Senior	10.7	\$200	\$3,560.00
Donna Tuck	Restructuring Analyst	36.0	\$175	\$7,770.00
Total Fee		60.2		\$26,279.00

WIP Time Details

Person	Date	Description	Hours
Donna Tuck	1-Oct-20	General office inquiries and correspondence. Communication concerning payroll review and processing required documentation. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment.	2.0
Donna Tuck	1-Oct-20	Review of WEPP correspondence with employee (J Lunn)	0.3
Donna Tuck	2-Oct-20	General office inquiries and correspondence. Process documents for issuance statement of receipts.	0.8
Donna Tuck	5-Oct-20	General office inquiries and correspondence.	0.5
Donna Tuck	7-Oct-20	Process documents for issuance of cheque(s) for payment.	0.5
Donna Tuck	8-Oct-20	General office inquiries and correspondence. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Process documents for issuance statement of receipts. Processing banking wire transfer requests. Processing banking correspondence and information requests.	1.5
Donna Tuck	9-Oct-20	General office inquiries and correspondence. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Processing banking wire transfer requests. Prepare paperwork and issuance statement of final sales receipts. Processing banking correspondence and information requests.	2.3
Donna Tuck	13-Oct-20	General office inquiries and correspondence. Review of WEPP correspondence--POC and filings.	1.3
Donna Tuck	14-Oct-20	Process documents for issuance of cheque(s) for payment. Prepare paperwork and issuance statement of final sale receipts. Processing documentation for payroll review (WEPP).	2.3
Donna Tuck	15-Oct-20	Process documents for issuance of cheque(s) for payment.	0.3
Donna Tuck	19-Oct-20	Processing breakdown of banked time for employees.(WEPP)	4.0
Donna Tuck	20-Oct-20	General CRA correspondence. Prepare paperwork for WEPP review.	3.9
Donna Tuck	22-Oct-20	General office inquiries and correspondence. Employee breakdown for WEPP	4.3
Donna Tuck	23-Oct-20	Processing breakdown of banked time for employees.(WEPP)	6.4
Donna Tuck	26-Oct-20	Preparing accounting documents for processing. Process documents for issuance statement of receipts. Processing payment/deposit for bank.	0.8
Donna Tuck	27-Oct-20	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Review WEPP breakdown.	0.8
Donna Tuck	28-Oct-20	Prepare analysis for WEPP breakdown for vacation and bank time.	3.5
Donna Tuck	29-Oct-20	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment.	0.5
Donna Tuck Total			36.0
George Kinsman	2-Oct-20	Review vehicle response details from legal counsel to Brake. Update tracking sheet and discussion with counsel on next steps. E-mail to Pegg re: vehicle details.	1.2
George Kinsman	5-Oct-20	Various e-mails with counsel re: file administration matters including legal bills from Bingham Law.	0.3
George Kinsman	7-Oct-20	Review and respond to PwC e-mail re: status of various file matters including potential release of funds to CIBC.	0.4
George Kinsman	8-Oct-20	Review draft response to counsel for Brake re: equipment matters. Complete requests from CIBC for interim distribution of funds associated with amended WEPPA estimate.	0.8
George Kinsman	9-Oct-20	Assemble materials and e-mails with Jardine re: supplemental equipment appraisal requirements and potential asset retrieval exercise.	1.1
George Kinsman	13-Oct-20	Administrative file matters. e-mails with McCain and staff re: employee records. Jardine desktop re: McCain vehicles.	1.3
George Kinsman	15-Oct-20	Telephone calls with Jardine re: appraisal details and on site inspection.	0.5
George Kinsman	16-Oct-20	Review equipment appraisal information from Jardine re: supplemental vehicles. Call with counsel re: same.	0.8
George Kinsman	19-Oct-20	Calls with Jardine re: vehicles. Exchanges with OPC counsel re: Kenworth sale.	0.8

WIP Time Details

Person	Date	Description	Hours
George Kinsman	20-Oct-20	Draft and review Bills of Sale re: OPC. Ben Brake and Beatrice Brake vehicle transactions. Call with Jardine re: GMC vehicle with incorrect VIN.	1.1
George Kinsman	21-Oct-20	Calls with Jardine and Trevr Rowsell at McCain re: vehicle transfers. Follow up with WEPPA claim status.	0.9
George Kinsman	23-Oct-20	Call with Bill Pegg re: transferred vehicle. Execute letters re: vehicles sales pre-auction.	0.4
George Kinsman	29-Oct-20	Review scrap / additional equipment findings from HSF. Call with Kingston re: same. Action item discussion with McElman.	1.7
George Kinsman	30-Oct-20	Call with PwC re: scrap and equipment matters identified. Call with Jardine re: same and coordination of onsite visit. Administrative reviews (payables and insurance matters). Review and prepare November farm equipment lease billing.	2.2
George Kinsman Total			13.5
Zach LeBlanc	2-Oct-20	Insurance Review	0.3
Zach LeBlanc	6-Oct-20	Insurance review, correspondence with creditors and real estate review	0.7
Zach LeBlanc	8-Oct-20	Equipment matters	1.4
Zach LeBlanc	9-Oct-20	Equipment matters	0.2
Zach LeBlanc	13-Oct-20	Proof of claim review	0.4
Zach LeBlanc	19-Oct-20	Correspondence with creditor	0.3
Zach LeBlanc	21-Oct-20	Proof of claim receipt, insurance review	1.1
Zach LeBlanc	22-Oct-20	Proof of claim receipt, insurance review	0.7
Zach LeBlanc	23-Oct-20	Auctioneers Correspondence	1.2
Zach LeBlanc	27-Oct-20	Insurance payment	0.7
Zach LeBlanc	29-Oct-20	Correspondence with auctioneer and insurance payment	1.5
Zach LeBlanc	30-Oct-20	Property review for utility and insurance provider	2.2
Zach LeBlanc Total			10.7
Grand Total			60.2



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500006051
Please include this number with payment

Invoice Date: December 09, 2020
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of the HSF Group of Companies for the period of 01 November 2020 - 30 November 2020.

	Net	Tax	Rate	Tax Amount	CAD Total
Total	44,278.38	HST	15 %	6,641.76	50,920.14
	44,278.38			6,641.76	50,920.14
Invoice summary	44,278.38				
Tax : 15% HST				6,641.76	
Total:	44,278.38			6,641.76	50,920.14

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods: Court Appointed Receivership
Summary Time & Fee Analysis
For the period of 01 November 2020 to 30 November 2020

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	45.3	\$495	\$22,423.50
Zach LeBlanc	Restruturing Senior	16.0	\$200	\$3,200.00
Donna Tuck	Restructuring Analyst	53.4	\$175	\$9,345.00
Total Fee		114.7		\$34,968.50



HSF Foods - Court Appointed Receivership (E-65645549)
WIP Time Details

Report #: GFIS 3003T
Printed: 2020-12-08
10:42 AM
Page 1 of 2

Person	Date	Description	Hours
Donna Tuck	2-Nov-20	Review of General Ledger and processing receipt and disbursement (SRD) report, Processing breakdown of McCain receipts, Processing Journal Entries for accounting reconciliation, General CRA office correspondence, Processing paperwork for WEPP for employees.	2.8
Donna Tuck	3-Nov-20	Preparing accounting documents for processing, General CRA office correspondence re GST44 Form, Processing paperwork for WEPP for employees.	2.3
Donna Tuck	4-Nov-20	General office inquiries and correspondence, Preparing accounting documents for processing, Processing payment/deposit for bank, Process documents for issuance statement of receipts, Processing paperwork for WEPP for employees.	4.2
Donna Tuck	5-Nov-20	General office inquiries and correspondence, Preparing accounting documents for processing, Process documents for issuance statement of receipts..	1.3
Donna Tuck	10-Nov-20	Processing paperwork for WEPP for employees.	1.0
Donna Tuck	12-Nov-20	Processing paperwork for WEPP for employees.	1.0
Donna Tuck	16-Nov-20	Review of General Ledger and processing receipt and disbursement (SRD) report.	0.3
Donna Tuck	17-Nov-20	Preparing accounting documents for processing, Process documents for issuance statement of receipts, Review of WEPP correspondence and request, Preparation of documents.	3.5
Donna Tuck	19-Nov-20	Process documents for issuance statement of asset sale receipts, Review of General Ledger and processing receipt and disbursement (SRD) report, Review of WEPP correspondence and request, Preparation of documents.	2.5
Donna Tuck	20-Nov-20	Review of WEPP correspondence and preparation of documents, Processing CRA payroll audit, Preparation and updating of POC/claims register.	2.5
Donna Tuck	23-Nov-20	General office inquiries and correspondence, Communication to CRA for payroll audit and processing required documentation, Processing CRA summary paperwork for 2020 T4's reconciliation.	3.0
Donna Tuck	24-Nov-20	General office inquiries and correspondence, Communication to CRA for payroll audit and processing required documentation, Processing CRA summary paperwork for 2020 T4's reconciliation.	3.0
Donna Tuck	25-Nov-20	General office inquiries and correspondence, Communication to CRA for payroll audit and processing required documentation, Processing CRA summary paperwork for 2020 T4's reconciliation, Processing WEPP documentation for employees new eligibility process plus mailout.	10.0
Donna Tuck	26-Nov-20	General office inquiries and correspondence, Communication to CRA for payroll audit and processing required documentation, Processing WEPP documentation for employees new eligibility process plus mailout.	8.0
Donna Tuck	30-Nov-20	Processing documentation/breakdown for CRA for payroll audit, Review of WEPP correspondence and request, Preparation of documents.	8.0
Donna Tuck Total			53.4
George Kinsman	2-Nov-20	Call with PwC and Jardine re: scrap equipment and on site visit, McCain exchanges re: Nov Farm Equipment Lease invoice, Review internal accounting and SRD details.	1.2
George Kinsman	3-Nov-20	Administrative review of SRD, Follow up CRA HST matter re: McCain election for self remittance, e-mail with McCain counsel re: same.	0.8
George Kinsman	6-Nov-20	Call with Jardine re: on site scrap and equipment, e-mail exchanges with McCain re: payroll and CRA audit.	0.7
George Kinsman	9-Nov-20	Call with FCC re: status update, Review Jardine scrap appraisal report, Memo to C&P re: same and next steps, Coordinate call with McCain and CRA re: payroll audit.	1.6
George Kinsman	10-Nov-20	Call with CRA and McCain re: payroll audit.	0.6



HSF Foods - Court Appointed Receivership (E-65645549)

WIP Time Details

Person	Date	Description	Hours
George Kinsman	12-Nov-20	Call with PwC re: updates on scrap and CRA matters. Call with McCain re: equipment lease purchase option and return of assets.	1.1
George Kinsman	13-Nov-20	Call with OPC counsel re: scrap sale option. Review McCain Farm Equipment Lease election. Call with counsel re: same.	0.7
George Kinsman	14-Nov-20	Review McCain Farming Equipment election. Calculation of amounts payable under same.	1.7
George Kinsman	15-Nov-20	Prepare draft distribution schedules addressing FCC/CIBC security entitlements and McCain Farming Equipment elections.	3.8
George Kinsman	16-Nov-20	Update McCain farming equipment schedules. Call with Jardine re: equipment recovery and auction process. Discussions with realtor re: offers on Heller Street property.	3.3
George Kinsman	17-Nov-20	Prepare detailed realization allocation schedules. Develop draft distribution summary. Review and finalize agreement for Heller Street. Discussions with FCC on Heller and scrap sale opportunities. Various calls with Jardine re: misc. assets.	5.7
George Kinsman	18-Nov-20	Finalize distribution analysis. e-mail to counsel for CIBC and FCC. Formalize acceptance of Heller Street offer. Extend offer to OPC re on site residual assets.	5.1
George Kinsman	19-Nov-20	Assemble materials and commence drafting of Second Receivers Report. Call re: distribution analysis with FCC and C&P.	2.8
George Kinsman	20-Nov-20	Draft 2nd Receivers Report.	3.6
George Kinsman	23-Nov-20	Draft of 2nd Report. Call with McCain team re: residual matters. Call with C&P, SM and PwC re: draft distribution schedule and proposed motion relief.	3.1
George Kinsman	24-Nov-20	Draft 2nd report.	0.6
George Kinsman	25-Nov-20	Draft 2nd Report. Call with Jardine re: Returned Farming Equipment. Call with McCain re: payroll audit.	2.9
George Kinsman	26-Nov-20	emails with McCain re: equipment accessories. Confirm same with Jardine. Update distribution schedules re: BDC agreement.	0.4
George Kinsman	27-Nov-20	Prepare Second Draft Report including distribution schedules.	3.5
George Kinsman	30-Nov-20	Review draft orders and notice of motion. Comments Jardine re: auction proposals. Response to D Boyd re: scrap sale allocation questions and distribution methodology. Update court report.	2.1
George Kinsman Total			45.3
Zach LeBlanc	16-Nov-20	Insurance review and coordination	4.8
Zach LeBlanc	18-Nov-20	Insurance coordination	0.6
Zach LeBlanc	19-Nov-20	Proof of claims reconciliation	0.7
Zach LeBlanc	20-Nov-20	Insurance payment coordination	0.3
Zach LeBlanc	23-Nov-20	Proof of claim review and reconciliation	2.7
Zach LeBlanc	24-Nov-20	Proof of claims reconciliation and Insurance update	3.2
Zach LeBlanc	25-Nov-20	Insurance update	0.9
Zach LeBlanc	26-Nov-20	Insurance update	1.2
Zach LeBlanc	27-Nov-20	Creditor correspondence and insurance update	1.1
Zach LeBlanc	30-Nov-20	Insurance update	0.5
Zach LeBlanc Total			16.0
Grand Total			114.7



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500006153

Please include this number with payment

Invoice Date: January 07, 2021

Due Date: Upon receipt

Client No.: 0012243560

Engagement No.: E-65681864

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:

EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period 01 December 2020 to 31 December 2020.

	Net	Tax	Rate	Tax Amount	<u>CAD</u> Total
Fee	13,794.50				
Administrative surcharge at 5%	689.73				
Total	14,484.23	HST	15 %	2,172.63	16,656.86
	14,484.23			2,172.63	16,656.86
Invoice summary	14,484.23				
Tax: 15% HST				2,172.63	
Total:	14,484.23			2,172.63	16,656.86

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of Invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods: Court Appointed Receivership
Summary Time & Fee Analysis
For the period of 01 December 2020 to 31 December 2020

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	16.6	\$495	\$8,217.00
Zach Leblanc	Restructuring Senior	6.7	\$250	\$1,675.00
Donna Tuck	Restructuring Analyst	22.3	\$175	\$3,902.50
Total Fee		45.6		\$13,794.50



HSF Foods: Receivership (E-65645549)
WIP Time Details

Person	Date	Description	Hours
Donna Tuck	1-Dec-20	Processing documentation/breakdown for CRA for payroll audit. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Review of WEPP correspondence and request.	4.5
Donna Tuck	2-Dec-20	Processing documentation/breakdown for CRA for payroll audit. Review of WEPP correspondence and request. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Process documents for issuance statement of receipts.	2.0
Donna Tuck	3-Dec-20	Processing bank reconciliation reports.	0.3
Donna Tuck	7-Dec-20	WEPP input of employees Proof of Claims (Service Canada). Review of WEPP correspondence from employee disputes. Processing T4's and mail out to employees. Process documents for issuance of cheque(s) for payment.	3.8
Donna Tuck	8-Dec-20	Review of WEPP correspondence from employee disputes.	0.5
Donna Tuck	8-Dec-20	Processing GST/HST reports for review/netfiling.	0.3
Donna Tuck	9-Dec-20	Processing banking correspondence and information requests.	0.5
Donna Tuck	10-Dec-20	Processing banking correspondence and information requests.	0.5
Donna Tuck	11-Dec-20	Prepare paperwork and issuance statement of interim disbursements.	1.0
Donna Tuck	14-Dec-20	General office inquiries and correspondence. Preparing accounting documents for processing. Processing various accounting documents for permanent filing. Preparation and updating of POC/claims register. Review of WEPP disputed claims.	1.5
Donna Tuck	15-Dec-20	Preparation and updating of POC/claims register. Review of WEPP disputed claims.	0.5
Donna Tuck	16-Dec-20	General office inquiries and correspondence.	0.5
Donna Tuck	17-Dec-20	General office inquiries. Review of WEPP disputed claims.	1.0
Donna Tuck	18-Dec-20	WEPP input of employees Proof of Claims (Service Canada) Review of WEPP disputed claims. Processing bank reconciliation reports.	0.8
Donna Tuck	21-Dec-20	Review of WEPP correspondence--POC and filings/disputes.	0.5
Donna Tuck	22-Dec-20	Processing GST/HST reports for review/netfiling (large submission analysis). Review of WEPP correspondence--POC and filings/disputes. Process documents for issuance of cheque(s) for payment.	3.0
Donna Tuck	23-Dec-20	Review of WEPP correspondence--POC and filings/disputes. Processing payment/deposit for bank. Processing various accounting documents for permanent filing.	1.1
Donna Tuck Total			22.3
George Kinsman	1-Dec-20	Review daft filing materials for Dec 9 hearing. Call with PwC re: distribution methodology and scrap sale allocation. Update Receivers Report.	2.0



HSF Foods: Receivership (E-65645549)
WIP Time Details

Person	Date	Description	Hours
George Kinsman	2-Dec-20	Receivers Report drafting. Calls with McCain Group re: Community Benefits. Assemble report schedules and prepare for filing. Assemble information for FCC. Follow up on Secured Lender outstanding indebtedness balances.	3.2
George Kinsman	3-Dec-20	Call with counsel for McCain. Receive comments on draft report section. Call with Jardine re: auction process re: 6 returned Farm Equipment Lease items. Review legal counsel amendments to draft report.	1.1
George Kinsman	4-Dec-20	Finalize and file Receivers report. Review scrap offer from OPCC.	1.6
George Kinsman	5-Dec-20	e-mails to FCC/PwC re: OPCC scrap inventory offer.	0.4
George Kinsman	7-Dec-20	Finalize and post materials to public website re: Dec 9 motion. Confirm scrap sale acceptance subsequent to FCC/CIBC support confirmation.	0.8
George Kinsman	8-Dec-20	Review materials in advance of hearing. Review draft closing documents for Heller Street Property Sale.	0.6
George Kinsman	9-Dec-20	Prepare for and attend court hearing. Assemble materials and coordinate distribution payments to Secured Creditors. e-mails to Jardine and Realtor to advise of court order.	3.1
George Kinsman	10-Dec-20	Execute closing materials re: 147 Heller Street Property sale.	0.6
George Kinsman	17-Dec-20	Execute Bill of Sale to OPCC re: scrap sale. Coordinate call with counsel to McCain re: Stephenson update letter. Execute closing documents for Heller Street closing. Coordinate distribution to FCC.	0.9
George Kinsman	18-Dec-20	Call with counsel for McCain re: Stephenson information request.	0.4
George Kinsman	22-Dec-20	Call with CRA re: Deemed Trust Claim matters. Call with D Tuck re: HST calculations. Prepare cover note to Justice Stephenson re: information update within Confidential Supplemental Report as requested.	1.4
George Kinsman	23-Dec-20	Finalize documents for Court submission at the request of Justice Stephenson.	0.5
George Kinsman Total			16.6
Zach LeBlanc	2-Dec-20	Insurance update	0.8
Zach LeBlanc	3-Dec-20	Coordination with auctioneer	1.5
Zach LeBlanc	4-Dec-20	Correspondence with creditors	0.5
Zach LeBlanc	7-Dec-20	Correspondence with creditors and POC update	0.8
Zach LeBlanc	9-Dec-20	Insurance update, correspondence with creditors	0.8
Zach LeBlanc	10-Dec-20	Coordination with auctioneer, coordination with insurance	1.5
Zach LeBlanc	16-Dec-20	Insurance Review	0.8
Zach LeBlanc Total			6.7
Grand Total			45.6



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500006294
Please include this number with payment

Invoice Date: February 10, 2021
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period of 01 January 2021 to 31 January 2021.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	3,704.50				
Administrative surcharge at 5%	185.23				
Total	3,889.73	HST	15 %	583.46	4,473.19
	3,889.73			583.46	4,473.19
Invoice summary	3,889.73				
Tax: 15% HST				583.46	
Total:	3,889.73			583.46	4,473.19

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods
Summary Time & Fee Analysis
For the peroid of 01 January 2021 to 31 January 2021

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	1.6	\$495	\$792.00
Zach LeBlanc	Restructuring Senior	1.5	\$250	\$375.00
Donna Tuck	Restructuring Analyst	14.5	\$175	\$2,537.50
Total Fee		17.6		\$3,704.50



Farm Credit Canada (E-65645549)
WIP Time Details

Person	Date	Description	Hours
Donna Tuck	4-Jan-21	General office inquiries and correspondence. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Communication to CRA for payroll review and processing required documentation.	1.3
Donna Tuck	5-Jan-21	General office inquiries and correspondence. Communication to CRA for payroll review and processing required documentation.	0.8
Donna Tuck	6-Jan-21	Prepare paperwork for WEPP update review.	0.8
Donna Tuck	7-Jan-21	Communication to Service Canada for WEPP review and processing required documentation.	0.5
Donna Tuck	8-Jan-21	Communication to Service Canada for WEPP review and processing required documentation.	0.5
Donna Tuck	13-Jan-21	Preparing accounting documents for processing. Process documents for issuance statement of receipts. Processing payment/deposit for bank. General CRA office filing and correspondence.	1.3
Donna Tuck	15-Jan-21	WEPP input of employees EIFs - Proof of Claims (Service Canada)	0.5
Donna Tuck	18-Jan-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment.	0.8
Donna Tuck	19-Jan-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment.	0.8
Donna Tuck	19-Jan-21	Processing bank reconciliation reports.	0.2
Donna Tuck	20-Jan-21	WEPP input of employees Proof of Claims (Service Canada)	0.8
Donna Tuck	21-Jan-21	Process documents for issuance statement of receipts.	0.5
Donna Tuck	22-Jan-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment.	0.8
Donna Tuck	22-Jan-21	Preparing accounting documents for processing.	0.3
Donna Tuck	25-Jan-21	Process documents for issuance of cheque(s) for payment.	0.5
Donna Tuck	27-Jan-21	Processing GST/HST reports for review/netfiling.	0.3
Donna Tuck	29-Jan-21	General office inquiries and correspondence. Preparing accounting documents for processing. Processing payment/deposit for bank. Review of WEPP correspondence--POC and filings. Contact with utilities to arrange cancellations of service.	3.8
Donna Tuck Total			14.5
George Kinsman	4-Jan-21	Review Jardine equipment assessment (returned leased equipment). Follow up questions on same.	0.4
George Kinsman	13-Jan-21	Review offer for Andow Court. e-mail to FCC re: same. Coordinate counter offer.	0.6
George Kinsman	14-Jan-21	Review final PSA re: Andow. e-mail to counsel and prepare for closing.	0.6
George Kinsman Total			1.6
Zach LeBlanc	21-Jan-21	Insurance review and payment	1.5
Zach LeBlanc Total			1.5
Grand Total			17.6



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500006391
Please include this number with payment

Invoice Date: March 04, 2021
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period of 01 February 2021 to 28 February 2021.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	4,547.00				
Administrative Surcharge at 5%	227.35				
Total	4,774.35	HST	15 %	716.15	5,490.50
	4,774.35			716.15	5,490.50
Invoice summary	4,774.35				
Tax: 15% HST				716.15	
Total:	4,774.35			716.15	5,490.50

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods
Summary Time & Fee Analysis
For the peroid of 01 February 2021 to 28 February 2021

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	2.1	\$495	\$1,039.50
Zach LeBlanc	Restructuring Senior	5.7	\$250	\$1,425.00
Donna Tuck	Restructuring Analyst	11.9	\$175	\$2,082.50
Total Fee		19.7		\$4,547.00



HSF Foods Ltd. (E-65645549)
WIP Time Details

Person	Date	Description	Hours
Donna Tuck	1-Feb-21	General office inquiries and correspondence. Process documents for issuance statement of receipts. Prepare paperwork for WEPP for non received POCs and make corresponding calls.	3.3
Donna Tuck	5-Feb-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Phone call to CRA to review payroll requirements/update.	1.0
Donna Tuck	12-Feb-21	General CRA office correspondence. Preparing accounting documents for processing.	0.8
Donna Tuck	15-Feb-21	Process documents for issuance of cheque(s) for payment. Phone call to CRA to review GST/HST requirements/update.	0.8
Donna Tuck	16-Feb-21	General office inquiries and correspondence. WEPP Input of employees Proof of Claims (Service Canada)	1.0
Donna Tuck	17-Feb-21	General office inquiries and correspondence. WEPP input of employees Proof of Claims (Service Canada)	0.8
Donna Tuck	19-Feb-21	Process documents for issuance of cheque(s) for payment. Processing paperwork for T4's for employee request. Processing documentation for CRA for payroll PIER review.	1.0
Donna Tuck	22-Feb-21	Preparing accounting documents for processing. Processing payment/deposit for bank.	0.8
Donna Tuck	23-Feb-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Process documents for issuance statement of receipts. Processing bank reconciliation reports.	1.3
Donna Tuck	24-Feb-21	Preparing accounting documents for processing. Processing payment/deposit for bank.	0.8
Donna Tuck	25-Feb-21	General Service Canada office filing, mail distribution, correspondence.	0.3
Donna Tuck Total			11.9
George Kinsman	24-Feb-21	Review of Jardine equipment returns. Assessment of support materials. e-mail to client. Follow up HSF Deemed Trust letter with Powell.	1.7
George Kinsman	25-Feb-21	e-mails with Jardine re: returned equipment matter. Follow up with Powell on HSF deemed trust claim issue.	0.4
George Kinsman Total			2.1
Zach LeBlanc	3-Feb-21	Proof of claim receipt	0.4
Zach LeBlanc	12-Feb-21	Proof of claim review	0.7
Zach LeBlanc	17-Feb-21	Proof of claim review, correspondence with creditors	2.5
Zach LeBlanc	18-Feb-21	Insurance review	0.5
Zach LeBlanc	24-Feb-21	Correspondence with creditor	1.2
Zach LeBlanc	25-Feb-21	Insurance payment coordination	0.4
Zach LeBlanc Total			5.7
Grand Total			19.7



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500006535
Please include this number with payment

Invoice Date: April 07, 2021
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services rendered in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period of 01 March 2021 to 31 March 2021.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	3,533.50				
Administrative surcharge at 5%	176.68				
Total	3,710.18	HST	15 %	556.53	4,266.71
	3,710.18			556.53	4,266.71
Invoice summary	3,710.18				
Tax: 15% HST				556.53	
Total:	3,710.18			556.53	4,266.71

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Ltd.
Summary Time & Fee Analysis
For the peroid of 01 March 2021 to 31 March 2021

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	1.3	\$495	\$643.50
Zach LeBlanc	Restructuring Senior	4.7	\$250	\$1,175.00
Donna Tuck	Restructuring Analyst	9.8	\$175	\$1,715.00
Total Fee		15.8		\$3,533.50



HSF Foods Ltd. (E-65645549)
WIP Time Details

Report #: GFIS 3003T
Printed: 2021-04-05
4:21 PM
Page 1 of 1

Person	Date	Description	Hours
Donna Tuck	1-Mar-21	Preparing accounting documents for processing. Review of WEPP-Service Canada correspondence.	1.0
Donna Tuck	2-Mar-21	Process documents for issuance of cheque(s) for payment. Prepare paperwork and issuance statement of final sale receipts.	1.3
Donna Tuck	4-Mar-21	Processing various accounting documents for permanent filing.	0.8
Donna Tuck	8-Mar-21	Preparation and updating of POC/claims register.	0.5
Donna Tuck	10-Mar-21	General office inquiries and correspondence. Process documents for issuance of cheque(s) for payment. General CRA office filing, mail distribution, correspondence.	1.3
Donna Tuck	11-Mar-21	Processing payment/deposit for bank. Preparing accounting documents for processing.	0.5
Donna Tuck	12-Mar-21	Contact with utilities to arrange cancellations of service.	0.3
Donna Tuck	15-Mar-21	Process documents for issuance statement of receipts.	0.3
Donna Tuck	17-Mar-21	Processing bank reconciliation reports.	0.5
Donna Tuck	18-Mar-21	Preparing accounting documents for processing.	0.5
Donna Tuck	19-Mar-21	General office inquiries and correspondence. Process documents for issuance of cheque(s) for payment.	0.5
Donna Tuck	23-Mar-21	General office filing, mail distribution, inquiries, and correspondence.	0.3
Donna Tuck	25-Mar-21	Contact with vendor to settle disputed billing. Process documents for issuance of cheque(s) for payment.	0.8
Donna Tuck	29-Mar-21	Process documents for issuance of cheque(s) for payment.	0.3
Donna Tuck	30-Mar-21	General office inquiries and correspondence.	0.3
Donna Tuck	31-Mar-21	General office inquiries and correspondence.	0.3
Donna Tuck	31-Mar-21	Processing payment/deposit for Receiver General cheque(s).	0.3
Donna Tuck Total			9.8
George Kinsman	4-Mar-21	Call with Jardine re: pending equipment auction.	0.6
George Kinsman	26-Mar-21	Call with Jardine re: equipment auction. Discussion with FCC re: same. Review HSF Foods Deemed Trust payment correspondence from OPCC.	0.7
George Kinsman Total			1.3
Zach LeBlanc	1-Mar-21	Insurance payment coordination	0.4
Zach LeBlanc	10-Mar-21	Located and provided information to Robert Powell	0.9
Zach LeBlanc	12-Mar-21	Insurance payment coordination	0.8
Zach LeBlanc	18-Mar-21	Insurance payment coordination	0.4
Zach LeBlanc	19-Mar-21	Insurance review	1.6
Zach LeBlanc	26-Mar-21	Insurance review	0.6
Zach LeBlanc Total			4.7
Grand Total			15.8



Ernst & Young Inc.
Halifax, NS

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice

Invoice No.: CA12C500006627

Please include this number with payment

Invoice Date: May 04, 2021

Due Date: Upon receipt

Client No.: 0012243560

Engagement No.: E-65681864

Remit To:

P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5

A/R Queries:

EYCanadaInvoiceInquiry@ca.ey.com

For professional services in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period of 01 April 2021 to 30 April 2021.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	8,773.00				
Administrative surcharge at 5%	438.65				
Total	9,211.65	HST	15 %	1,381.75	10,593.40
	9,211.65			1,381.75	10,593.40
Invoice summary	9,211.65				
Tax: 15% HST				1,381.75	
Total:	9,211.65			1,381.75	10,593.40

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Ltd.
Summary Time & Fee Analysis
For the peroid of 01 April 2021 to 30 April 2021

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	3.9	\$495	\$1,930.50
Zach LeBlanc	Restructuring Senior	8.5	\$250	\$2,125.00
Drew Maccormack	Restructuring Senior	9.0	\$250	\$2,250.00
Donna Tuck	Restructuring Analyst	14.1	\$175	\$2,467.50
Total Fee		35.5		\$8,773.00



HSF Foods Ltd. (E-65645549) WIP Time Details

Person	Date	Description	Hours
Donna Tuck	6-Apr-21	Processing various accounting documents for permanent filing. Processing banking wire transfer requests.	1.3
Donna Tuck	7-Apr-21	Communication with CRA for GST/HST claim review query.	0.2
Donna Tuck	8-Apr-21	Processing bank reconciliation reports.	0.3
Donna Tuck	9-Apr-21	Processing paperwork and filing for permanent storage.	0.1
Donna Tuck	12-Apr-21	Preparing accounting documents for processing. Prepare paperwork and issuance statement of final sale receipts, Processing various accounting documents for permanent filing. Processing payment/deposit for bank. Communication to CRA for processing required documentation.	1.5
Donna Tuck	13-Apr-21	Review of General Ledger and processing receipt and disbursement (SRD) reports for receivership and bankruptcy.	1.5
Donna Tuck	16-Apr-21	Processing various accounting documents for permanent filing.	1.0
Donna Tuck	20-Apr-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Processing various accounting documents for permanent filing. Review of General Ledger and processing receipt and disbursement (SRD) report. Processing various accounting documents for permanent filing.	1.8
Donna Tuck	21-Apr-21	Prepare paperwork for final WEPP status/review. General office inquiries and correspondence.	1.5
Donna Tuck	22-Apr-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. WEPPA review finalized.	1.8
Donna Tuck	23-Apr-21	Review of General Ledger and processing receipt and disbursement (SRD) report. Processing Journal Entries for accounting reconciliation.	1.0
Donna Tuck	26-Apr-21	Processing documentation for CRA for GST/HST review/reassessment. Processing GST/HST reports for review/netfiling. General CRA, correspondence.	0.5
Donna Tuck	27-Apr-21	Preparing accounting documents for processing. Processing payment/deposit for bank.	0.8
Donna Tuck	28-Apr-21	Process documents for issuance of cheque(s) for payment. Process documents for issuance statement of receipts.	0.8
Donna Tuck Total			14.1
Drew Maccormack	14-Apr-21	Start initial drafting of 3rd report of the receiver.	1.1
Drew Maccormack	20-Apr-21	Meeting with G. Kinsman RE: Distribution for HSF secured creditors; Calculation of incremental receipts to be distributed	1.9
Drew Maccormack	21-Apr-21	Initial draft of final distribution calculation for HSF secured creditors	2.4
Drew Maccormack	23-Apr-21	Complete final draft of distribution for HSF secured creditors; Meeting with G. Kinsman RE: final distribution and sending to J. McElman and M. Inman for review.	3.6
Drew Maccormack Total			9.0
George Kinsman	5-Apr-21	Exchanges with Jardine re: equipment auction proceeds.	0.4
George Kinsman	20-Apr-21	Call with client and counsel re: next steps. Review SRD and commence distribution allocation schedule.	0.9
George Kinsman	23-Apr-21	Review and formalize HSF distribution analysis. e-mail to FCC re: same.	1.1
George Kinsman	26-Apr-21	Call with client re: distribution analysis. E-mail to PwC re: same.	0.7
George Kinsman	27-Apr-21	Prepare for meeting with PwC on Distribution analysis	0.3
George Kinsman	28-Apr-21	Review distribution schedule with PwC. Update to client re: same.	0.5
George Kinsman Total			3.9
Zach LeBlanc	5-Apr-21	Insurance review	1.9
Zach LeBlanc	6-Apr-21	Insurance review.	0.5
Zach LeBlanc	8-Apr-21	Insurance review.	0.2
Zach LeBlanc	12-Apr-21	Insurance review.	0.8
Zach LeBlanc	13-Apr-21	Correspondence with creditor.	1.4
Zach LeBlanc	15-Apr-21	Correspondence with creditor.	2.1
Zach LeBlanc	20-Apr-21	Insurance review	0.3
Zach LeBlanc	21-Apr-21	Insurance review	1.0
Zach LeBlanc	26-Apr-21	Insurance payment coordination	0.3



HSF Foods Ltd. (E-65645549)
WIP Time Details

Report #: GFIS 3003T
Printed: 2021-05-03
10:46 AM
Page 2 of 2

Person	Date	Description	Hours
Zach LeBlanc Total			8.5
Grand Total			35.5



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500006739
Please include this number with payment

Invoice Date: June 03, 2021
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period of 01 May 2021 to 31 May 2021.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	6,144.00				
Administrative surcharge at 5%	307.20				
Total	6,451.20	HST	15 %	967.68	7,418.88
	6,451.20			967.68	7,418.88
Invoice summary	6,451.20				
Tax: 15% HST				967.68	
Total:	6,451.20			967.68	7,418.88

We would appreciate receiving payment by June 30, 2021 to support our year end.

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Ltd.
Summary Time & Fee Analysis
For the peroid of 01 May 2021 to 31 May 2021

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	5.7	\$495	\$2,821.50
Drew Maccormack	Restructuring Senior	10.7	\$250	\$2,675.00
Donna Tuck	Restructuring Analyst	3.7	\$175	\$647.50
Total Fee		20.1		\$6,144.00



HSF Foods Ltd. (E-65645549)
WIP Time Details

Person	Date	Description	Hours
Donna Tuck	5-May-21	Processing creditors' listing for dividend report	0.3
Donna Tuck	10-May-21	Process documents for issuance of cheque(s) for payment.	0.3
Donna Tuck	11-May-21	Processing bank reconciliation reports.	0.3
Donna Tuck	13-May-21	Processing various accounting documents for permanent filing.	0.2
Donna Tuck	14-May-21	General office inquiries and correspondence. Processing various accounting documents for permanent filing. Processing breakdown of fees for reports.	1.3
Donna Tuck	17-May-21	Review of General Ledger and processing receipt and disbursement (SRD) report.	0.3
Donna Tuck	18-May-21	General office inquiries and correspondence.	0.8
Donna Tuck	20-May-21	Processing documentation for CRA for GST/HST review/reassessment. Processing GST/HST reports for review/netfiling.	0.2
Donna Tuck Total			3.7
Drew Maccormack	26-Apr-21	Meeting with G. Kinsman, J. McElman & J. Inman RE: calculation of third interim distribution to secured creditors	0.4
Drew Maccormack	30-Apr-21	Initial drafting of the Third Report of the Receiver	3.6
Drew Maccormack	3-May-21	Initial drafting of the Third Report of the Receiver	4.6
Drew Maccormack	4-May-21	Initial drafting of the Third Report of the Receiver	2.1
Drew Maccormack Total			10.7
George Kinsman	12-May-21	Assemble documents in advance of Final Report preparation.	1.0
George Kinsman	13-May-21	Preliminary drafting of distribution and discharge report.	2.3
George Kinsman	14-May-21	Prepare reporting.	0.6
George Kinsman	18-May-21	Various e-mails re: CIBC/FCC final distribution issue.	0.6
George Kinsman	27-May-21	Assemble materials for court report. Draft report.	1.2
George Kinsman Total			5.7
Grand Total			20.1



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500006935
Please include this number with payment

Invoice Date: July 02, 2021
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period of 01 June 2021 to 30 June 2021.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	15,557.50				
Administrative surcharge at 5%	777.88				
Total	16,335.38	HST	15 %	2,450.31	18,785.69
	16,335.38			2,450.31	18,785.69
Invoice summary	16,335.38				
Tax: 15% HST				2,450.31	
Total:	16,335.38			2,450.31	18,785.69

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Ltd.
Summary Time & Fee Analysis
For the peroid of 01 June 2021 to 30 June 2021

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	4.1	\$495	\$2,029.50
Fiona Han	Restructuring Senior Manager	29.2	\$390	\$11,388.00
Drew Maccormack	Restructuring Senior	5.9	\$250	\$1,475.00
Donna Tuck	Restructuring Analyst	3.8	\$175	\$665.00
Total Fee		43.0		\$15,557.50



HSF Foods Ltd. (E-65645549)

WIP Time Details

Person	Date	Description	Hours
Drew Maccormack	6-May-21	Calculation of dividend to creditors from sale of assets not subject to security.	1.1
Drew Maccormack	14-May-21	Initial drafting of the scheme of distribution for trustee's fees regarding the bankruptcy T&E, and preliminary calculation of dividend to be distributed for Hillspring Farms.	2.2
Drew Maccormack	17-May-21	Initial draft of Inspectors meeting package.	2.6
Drew Maccormack Total			5.9
Donna Tuck	1-Jun-21	Phone call to CRA to review GST/HST requirements/update.	0.3
Donna Tuck	8-Jun-21	General CRA office filing, mail distribution, correspondence., inquiry. Preparing accounting documents for processing. Process documents for issuance statement of receipts. Processing payment/deposit for bank.	1.0
Donna Tuck	11-Jun-21	Process documents for issuance statement of receipts	0.3
Donna Tuck	15-Jun-21	Processing bank reconciliation reports. Processing paperwork and filing for permanent storage.Processing bank reconciliation reports.	0.3
Donna Tuck	17-Jun-21	Contact with utilities to arrange cancellations of service query and final payout. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment.	1.8
Donna Tuck	25-Jun-21	Processing GST/HST reports for review/netfiling.	0.1
Donna Tuck Total			3.8
Fiona Han	4-Aug-20	review and revise payroll register re WEPPA claims; call with Donna to finalize the letters to all WEPPA claimants; call and email correspondence with George re progress on WEPPA claims	3.5
Fiona Han	5-Aug-20	review and revise payroll register re WEPPA claims; call with Donna to finalize the letters to all WEPPA claimants; call and email correspondence with George re progress on WEPPA claims	3.5
Fiona Han	6-Aug-20	Call and email correspondence with Donna Re WEPPA claims	0.5
Fiona Han	7-Aug-20	Call and email correspondence with Donna Re WEPPA claims	0.5
Fiona Han	14-Aug-20	email correspondence and calls with George; calls with McCain re WEPPA claims	0.8
Fiona Han	17-Aug-20	call and correspondence's with Donna re WEPPA	0.2
Fiona Han	25-Aug-20	Calls with Donna, update George re the HSF WEPPA claims; review the two ineligible WEPPA claims; and email correspondence with Zach	1.0
Fiona Han	26-Oct-20	WEPPA review	2.5
Fiona Han	27-Oct-20	call with Donna re my comments and changes re the revisions	0.9
Fiona Han	2-Nov-20	Revise and update the WEPP sch	2.5
Fiona Han	4-Nov-20	call with George and email correspondences with McCain	1.5
Fiona Han	6-Nov-20	call with McCain and further update the WEPPA claim based on the additional supporting documents	1.0
Fiona Han	9-Nov-20	update the WEPP sch per additional info	1.0
Fiona Han	10-Nov-20	update the WEPP sch and email correspondence	1.0
Fiona Han	19-Nov-20	revise WEPP sch, draft letter to employees and email correspondence with McCain	2.5
Fiona Han	23-Nov-20	various email correspondence, review and revise WEPP letters	2.5
Fiona Han	24-Nov-20	various email correspondence, review and revise WEPP letters	2.5
Fiona Han	25-Nov-20	various email correspondences re coordination with McCain re employee WEPP letters	0.5
Fiona Han	26-Nov-20	various email correspondences re coordination with McCain re employee WEPP letters	0.5
Fiona Han	15-Dec-20	email correspondence re WEPP claims	0.3
Fiona Han Total			29.2
George Kinsman	8-Jun-21	Draft Third Report. Communication with counsel re; estate wind up matters.	4.1
George Kinsman Total			4.1
Grand Total			43.0



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500007150
Please include this number with payment

Invoice Date: September 07, 2021
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period of 01 July to 31 August 2021.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	4,171.00				
Administrative surcharge at 5%	208.55				
Total	4,379.55	HST	15 %	656.93	5,036.48
Expenses	313.88	HST	15 %	47.08	360.96
	4,693.43			704.01	5,397.44
Invoice summary	4,693.43				
Tax: 15% HST				704.01	
Total:	4,693.43			704.01	5,397.44

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Ltd.
Summary Time & Fee Analysis
For the peroid of 01 July 2021 to 31 August 2021

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	0.8	\$495	\$396.00
Zach LeBlanc	Restructuring Senior	12.3	\$250	\$3,075.00
Donna Tuck	Restructuring Analyst	4.0	\$175	\$700.00
Total Fee		17.1		\$4,171.00



HSF Foods Ltd._ (E-65645549)
WIP Time Details

Person	Date	Description	Hours
Donna Tuck	14-Jul-21	General office inquiries and correspondence. Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Contact with Energie NB re payment arrangements.	1.5
Donna Tuck	15-Jul-21	Contact with Energie NB re payment arrangements.	0.3
Donna Tuck	19-Jul-21	Processing bank reconciliation reports.	0.3
Donna Tuck	21-Jul-21	Process documents for issuance of cheque(s) for payment.	0.3
Donna Tuck	3-Aug-21	Processing documentation for CRA for GST/HST review/reassessment. Processing GST/HST reports for review etfiling.	0.2
Donna Tuck	9-Aug-21	Phone call to CRA to review GST/HST requirements/update.	0.5
Donna Tuck	11-Aug-21	Processing documentation for CRA for GST/HST review/reassessment.	0.1
Donna Tuck	12-Aug-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment. Processing bank reconciliation reports.	0.8
Donna Tuck Total			4.0
George Kinsman	27-Aug-21	Review support materials re; RBC Corporate Credit Card in the name of Hillspring Farms and Anson Brewer.	0.8
George Kinsman Total			0.8
Zach LeBlanc	21-Jul-21	Reviewed missing financial records for HSF.	2.8
Zach LeBlanc	22-Jul-21	Secured HSF Financial records located at company premises (payroll and other statutory records)	9.5
Zach LeBlanc Total			12.3
Grand Total			17.1



HSF Foods Ltd. (E-65645549)
WIP Expense Details

Account	Date	Description	Amount
Zach LeBlanc	22-Jul-21	Transportation- Mileage- Travelled to the old head office of HSF Foods Ltd. to retrieve physical and electronic accounting records. Mileage details are in the attached file. (Edit: Please open attached excel document. The normal commute is deducted from the amount)Travelling Commute: 624KMNormal Commute: 12KMDifference: 612KM	320.14
Zach LeBlanc	22-Jul-21	Transportation- Mileage- Travelled to the old head office of HSF Foods Ltd. to retrieve physical and electronic accounting records. Mileage details are in the attached file. (Edit: Please open attached excel document. The normal commute is deducted from the amount)Travelling Commute: 624KMNormal Commute: 12KMDifference: 612KM	- 6.26
Zach LeBlanc Total			313.88
Grand Total			313.88



Ernst & Young Inc.
Halifax, NS

Invoice

HSF Foods Ltd.
5 Lower Malpeque Rd
Suite 4
Charlottetown, PE C1E 1R4
Canada

Invoice No.: CA12C500007256
Please include this number with payment

Invoice Date: October 12, 2021
Due Date: Upon receipt
Client No.: 0012243560
Engagement No.: E-65681864

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
EYCanadaInvoiceInquiry@ca.ey.com

For professional services in relation to the Court Appointed Receivership of HSF Foods Ltd. for the period of 30 August to 30 September 2021.

	Net	Tax	Rate	Tax Amount	CAD Total
Fee	1,722.50				
Administrative surcharge at 5%	86.13				
Total	1,808.63	HST	15 %	271.29	2,079.92
	1,808.63			271.29	2,079.92
Invoice summary	1,808.63				
Tax: 15% HST				271.29	
Total:	1,808.63			271.29	2,079.92

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Electronic payment instructions:
Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds, please email gss.canadaaccountsreceivable@xe02.ey.com and include amount paid, invoice number and company name.

HSF Foods Ltd.
Summary Time & Fee Analysis
For the period of 30- August 2021 to 30 September 2021

Name	Title	Hours	Rate	Total
George Kinsman	Restructuring Partner	1.5	\$495	\$742.50
Donna Tuck	Restructuring Analyst	5.6	\$175	\$980.00
Total Fee		7.1		\$1,722.50



HSF Foods Ltd._ (E-65645549)

WIP Time Details

Person	Date	Description	Hours
Donna Tuck	30-Aug-21	Accounting review	0.3
Donna Tuck	1-Sep-21	Preparation and updating of POC/claims register. General office inquiries and correspondence.	0.5
Donna Tuck	2-Sep-21	General CRA inquiries and correspondence.	0.8
Donna Tuck	9-Sep-21	Communication to CRA for RT review.	0.8
Donna Tuck	10-Sep-21	General CRA office correspondence, inquiry. Processing documentation for CRA for T2 Income Tax review.	1.3
Donna Tuck	13-Sep-21	Processing bank reconciliation reports.	0.3
Donna Tuck	15-Sep-21	Process documents for issuance of cheque(s) for payment.	0.3
Donna Tuck	16-Sep-21	Preparing accounting documents for processing. Process documents for issuance of cheque(s) for payment.	0.8
Donna Tuck	20-Sep-21	General office inquiries and correspondence. General CRA inquiry.	0.5
Donna Tuck Total			5.6
George Kinsman	30-Aug-21	e-mails to secured lenders re: RBC visa matter.	0.6
George Kinsman	8-Sep-21	Exchanges with counsel for RBC re: release of funds.	0.5
George Kinsman	14-Sep-21	Review files re: equipment and request for security release. Follow up with FCC and FCC customer re: same.	0.4
George Kinsman Total			1.5
Grand Total			7.1

APPENDIX F

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

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

-and-

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

BETWEEN:

FARM CREDIT CANADA, a Federal Crown Corporation

-and-

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

APPLICANTS,

- and -

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

RESPONDENTS.

FEES AFFIDAVIT

I, JOSHUA J.B. MCELMAN, Q.C. of the City of Saint John, in the County of Saint John and Province of New Brunswick, MAKE OATH AND SAY AS FOLLOWS
THAT:

1. I am a partner with the law firm Cox & Palmer, counsel for Ernst & Young Inc. in its capacity as the court appointed receiver and receiver-manager (the "Receiver") of 693528 NB LTD. (formerly, Hillspring Farms Ltd.) ("528 NB"), HSF Foods Ltd. ("HSF") and 693206 NB INC. (formerly, Hillspring Warehouse & Logistics Inc.) ("206 NB" and collectively with 528 NB and HSF, the "Respondents"). As such, I have personal knowledge of the facts hereinafter deposed to except where stated to be on information and belief, in which case I verily believe them to be true.

2. I have had primary carriage of this proceeding at Cox & Palmer.

3. Attached hereto and marked as Exhibit "A" to this Affidavit are true copies of the accounts of Cox & Palmer in this matter (collectively the "Invoices" or the "Cox & Palmer Accounts") covering the period June 26, 2020 – June 23, 2021:

Invoice Number	Invoice Date	Amount
500078198	September 30, 2020	\$166,575.31
500082013	December 31, 2020	\$39,223.94
500085527	February 28, 2021	\$6,542.14
500089825	June 30, 2021	\$1,541.40
TOTAL:		\$213,882.79

4. As detailed in the Invoices, from the period June 26, 2020 – June 23, 2021, Cox & Palmer's invoiced fees amounted to \$149,311.50 and Cox & Palmer incurred and invoiced for disbursements in the amount of

\$40,502.97 and taxes on fees and disbursements in the amount of \$24,068.32, for a total of \$213,882.79.

5. The fees set out in the Invoices are calculated on the basis of the hours spent by Cox & Palmer's personnel, multiplied by the applicable standard hourly rates charged by Cox & Palmer. The total time comprised in the Invoices is 493.3 hours at an average hourly rate of approximately \$302.68 per hour ($\$149,311.50/493.3$). To the best of my knowledge, the rates charged by Cox & Palmer throughout the course of these proceedings are comparable to the rates charged by other law firms in the Atlantic Provinces market for the provision of similar services.

6. The individuals involved on the file are myself, Gavin MacDonald, Mike Gillis, Bailey Campbell, and Caleb Hunter. Attached hereto as Exhibit "B" is a schedule summarizing the billing rates of said individuals, their hours billed and their billed fees.

7. To the best of my knowledge, information and belief, the information contained in the Invoices as to:

- a. the number of hours worked;
- b. the nature of work performed;
- c. the identity of the individuals who performed work; and
- d. the rates charged for the work performed;

is true and correct in all respects.

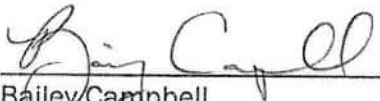
8. I have reviewed the accounts of Cox & Palmer and do verily believe that:

- a. Cox & Palmer's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;

- b. the work completed by Cox & Palmer was delegated to the appropriate professionals in Cox & Palmer with the appropriate seniority and appropriate hourly rates;
- c. Cox & Palmer's fees in this matter are consistent with the fees charged by similar firms with the capacity to handle a file of comparable size and complexity;
- d. the Invoices were provided to the Receiver when rendered, and all have been approved by the Receiver; and
- e. the services were performed by Cox & Palmer in a prudent and economical manner.

9. I make this affidavit expressly for the purposes of the Receiver's application to approve its accounts and the Cox & Palmer Accounts, and for no other purpose. In particular, nothing herein is a waiver of solicitor-client privilege by the Receiver.

SWORN TO at the City of Saint)
 John, in the Province of New)
 Brunswick, this 17th day of)
 December 2021 BEFORE ME:)



 Bailey Campbell
 Commissioner of Oaths being a
 Solicitor

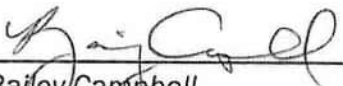


 Josh J.B. McElman, Q.C.

A

*This is Exhibit "A" to the Affidavit of Josh J.B.
McElman, Q.C. SWORN TO at the City of Saint John,
Province of New Brunswick, this 17 day of December
2021.*

BEFORE ME:



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

Brunswick Square
Ste 1500, 1 Germain Street
PO Box 1324
Saint John, NB E2L 4H8

Tel: 506-632-8900
Fax: 506-632-8809
www.coxandpalmerlaw.com

NOVA SCOTIA | NEW BRUNSWICK | PRINCE EDWARD ISLAND | NEWFOUNDLAND & LABRADOR

COX & PALMER

The difference is a great relationship

Estate of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring
Warehouse & Logistics Inc.
c/o Ernest & Young Inc.
RBC Waterside Centre
1871 Hollis Street, Suite 500
Halifax, NS B3J 0C3

September 30, 2020
File #50062234-00001
Your Ref:
HST REG.#121439335 RT0001
Client # 50062234

Invoice #:500078198

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:

RE: Receivership

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
June 26, 2020	Preparing for Hearing; attending Hearing; revising Orders; correspondence with Josh McElman regarding same.	BALC	7.50
June 26, 2020	Prepare TitanFile email enclosing Record on Application and Supplemental Record; prepare for court hearing; attendance at court hearing; prepare affidavit filing email from BMO confirming PPSA registration discharge.	CH	4.20
June 26, 2020	Preparation of oral submission; edit and amendment of same; attending hearing; post-hearing consultation with Court with respect to outstanding issues; further consultation with McCain with respect to priority payables and matters related thereto and further consultation in advance of hearing with Ernst & Young with respect to likely questions and issues to be considered.	JJBM	9.50
June 26, 2020	Post-hearing discussions with counsel for Hillspring and also with McCain with respect to outstanding issues and considerations.	JJBM	1.40
June 26, 2020	Review of PPSA amendments in relation to OPC.	JJBM	0.30
June 26, 2020	Consideration of position of BDC ; preparation of outline of manner in which parties will proceed to ensure inclusion of BBC assets and realization there on in relation to same.	JJBM	1.20
June 26, 2020	Further work on material related to closing and consultation with counsel for McCain with respect thereto.	JJBM	1.90

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
June 26, 2020	Further work on acknowledgment of management agreement and correspondence with McCain with respect thereto; further follow-up with respect to outstanding issues and considerations with respect to same.	JJBM	1.80
June 26, 2020	Continue drafting Adoption and Acknowledgment Agreements, review Vesting Order and review management agreement; review and revise Acknowledgment; emails with J. McElman; conference call with Davies, receiver, McCain's and McInnes Cooper; emails with N. Renner, review comments on documents from J. McElman; draft email to R. Nicolls re: comments on documents; email to G. Kingsman re: draft documents and comments; emails with S. Wilson re: draft documents and Receiver Certificate.	MAG	6.10
June 27, 2020	Further work on acknowledgment and various correspondence and communication with McCain with respect to same; edit and amendment review of position of McCain; preparation of confidentiality agreement; correspondence with respect thereto; further correspondence with respect to closing logistics and outstanding issues related to same; further review of correspondence from McCain and draft closing agenda.	JJBM	6.90
June 27, 2020	Emails with R. Nicolls re: signature page package; emails to Davies team re: status of draft documents.	MAG	0.30
June 28, 2020	Further review of draft approval, investing order, receivership order and sealing order against comments of the Court; further edit and amendment of same; review of draft closing documents provided by Davies; draft of confidentiality agreement; edit and amendment of same; review of escrow agreement; commencement of drafting closing agreement and further work throughout the day with respect to outstanding issues related to closing.	JJBM	9.50
June 28, 2020	Emails with R. Nicolls re: Confidentiality Agreement; review Confidentiality Agreement; review post-closing undertaking; emails with J. McElman; review emails from N. McFarland; email BIA Certificates of appointment to B. Mills; review updated Closing Agenda; review Escrow Agreement; emails with J. McElman; emails with R. Nicolls.	MAG	3.10
June 29, 2020	Post hearing document review and assembly; correspondence with Josh McElman with regards to trust account conditions.	BALC	3.10
June 29, 2020	Consultation with J. McElman and B. Campbell; attend CH		3.30

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	at court clerk's office to deliver orders and obtain certified copies of same; post hearing document review and assembly; phone calls with court clerk's office; correspondence with J. McElman and B. Campbell.		
June 29, 2020	Review emails; meet with G Kinsman re closing documents; package to partner in New Brunswick.	GDM	1.40
June 29, 2020	Further work on material related to closing; conference calls and further work throughout the day with respect to closing logistics; agreement compliance with Court orders; filings with the Court and assessment of closing issues.	JJBM	8.70
June 29, 2020	Further work on closing documents.	JJBM	1.80
June 29, 2020	Review emails from J. McElman; review executed documents; emails with G. MacDonald; review Closing Agreement re: escrow for purchase price and document registration; conference call with Davies and McInnes Cooper re: Escrow Agreement; email creditor packages to B. Mills for property taxes; phone calls with R. Nicolls; conference call with N. Renner and S. Wilson; review emails from M. Chiasson on Closing Agreement; review changes to Closing Agreement by N. Renner; conference call with S. Wilson and B. Mills re: property taxes; conference call with Davies team, CIBC and McCain's; review updated version of Closing Agreement; emails with J. McElman; review emails from R. Nicolls; review change to Confidentiality Agreement and Closing Agreement; review changes to Undertaking; emails comments to J. McElman.	MAG	4.70
June 30, 2020	Research with respect to amending style and cause of BALC matter; review of documents provided by Davies; correspondence with Josh McElman regarding same.		2.70
June 30, 2020	Correspondence with M. Gillis and J. McElman; review CH property tax write-off confirmation report; review Service New Brunswick property assessment records; cross reference properties listed on write-off confirmation report with properties included in the McCain transaction; prepare certified copy of approval and vesting order for submission to Service New Brunswick; review equipment listing and PPSA reports to determine security over various pieces of equipment consultation with M. Gillis.		4.40
June 30, 2020	Further work on closing throughout the day; various conference calls, telephone calls and video conferences with respect to outstanding issues,	JJBM	11.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	closing matters and delivery of same.		
June 30, 2020	Review emails from J. McElman; review updates to Confidentiality Agreement and Closing Agreement; office consultation with C. Hunter re: property taxes; review PAN list for McCain properties delivered by B. Mills; review S. Wilson comments; emails with S. Wilson re: tax certificates; review email from B. Mills re: property taxes; conference call with Davies, CIBC and McCain re: outstanding closing items; emails to S. Wilson re: excluded PANs; calculate real property taxes; conference call with Davies and McCain re: closing arrangements; emails with S. Wilson; conference call with Davies and McCain re: closing conditions; various emails with Purchaser's counsel and CIBC counsel re: closing conditions.	MAG	5.40
July 1, 2020	Further work on post-closing matters and related issues.	JJBM	3.20
July 1, 2020	Review emails from J. McElman re: equipment sales; review emails from N. MacParland re: acquisition of equipment; emails with G. Kinsman.	MAG	0.30
July 2, 2020	Review of list of residual properties; consultation with M. Gillis; correspondence with J. McElman; prepare letter to the court enclosing receiver's certificate; attend at the court clerk's office to file receiver's certificate; correspondence with R. Nicholls.	CH	0.50
July 2, 2020	Further work on closing of transaction and post-closing matters related to registration and agreements.	JJBM	2.90
July 2, 2020	Correspondence with BDC; review of documentation; consideration of issues related thereto; correspondence with McCain with respect to same and review of correspondence.	JJBM	0.80
July 2, 2020	Review of correspondence from Ernst & Young with respect to issues related to rental agreement and matters related thereto; further work on issues related to name change and correspondence with respect thereto.	JJBM	0.90
July 2, 2020	Emails with J. McElman; emails with S. Wilson re: status of registrations; review memo from J. McElman re: residential properties; review Planet for process on registration of Hillspring PIDs to McCain; review email re: name changes for Hillspring entities; review Corporate Affairs database for name change confirmation; review emails from S. Wilson re: employee lien; review PIDs against which loan was filed; emails with Davies; emails with S. Wilson re: tax	MAG	3.20

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	certificates; review BDC consent; instructions to Paralegal to prepare Certificate of Legal Effect for registration of Receivership Order for registration against residential property parcels.		
July 2, 2020	Attending FCC to deliver cheque.	TM	0.30
July 3, 2020	Review tax certificates to determine outstanding property tax amount.	CH	0.40
July 3, 2020	Further work on issues following closing, registration, PPSA amendments and outstanding issues related to same; further work on issues related to BDC equipment and position of McCain; consultation with Ernst & Young with respect to same; review of correspondence related to Ben Brake and positions related thereto and correspondence with McInnes Cooper with respect to registration.	JJBM	1.90
July 3, 2020	Emails with J. McElman; review emails from S. Wilson; MAG search Planet for status of registration of Court Vesting Order; review status of registration of Receivership Order; emails with S. Wilson re: tax certificates; emails with SNB re: registration of Receiver Certificates; re-submit Receiver Certificates for registration; emails to J. McElman re: status of Vesting Order registration; search Planet re: registration of Vesting Order; search Planet for registration of Non-Lanr Titles PID's and Vesting Order.		1.10
July 5, 2020	Review updated Certificates of Registered Ownership; correspondence with M. Gillis.	CH	2.80
July 5, 2020	Further work on draft bill of sale, PPSA discharges and JJBM post-closing matters related to registration and associated tasks.		1.80
July 5, 2020	BDC - Security review; initial review of documentation; JJBM consideration same and correspondence with independent legal counsel.		0.50
July 6, 2020	Further work with respect to next steps.	BALC	0.50
July 6, 2020	Correspondence with J. McElman; review PPSA search reports; prepare PPSA registration amendments; correspondence with K. Davison and S. Weston regarding registration of amendments.	CH	2.90
July 6, 2020	BDC -Further review of documentation; review of appraisals; comparison of appraisals as against previous versions obtained by receiver; draft notice of motion and orders related to application.	JJBM	5.40
July 6, 2020	Further work on closing matters; preparation for and attending call with McCain; consultation with Ernst &	JJBM	2.90

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	Young; review of draft PPSA discharges, PPSA statements and financing arrangements and correspondence with McCain with respect to outstanding issues.		
July 6, 2020	Further preparation of draft material for sale of residual property and consultation with Ernst & Young with respect to same.	JJBM	2.50
July 6, 2020	File amendments to PPSA registrations; provide amendment verification reports to Caleb Hunter.	KLD	2.00
July 6, 2020	Review CRO's for HSF PID's no included in McCain transaction; email to S. Gauvin re: status of CRO's; review updated CRO's; email to J. McElamn; review updated to Receivership and outstanding items list.	MAG	1.10
July 7, 2020	Correspondence with J. McElman and K. Leblanc.	CH	0.20
July 7, 2020	Further work on order in relation to additional property.	JJBM	1.10
July 7, 2020	Further work on motion materials; consultation with receiver and review of documentation.	JJBM	2.30
July 7, 2020	Preparation of letter to Davies with respect to tractors and information.	JJBM	0.80
July 7, 2020	Further work on sale by BDC and opinion required; arrange for delivery of PPSA, certificates of registered ownership and other matters related thereto and further correspondence with Mark Dunning and Davies.	JJBM	2.50
July 7, 2020	Review emails from R. Nicolls; review certificate of insurance; emails with J. McElman re: name of insured.	MAG	0.30
July 8, 2020	Further work on issues related to BDC.	JJBM	0.90
July 8, 2020	Further work on issues related to bill of sale.	JJBM	0.80
July 8, 2020	Further work on various matters related to closing including transactions and future transactions.	JJBM	1.50
July 8, 2020	Further work on issues related to tractors.	JJBM	0.40
July 8, 2020	Further work on independent opinions with respect to BDC.	JJBM	0.50
July 8, 2020	Review of insurance claim loss and consultation with client.	JJBM	0.30
July 9, 2020	Correspondence with BMO with respect to discharges.	JJBM	0.20
July 9, 2020	Further work on issues related to sales to McCain; receivership matters; closing and post-closing matters.	JJBM	1.80

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
July 9, 2020	Further review of BDC affidavit; further consultation with respect thereto and further work in preparation for hearing.	JJBM	0.90
July 10, 2020	Further work on issues related to bill of sale; correspondence with respect thereto and further work on post-closing matters and WEPPA.	JJBM	0.80
July 13, 2020	Further review of correspondence; correspondence with respect to outstanding issues and review of matters related thereto.	JJBM	1.40
July 13, 2020	Review opinion on security of OPC.	JJBM	0.40
July 14, 2020	Drafting Proofs of Claim and related schedules.	BALC	3.70
July 14, 2020	Review of encumbrances on Hillspring Farms properties; correspondence with J. McElman.	CH	0.40
July 14, 2020	Further work throughout the day with respect to issues related to McCain, WEPPA, access to documents and information, matters related to tractors, BDC equipment and additional equipment required by McCain.	JJBM	3.10
July 14, 2020	BDC – further work on transaction and consultation with respect thereto.	JJBM	0.90
July 15, 2020	Review of Tax Certificates and Certificates of Registered Ownership to determine responsibility for secured property taxes; correspondence with J. McElman and G. Kinsman.	CH	1.20
July 15, 2020	Further work throughout the day with respect to various issues related to McCain equipment and sale of assets.	JJBM	1.90
July 15, 2020	Further work on issues related to BDC sale.	JJBM	0.50
July 16, 2020	Drafting correspondence to the Court and arranging for the filing of the original Affidavit of Service for Alberta creditor.	BALC	0.50
July 16, 2020	Further work on matters related to claims filed and potential issues related to Grand Falls Agromart; review of various claims; attending first meeting of creditors with respect to HSF; correspondence with CIBC correspondence with BDC and review of affidavit of BDC.	JJBM	1.80
July 16, 2020	Final preparation of Affidavit; Meeting with client to execute the Affidavit and the Exhibits.	TM	0.30
July 17, 2020	Various correspondence with respect trailer and outstanding issues.	JJBM	0.80
July 20, 2020	Review of materials related to Grand Falls Agromart;	JJBM	0.80

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	preparation for and attending conference call and consultation with client.		
July 21, 2020	Review correspondence from G. Kinsman; review insurance claim documents; review and analysis of PPSA search reports; correspondence with J. McElman.	CH	1.70
July 21, 2020	Further work throughout the day with respect to completion of transaction with McCain; position of various parties; consultation with receiver and work on materials.	JJBM	1.90
July 22, 2020	Finalizing Affidavit of Caleb Hunter; drafting correspondence to the Court in relation to same.	BALC	0.70
July 22, 2020	Prepare and execute affidavit regarding email from Bank of Montreal; review of Motor Vehicle Act; correspondence with J. McElman; review of Receivership Order; telephone call with Service New Brunswick; prepare letters to the Department of Public Safety Motor Vehicle Branch regarding vehicles registered to the Hillspring entities.	CH	2.00
July 22, 2020	Further work on issues related to vehicle registrations and matters related thereto; further correspondence with respect to same; further work on issues related to court filing and priority issues.	JJBM	2.50
July 23, 2020	Research with respect to court appointed receivers granting powers of attorney; research with respect to renewal of registration of vehicles; correspondence with Josh McElman regarding same.	BALC	1.40
July 23, 2020	Consultation with J. McElman; review and revise letters to Motor Vehicle Branch requesting vehicle registration information; review and analyze PPSA search reports; correspondence with J. McElman; telephone call with Service New Brunswick; research regarding receiver's ability to grant powers of attorney; consultation with B. Campbell; review of motor vehicle registration requirements; prepare draft letter of authorization.	CH	6.30
July 23, 2020	Further work on issues related to priority, vehicle registrations and matters related thereto; further consultation with co-counsel and with EY with respect to outstanding issues and further correspondence with McCain with respect to transaction and matters related thereto.	JJBM	1.80
July 23, 2020	Review of first report; review agreement of purchase and sale; edit and amendment of report and forwarding of same to client; correspondence with	JJBM	1.40

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	McCain with respect to execution of documentation required for court hearing and further consultation with respect thereto.		
July 24, 2020	Review and revise authorization letter; consultation with J. McElman; review correspondence from Ernst and Young and Davies.	CH	0.50
July 24, 2020	Further work on draft documentation; consultation with Ernst & Young with respect to outstanding issues; consultation with McCain; consultation with co-counsel with respect to investigations related to vehicle registrations and further work on letter of agent appointment with respect to vehicle registrations and matters related thereto.	JJBM	1.80
July 26, 2020	Further work on notice of motion; draft orders; review of report and amendment of motion materials in relation thereto.	JJBM	2.80
July 27, 2020	Preparing Report of Receiver and Affidavit of Patrick Caissie to be filed with the Court; drafting correspondence to the Court; Revising Notice of Motion.	BALC	2.10
July 27, 2020	Verify serial numbered equipment is properly registered in PPSA; correspondence with J. McElman; assemble First Report of the Receiver for filing with the court; assemble Affidavit of Patrick Caissie for filing with the court; correspondence with B. Campbell.	CH	2.10
July 27, 2020	Further work on issues related to vehicle registration, insurance and matters related thereto.	JJBM	1.10
July 27, 2020	Call with McCain to discuss outstanding issues.	JJBM	0.80
July 27, 2020	Further work on final draft of notice of motion; edit and amendment of same; edit and amendment of approval of McCain transaction order, sales process order and sealing order and correspondence with the Court arranging for filing of reports.	JJBM	4.20
July 27, 2020	Initial work on brief on law.	JJBM	0.60
July 27, 2020	Correspondence with J. McElman; assemble supplemental first report.	SJ	0.60
July 28, 2020	Office consultation with Josh McElman regarding the Brief on Motion; initial drafting of Brief on Motion.	BALC	1.50
July 28, 2020	Review of vehicle registration notices and insurance documents; attend at Service New Brunswick to renew vehicle registrations; correspondence with J. McElman; prepare letter to Service New Brunswick regarding motor vehicle registrations.	CH	4.70

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
July 28, 2020	Further work on issues related to vehicle registration and matters related thereto and consultation with respect to same.	JJBM	1.90
July 28, 2020	Call with George Kinsman to discuss position of CIBC with respect to distribution; call with David Boyd and Maurice Chiasson with respect to same, in particular Grand Falls Agromart claim and claim related to WEPPA.	JJBM	0.80
July 28, 2020	Further work on filing of materials and service of same in preparation for upcoming hearing and consultation with Court with respect to same.	JJBM	2.80
July 28, 2020	Review of judgment obtained Ann Whiteway Brown; post receivership order and correspondence with respect thereto.	JJBM	0.40
July 28, 2020	File document at the Clerk's office.	SJ	0.20
July 29, 2020	Drafting Brief on Motion; correspondence with Josh McElman regarding same.	BALC	5.40
July 29, 2020	Review and assemble insurance documents; attend at CH Service New Brunswick to renew motor vehicle registrations; consultation with J. McElman; prepare and assemble statutory declaration; prepare and assemble applications for vehicle registration; various correspondence with J. McElman; correspondence with D. Tuck.		7.70
July 29, 2020	Further work on issues related to vehicle registrations and matters related thereto; further work on brief on law, court proceedings and preparation for same; consultation with respect to distribution and correspondence with respect thereto.	JJBM	2.80
July 29, 2020	Office consultation with J. McElman; assemble applications for vehicle registration.	SJ	0.60
July 30, 2020	Revising Brief on Motion; finalizing revisions to Brief; correspondence with Josh McElman regarding same; drafting Record on Motion; drafting Affidavit of Service; correspondence regarding same.	BALC	5.40
July 30, 2020	Assemble statutory declaration and other documents required by Service New Brunswick to complete motor vehicle registrations; attend at Service New Brunswick to transfer and renew motor vehicle registrations; consultation with J. McElman.	CH	4.70
July 30, 2020	Further work on issues related to vehicle registrations; review of documentation; consultation with McCain; further work on outstanding issues related to upcoming motion.	JJBM	2.40

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
July 30, 2020	Further work on brief.	JJBM	1.60
July 31, 2020	Further revisions to Brief; finalizing Record on Motion; BALC serving opposing counsel with Service Documents; compiling and finalizing Affidavit of Service; drafting correspondence to Court filing Record and Affidavit of Service.	BALC	4.70
July 31, 2020	Review motor vehicle registrations; prepare email to McCain regarding vehicle registrations; consultation with J. McElman; prepare bill of sale; prepare application for vehicle registration for vehicle registered to Ben Brake; file record on motion and affidavit of service with the Court; prepare letter to N. Haines enclosing motor vehicle registrations.	CH	1.30
July 31, 2020	Further work on vehicle registrations, investigation of title with respect same and correspondence with respect to vehicle of Ben Brake.	JJBM	1.80
July 31, 2020	Further work on brief on law, preparation for hearing, edit and amendment of brief and edit and amendment of notes with respect thereto.	JJBM	2.50
July 31, 2020	Emails with J. McElman; review Agreement of Purchase and Sale; phone calls with S. Wilson; emails with S. Wilson.	MAG	0.40
July 31, 2020	Review Agreements of Purchase and Sale; emails to S. MAG Christle.	MAG	0.50
August 3, 2020	Correspondence with respect to vehicle of Ben Brake.	JJBM	0.20
August 3, 2020	Further work on record.	JJBM	0.80
August 3, 2020	Review of correspondence of Ernst & Young with respect to WEPPA claims.	JJBM	0.30
August 4, 2020	Correspondence with J. McElman and S. Kingston regarding vehicle transfer.	CH	0.20
August 4, 2020	Further preparation for upcoming hearing; edit and amendment of brief; review of record; comments with expect thereto; direction with respect to filings, affidavit of service and matters related thereto.	JJBM	2.90
August 4, 2020	Correspondence with respect to WEPPA claims and call with representative of Ernst & Young.	JJBM	0.30
August 4, 2020	Review bankruptcy documents related to Burbank Water and Wastewater and Thaw Solutions.	JJBM	0.80
August 4, 2020	Preparation of undertaking and forwarding of same.	JJBM	0.60
August 4, 2020	Further work on issues related to vehicle registration.	JJBM	0.20
August 5, 2020	Correspondence with counsel for CIBC regarding draft Orders; revising McCain Sale Approval and Vesting	BALC	2.80

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	Order; correspondence with Court enclosing revised Order; serving revised Order on Service List; preparing for Hearing.		
August 5, 2020	Correspondence with J. McElman; telephone call with CH Department of Public Safety (Motor Vehicle Branch); track Puralator package containing motor vehicle registrations; correspondence with N. Karabatsos, N. MacParland, and R. Nicholls.		0.30
August 5, 2020	Call with Donny Crabbe.	JJBM	0.30
August 5, 2020	Further work on issues related to distribution	JJBM	0.30
August 5, 2020	Further work on issues related to vehicle registrations.	JJBM	0.40
August 5, 2020	Review of draft orders and amendments thereto; correspondence to court with respect to outstanding issues; final review of documentation related to hearing.	JJBM	1.40
August 5, 2020	Delivered documents to the court to be filed per B. Campbell.	JTF	0.30
August 6, 2020	Preparing for Hearing; attending Hearing; revising Order of the Court; correspondence with Court with respect to same.	BALC	4.20
August 6, 2020	Review PPSA search results; prepare report detailing PPSA registrations against various equipment; correspondence with J. McElman.	CH	1.30
August 6, 2020	Call with George Kinsman to discuss hearing and outstanding issues.	JJBM	0.50
August 6, 2020	Preparation for hearing.	JJBM	2.90
August 6, 2020	Attend hearing; post-hearing work on amendment of orders.	JJBM	1.50
August 6, 2020	Email with Mark Deming with respect to hearing and Maurice Chiasson.	JJBM	0.40
August 7, 2020	Correspondence with court with respect to outstanding issues related to orders.	JJBM	0.30
August 8, 2020	Review of outstanding issues.	JJBM	0.40
August 10, 2020	Picked up certified documents from court; scanned copies to DM.	AJ	1.10
August 10, 2020	Instructions with regards to certified copies of Orders; serving same upon Service List.	BALC	0.50
August 10, 2020	Correspondence with S. Kingston regarding vehicle transfer documents; various correspondence with J. McElman; correspondence with D. Tuck.	CH	0.20

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
August 10, 2020	Review of property transaction and agreements of purchase and sale with respect to closing date and correspondence with respect thereto.	JJBM	0.60
August 10, 2020	Further work on obtaining orders and forwarding of same; directing service of same and matters related thereto.	JJBM	0.40
August 10, 2020	Further correspondence with respect to McCain sale and preparation of receiver certificate.	JJBM	0.40
August 10, 2020	Consultation with Ernst & Young; consultation with Mike Gillis with respect to closing of transactions and correspondence with McCain with respect to outstanding issues.	JJBM	0.80
August 10, 2020	Further correspondence with respect to vehicle registrations and matters related thereto.	JJBM	0.30
August 10, 2020	Emails with S. Christie; phone calls with S. Christie; office consultation with Paralegal; phone calls with J. McElman; review Court order; phone calls with S. Wilson; draft Schedule "D" language for Transfers; review Court Orders for Woodstock property; emails with S. Wilson re: procedure for closing with Approval and Vesting Order.	MAG	2.30
August 11, 2020	Preparing Form 31/36 for signature; correspondence with Robert Powell with respect to same.	BALC	0.90
August 11, 2020	Correspondence with Motor Vehicle Branch; correspondence with J. McElman; review transfer documents executed by B. Brake for 1987 Freightliner FLC.	CH	0.30
August 11, 2020	Further work on insurance issues related to vehicles; review of outstanding issues related thereto and further work on proof of claim.	JJBM	1.20
August 11, 2020	Further work on vehicle registrations and matters related thereto and further work on closing of transactions.	JJBM	0.80
August 11, 2020	Further work on closing transaction of McCain and also real property.	JJBM	0.40
August 11, 2020	Call with Ernst & Young.	JJBM	0.40
August 11, 2020	Correspondence with McCain.	JJBM	0.20
August 11, 2020	Office consultation with Paralegal; emails with S. Wilson.	MAG	0.40
August 12, 2020	Updating service list.	BALC	0.10
August 12, 2020	Correspondence with Motor Vehicle Branch regarding vehicles registered in the names of the Hillspring	CH	0.60

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	entities; consultation with J. McElman; prepare letter to the Court enclosing Receiver's Certificate; attend at Court Clerk's Office to file Receiver's Certificate.		
August 12, 2020	Further work on closing of BDC transaction; receiver certificate, appraisals and issues related to McCain.	JJBM	1.20
August 12, 2020	To all matters in connection with the sale PID 10284115, Central Street, Centreville, NB, including but not limited to: Planet search; receipt and review of Agreement of Purchase and Sale; telephone conversation with Department of Finance to check status of property tax account; telephone conversations, emails/faxes with purchasers' solicitor; receipt and review of electronic transfer from purchasers' solicitor; preparation and review of sale documents and adjustments; meeting with clients; attending to closing details.	SJ	3.50
August 12, 2020	To all matters in connection with the sale PID 10153278, Central Street, Centreville, NB, including but not limited to: Planet search; receipt and review of Agreement of Purchase and Sale; telephone conversation with Department of Finance to check status of property tax account; telephone conversations, emails/faxes with purchasers' solicitor; receipt and review of electronic transfer from purchasers' solicitor; preparation and review of sale documents and adjustments; meeting with clients; attending to closing details.	SJ	3.50
August 12, 2020	To all matters in connection with the sale PID 10121499, 103 Graham Street, Woodstock, NB, including but not limited to: Planet search; receipt and review of Agreement of Purchase and Sale; telephone conversation with Department of Finance to check status of property tax account; telephone conversations, emails/faxes with purchasers' solicitor; receipt and review of electronic transfer from purchasers' solicitor; preparation and review of sale documents and adjustments; meeting with clients; attending to closing details.	SJ	3.50
August 13, 2020	Correspondence with Motor Vehicle Branch regarding lists of vehicles owned by the Hillspring entities.	CH	0.10
August 13, 2020	Further work on real property transactions; consultation with respect thereto and further work on issues related to books and records.	JJBM	0.80
August 13, 2020	Office consultation with Paralegal re: status of files and draft documents; review draft documents for OPC transaction; emails with S. Wilson; review standards	MAG	3.30

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	for practice of real property law; emails with S. Christie; review Vesting Order; review Receiver Order; draft Receiver Certificate particulars for 103 Graham Street transaction; office consultation with J. McElman; respond to emails from S. Christie re: vesting.		
August 14, 2020	Review of correspondence from G. Kinsman regarding CH vehicle registered to J. Bake; correspondence with J. McElman regarding motor vehicle inspection; review of motor vehicle inspection; review of transfer documents executed by B. Brake.		0.20
August 14, 2020	Further work on sale to BDC; further work on vehicle issues and further work on opinion with respect to BDC.	JJBM	1.10
August 14, 2020	Office consultation with Paralegal re: draft documents for OPC Canada transaction and P. Carpenter transaction; draft Escrow Agreement with S. Wilson; email draft documents to S. Christie for two HSF lots; email draft documents to S. Wilson for Woodstock lot; email draft documents for all three transactions to G. Kinsman.	MAG	2.00
August 17, 2020	Preparing for and attending First Meeting of the Creditors; correspondence with Josh McElman regarding same.	BALC	1.20
August 17, 2020	Emails with G. Kinsman; various emails and office consultations with Paralegal; email draft Transfers to G. Kinsman; email with M. Beaulieu; emails with S. Wilson; draft Closing Agreement for closing with S. Wilson; emails with G. MacDonald re: document execution; review and revise draft documents; email executed version of documents to G. Kinsman; review and revise Escrow Agreement and email draft to S. Wilson.	MAG	4.20
August 18, 2020	Correspondence with J. McElman; review list of vehicles registered to Hillspring Farms Ltd. provided by Motor Vehicle Branch; update spreadsheet to reflect current status of vehicles.	CH	1.00
August 18, 2020	Review of correspondence with respect property sales.	JJBM	0.40
August 18, 2020	Review of notices of disposition.	JJBM	0.40
August 19, 2020	Attend at Service New Brunswick to transfer vehicle registered to Benjamin Brake and renew vehicle registration; consultation with J. McElman; correspondence with N. MacParland and R. Nicholls regarding motor vehicle inspection.	CH	4.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
August 19, 2020	Further work on matters related to vehicles and property closings; emails from CIBC with respect to documentation and emails with McCain.	JJBM	1.30
August 19, 2020	Emails with S. Wilson; emails with S. Christie; phone calls with S. Wilson re: personal property; review Agreement of Purchase and Sale; emails with G. Kinsman; email Escrow Agreement to S. Wilson; phone calls with S. Wilson; draft updated undertakings to Statement of Adjustments; email to S. Wilson; email to client; review Water and Sewerage Certificate; review executed Escrow Agreement from S. Wilson; further revisions to Statement of Adjustments; email Statement of Adjustments to G. Kinsman; emails with G. Kinsman re: contents to be removed from building; various office consultations with Paralegal.	MAG	2.30
August 20, 2020	Review of lists of motor vehicles registered in the names of Hillspring Farms Ltd. and HSF Foods Ltd.; update spreadsheets to reflect current status of motor vehicles; correspondence with J. McElman; prepare letter to Court Clerk enclosing receiver's certificate; attend at Court to file receiver's certificate.	CH	2.30
August 20, 2020	Correspondence with Bingham law with respect to outstanding opinion.	JJBM	0.30
August 20, 2020	Initial review of list of motor vehicle.	JJBM	0.30
August 20, 2020	Emails with S. Wilson re: closing; various emails and phone calls to S. Wilson; office consultation with Paralegal re: verification of closing files; emails with G. Kinsman; finalize Receiver Certificate and email to S. Wilson along with signed Statement of Adjustments and to all other closing matters.	MAG	1.50
August 21, 2020	Further work on property sales and consultation with respect thereto.	JJBM	0.50
August 21, 2020	Emails with Purchaser's solicitor; review executed Statement of Adjustments; office consultations and emails with Paralegal; release Transfer to S. Christie; emails with S. Christie; revisions to Statement of Adjustments.	MAG	1.10
August 22, 2020	Review of summaries with respect to motor vehicle act and preparation of correspondence to Ernst & Young.	JJBM	0.90
August 23, 2020	Further review of information provided with respect to Agromart claim.	JJBM	0.40
August 24, 2020	Office consultation with Josh McElman and review of materials.	BALC	0.50
August 24, 2020	Telephone call to Service New Brunswick regarding	CH	0.60

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	vehicle purchase affidavit; telephone call with the Department of Finance regarding motor vehicle purchase affidavit; email correspondence with the Department of Finance regarding motor vehicle purchase affidavit.		
August 24, 2020	Review of correspondence from Ernst & Young; correspondence with McCain with respect to meeting and discussion with respect to outstanding issues related to vehicle registrations.	JJBM	0.50
August 25, 2020	Telephone call with G. Kinsman; review of files on record for executed equipment lease; email correspondence with G. Kinsman regarding executed equipment lease; review of motor vehicle inspection; email correspondence with R. Nicholls regarding motor vehicle inspection.	CH	0.40
August 25, 2020	Consultation with EY with respect to vehicles.	JJBM	0.50
August 25, 2020	Emails with S. Christie re: OPC Canada transaction; review Certificates of Registered Ownership; emails to Paralegal re: FCC Mortgage Discharge.	MAG	0.30
August 27, 2020	Further follow-up with Bingham Law with respect to BDC opinion.	JJBM	0.30
August 28, 2020	Consultation with respect to issues related to potential dismantling of equipment and consideration of issues related thereto.	JJBM	0.80
August 30, 2020	Review of equipment listing; direction with respect to crosschecking and further follow-up with respect to same and vehicle of Ben Brake.	JJBM	0.40
August 31, 2020	Review of spreadsheet identifying vehicles registered to Hillspring Farms Ltd. and HSF Foods Ltd.; review of PPSA search results for Hillspring Farms Ltd. and HSF Foods Ltd.; prepare updated spreadsheet identifying PPSA registrations against vehicles included in vehicle registration spreadsheet.	CH	1.50
August 31, 2020	Further work on vehicle issues and correspondence with McCain.	JJBM	0.50
September 1, 2020	Further follow-up on BDC opinion.	JJBM	0.20
September 2, 2020	Prepare motor vehicle purchase affidavit of G. Kinsman; prepare updated spreadsheet of motor vehicles registered to Hillspring Farms Ltd. and HSF Foods Ltd. to include entities with a security interest in the vehicles.	CH	1.10
September 3, 2020	Attended at SNB to attempt to renew vehicle registration.	AJ	1.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
September 3, 2020	Update spreadsheet of motor vehicles registered to Hillspring Farms Ltd. and HSF Foods Ltd. to include entities with a security interest in the listed vehicles; consultation with J. Adam regarding motor vehicle registrations; correspondence with J. McElman regarding motor vehicle spreadsheet.	CH	3.40
September 3, 2020	Meet G Kinsman to swear affidavit.	GDM	0.30
September 3, 2020	The state of Hillspring farms; Further consultation with JJBM George kinsman with respect outstanding issues; consultation with co-counsel with respect vehicle registration for Ben.		0.80
September 8, 2020	Consultation with Ernst & Young with respect to outstanding questions related to equipment.	JJBM	0.40
September 9, 2020	Further work on discharges.	JJBM	0.30
September 10, 2020	Further correspondence with Bingham law and BDC with respect to outstanding opinion in matters to be addressed.	JJBM	0.40
September 11, 2020	Further work on BDC opinion; further preparation of letter to Stephen Kingston and consultation with client.	JJBM	0.90
September 14, 2020	Correspondence with Employment Standards with regards to Notice of Motion and outstanding matters.	BALC	0.50
September 14, 2020	Correspondence with J. McElman regarding motor vehicle registration issues; prepare application for vehicle registration for 2008 Ford Ranger; prepare draft letter to Service New Brunswick regarding transfer of B. Brake vehicle.	CH	1.00
September 14, 2020	Letter to McInnes Cooper with respect to outstanding issues related to vehicles.	JJBM	0.50
September 14, 2020	Further work on issues related to Ben Brake's vehicle.	JJBM	0.30
September 15, 2020	Further preparation of letter to Service New Brunswick regarding transfer of B. Brake vehicle and related issues.	CH	1.20
September 15, 2020	Further review of BDC opinion.	JJBM	0.50
September 16, 2020	Consultation with George Kingsman; review of documentation; consideration of issues related to employment standards and further review of correspondence from client with respect thereto.	JJBM	0.50
September 17, 2020	Review and revise letter to Service New Brunswick regarding vehicle transfer issues.	CH	0.50
September 17, 2020	Further work on issues related to BDC, opinion and WEPPA.	JJBM	0.80

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
September 21, 2020	Review of response from Brake's solicitor regarding vehicles not located by receiver; review of equipment lease; review of EY/McCain insurance documents; review of PPSA search results for Hillspring Farms Ltd. and HSF Foods Ltd.; correspondence with J. McElman regarding same.	CH	1.00
September 21, 2020	Further work on vehicles and issues related thereto.	JJBM	0.90
September 22, 2020	Review and revise letter to Service New Brunswick regarding vehicle transfer and registration issues; correspondence with J. McElman regarding same; telephone call with Motor Vehicle Branch regarding motor vehicle registration issues; various consultations with J. McElman; review of Service New Brunswick directory to identify manager of Saint John service centre; prepare package of documents to be delivered to Service New Brunswick.	CH	2.70
September 22, 2020	Preparation of letter to Service New Brunswick with respect to vehicle registration an explanation of situation and issues arising as a result of Service New Brunswick and, correspondence with counsel for McCain with respect vehicles.	JJBM	1.10
September 23, 2020	Finalize package to Service New Brunswick regarding Freightliner transfer.	CH	0.30
September 23, 2020	Further work on issues related to vehicles.	JJBM	1.10
September 24, 2020	Consultation with Davies with respect to position of McCain in relation to vehicles.	JJBM	0.30
September 24, 2020	Consultation with Ernst & Young with respect to position of McCain in relation to outstanding issues.	JJBM	0.10
September 28, 2020	Consultation with the Ernst & Young and further work on outstanding matters.	JJBM	0.30
September 29, 2020	Further work on issues related to vehicles.	JJBM	0.40
September 30, 2020	Consultation with J. McElman regarding vehicle registration issues; prepare application for vehicle registration for 2008 Ford Ranger.	CH	0.20
September 30, 2020	Call with Service New Brunswick.	JJBM	0.20
September 30, 2020	Consultation with Caleb Hunter with respect to final registration issues related to vehicles.	JJBM	0.30
September 30, 2020	Discussion with George Kinsman; review of email correspondence ratio so review of email correspondence with McCain; consideration of position of agromart.	JJBM	0.30
	To our fee		\$108,883.50

Lawyer	Initials	Hours	Rate	Total
Josh McElman	JJBM	36.70	390.00	14,313.00
Josh McElman	JJBM	144.10	375.00	54,037.50
Gavin D. MacDonald	GDM	1.70	370.00	629.00
Michael Gillis	MAG	43.90	360.00	15,804.00
Bailey Campbell	BALC	49.90	200.00	9,980.00
Caleb Hunter	CH	76.20	160.00	12,192.00
Jordan Stephen	SJ	1.40	160.00	224.00
Jillian Trill Fahey	JTF	0.30	160.00	48.00
Jennifer Adam	AJ	1.50	160.00	240.00
Tara McIntyre	TM	0.60	160.00	96.00
Kathryn Davison	KLD	2.00	135.00	270.00
Stephanie Jardine	SJ	10.50	100.00	1,050.00
Jennifer Adam	AJ	1.10	0.00	0.00

NON-TAXABLE DISBURSEMENTS:

PPSA Amendment	\$330.00
Registration costs (NT)	28,975.00

Total Non-Taxable Disbursements:	<u>\$29,305.00</u>
----------------------------------	--------------------

TAXABLE DISBURSEMENTS:

Bank Fees	\$22.00
Certificate of Registered Ownership	6,825.00
Certified Copies	90.00
Computer Research Carswell	400.00
Delivery & courier	199.71
Outside Photocopying	60.00
Photocopies	2,291.75
PPSA - Search	50.00
Printing (in-house)	11.90
Process Servers/Service of Documents	489.35
Searches	24.00
Web Hosting	18.27

Total Taxable Disbursements:	<u>\$10,481.98</u>
------------------------------	--------------------

SUMMARY:

Fees	\$108,883.50
Disbursements	\$39,786.98
Subtotal	<u>\$148,670.48</u>

HST Fees	\$16,332.53
HST Disbursements	\$1,572.30
Subtotal	<u>\$17,904.83</u>

TOTAL INVOICE	\$166,575.31
BALANCE NOW DUE	<u>\$166,575.31</u>

STATEMENT OF ACCOUNT

Amount of this invoice	\$166,575.31
Previous Balance	\$0.00
Interest on Overdue Amount	\$0.00
Total Amount Owing	\$166,575.31

Please return this page with your payment if paying by cheque or indicate invoice number on cheque and send to Cox & Palmer

To pay by online banking, please add Cox & Palmer as a payee and enter 5006223400001 when prompted for an account.

Payment Options: Cash, Cheque, VISA, MasterCard, AMEX, Online Banking

Terms:

An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

Brunswick Square
Ste 1500, 1 Germain Street
PO Box 1324
Saint John, NB E2L 4H8

Tel: 506-632-8900
Fax: 506-632-8809
www.coxandpalmerlaw.com

NOVA SCOTIA | NEW BRUNSWICK | PRINCE EDWARD ISLAND | NEWFOUNDLAND & LABRADOR

COX & PALMER

The difference is a great relationship

Estate of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring
Warehouse & Logistics Inc.
c/o Ernest & Young Inc.
RBC Waterside Centre
1871 Hollis Street, Suite 500
Halifax, NS B3J 0C3

December 31, 2020
File #50062234-00001
Your Ref:
HST REG.#121439335 RT0001
Client # 50062234

Invoice #:500082013

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:

RE: Receivership

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
October 1, 2020	Attend at Service New Brunswick to renew the 2008 Ford Ranger's motor vehicle registration; correspondence with J. McElman and R. Nicholls regarding same; prepare courier package to be sent to McCain containing vehicle registration.	CH	1.30
October 1, 2020	Further correspondence with Service New Brunswick with respect to vehicles.	JJBM	0.30
October 1, 2020	Consultation with George Kinsman with respect to position related to vehicles and matters related thereto.	JJBM	0.40
October 2, 2020	Discussion with EY and review of chart of matters related to vehicles.	JJBM	0.40
October 7, 2020	Consultation with J. McElman regarding Freightliner transfer; prepare letter and courier package to McCain enclosing motor vehicle registration; correspondence with R. Nicholls regarding Freightliner transfer and registration renewal.	CH	0.30
October 7, 2020	Review email of Nia with respect to rail siding agreements.	JJBM	0.30
October 7, 2020	Further work on vehicles.	JJBM	0.20
October 8, 2020	Review of the vehicle response and preparation of correspondence to opposing counsel and consideration of rail siding issues.	JJBM	0.80
October 9, 2020	Further work on issues related to vehicle and consultation with receiver with respect thereto.	JJBM	0.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
October 15, 2020	Review of Department of Motor Vehicles spreadsheet to associate vehicle with plate number; correspondence with J. McElman regarding same.	CH	0.20
October 15, 2020	Review of correspondence with respect to unidentifiable trailer and correspondence to client with respect thereto.	JJBM	0.30
October 16, 2020	Call with George Kinsman; review of material compiled as result of inspection by John Jardine.	JJBM	0.40
October 16, 2020	Edit and amendment of rail siding agreement assignment with CN and McCain; further edit, amendment and correspondence; and call with counsel for McCain.	JJBM	1.10
October 18, 2020	Review of correspondence related to vehicles and preparation of draft correspondence to parties to reviewable transactions.	JJBM	0.90
October 19, 2020	Correspondence with George Kinsman.	JJBM	0.20
October 20, 2020	Preparation of bills of sale.	JJBM	0.60
October 21, 2020	Various emails.	JJBM	0.10
October 26, 2020	Correspondence with counsel for CIBC and correspondence with counsel for McCain.	JJBM	0.20
October 29, 2020	Consultation with PWC; consultation with Ernst & Young; review of email correspondence; review of documentation; further consultation with Ernst & Young with respect outstanding issues and further work on same.	JJBM	0.50
October 30, 2020	Review of correspondence.	JJBM	0.20
November 2, 2020	Review of correspondence.	JJBM	0.20
November 5, 2020	Review of correspondence and call with Ernst & Young.	JJBM	0.30
November 9, 2020	Consultation with Ernst & Young; call with Ernst & Young and FCC.	JJBM	1.40
November 10, 2020	Further work on issues related to scrap metal, BDC and next court hearing.	JJBM	0.90
November 11, 2020	Further consideration of issues for upcoming hearing; correspondence with McCain and consultation with receiver.	JJBM	1.20
November 13, 2020	Preparation for attending call with counsel for OBC to discuss outstanding issues with Ernst & Young.	JJBM	0.60
November 13, 2020	Consideration of exercise of farming equipment lease options; consultation with Ernst & Young with respect thereto; further consultation with Ernst & Young;	JJBM	1.40

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	consideration of matters related to vehicle registrations and additional issues; and consultation with McCain and FCC.		
November 15, 2020	Review of farm equipment lease; review of exercise option; review of lease tracker; review of information provided by Ernst & Young; further consideration of same and correspondence with Ernst & Young with respect to equipment lease and distributions.	JJBM	1.40
November 15, 2020	Further work on matters related to vehicle registrations and preparation of draft correspondence to McCain related to resolution in relation to pickups.	JJBM	1.60
November 15, 2020	Further edit and amendment of correspondence to McCain; consideration of issues, previous orders and requirements of Ernst & Young and further work on issues related to distributions and consideration of same.	JJBM	1.30
November 16, 2020	Further work on various issues related to farm equipment, McCain's position with respect to same, scrap metal and position of McCain vis-a-vis CIBC; and arranging conference call for sale of real property.	JJBM	1.30
November 17, 2020	Further work on issues related to upcoming hearing and correspondence with respect thereto; consideration of outstanding issues related to BDC, additional equipment and matters related thereto.	JJBM	1.30
November 17, 2020	Emails with J. McElman re: Sale of HSF properties; preliminary review of Agreements of Purchase and Sales for two HSF Foods properties; emails to Paralegal.	MAG	0.30
November 18, 2020	Review Agreement of Purchase and Sale; review Planet report; emails with J. McElman; office consultation with Paralegal; email to real estate agent.	MAG	0.40
November 19, 2020	Further work on certificate.	JJBM	0.60
November 19, 2020	Further preparation for call with respect to distribution; attending same and further work on outstanding issues.	JJBM	1.20
November 20, 2020	Prepare letter to court enclosing receiver's equipment certificate.	CH	0.20
November 20, 2020	Further work on outstanding issues related to transfer of property and consultation with receiver and with McCain with respect to same.	JJBM	0.80
November 20, 2020	Emails with real estate agent.	MAG	0.20
November 23, 2020	Filing Receiver's Certificate.	BALC	0.30

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
November 23, 2020	Further preparation of documentation and materials for upcoming hearing and consideration of outstanding issues related to same.	JJBM	2.40
November 23, 2020	Further work on transactions and distribution charts; conference calls with respect to same and further consultation with respect to outstanding issues.	JJBM	2.20
November 23, 2020	Emails with real estate agent; emails to Paralegal; emails with J. McElman; emails to Purchaser's solicitor.	MAG	0.40
November 24, 2020	Correspondence with counsel for BDC; correspondence with Ernst & Young with respect to outstanding issues related to distribution and matters related thereto.	JJBM	0.40
November 24, 2020	Emails with S. Kinney; office consultation with Paralegal.	MAG	0.20
November 25, 2020	Further work on outstanding issues related to upcoming hearing and consultation with Ernst & Young with respect to same.	JJBM	1.30
November 25, 2020	Emails with Paralegal re: purchaser due diligence.	MAG	0.20
November 26, 2020	Review and edit of brief on motion, notice of motion and material related thereto and edit and amendment of same.	JJBM	3.90
November 27, 2020	Further preparation of documentation.	JJBM	1.90
November 29, 2020	Review of report; edits and amendments thereto; correspondence with respect thereto; preparation of notice of motion and orders and further edit and amendment of same.	JJBM	4.50
November 30, 2020	Further work on outstanding issues; edit and amendment of draft motion; correspondence with Ernst & Young and consultation with Ernst & Young with respect thereto.	JJBM	2.90
December 1, 2020	Preparing Notice of Motion to be filed; serving Notice of Motion on the Service List.	BALC	0.80
December 1, 2020	Further work on brief on law; further consideration of issues in preparation for upcoming hearing; correspondence with Court and consultation with client.	JJBM	2.80
December 1, 2020	Further work on material for Court hearing.	JJBM	0.90
December 1, 2020	Further consideration of issues for upcoming hearing and position of Grand Falls Agromart; and correspondence with respect thereto.	JJBM	0.50
December 2, 2020	Further preparation of materials for upcoming hearing.	JJBM	2.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
December 2, 2020	Emails with J. McElman; emails with Paralegal; review correspondence from Purchaser's solicitor; review and revise draft documents.	MAG	0.20
December 3, 2020	Correspondence with J. McElman and N. Haines regarding Estate's HST number.	CH	0.20
December 3, 2020	Further correspondence with respect to OPC.	JJBM	0.40
December 3, 2020	Further work on record and issues related to community disclosure.	JJBM	2.80
December 3, 2020	Emails with J. McElman re: draft order.	MAG	0.20
December 4, 2020	Filing and serving the Second Report of the Receiver; correspondence with Josh McElman regarding attendees.	BALC	1.40
December 4, 2020	Further work on record and receiver's report.	JJBM	1.20
December 4, 2020	Delivered Documents to Court of Queen's Bench.	JTF	0.40
December 4, 2020	Review draft Order; emails draft to Purchaser's solicitor; review and revise draft documents; draft notice to Paralegal; memo to Paralegal.	MAG	0.70
December 5, 2020	Further work on brief on law; consideration of outstanding issues related to Grand Falls Agromart and matters related thereto.	JJBM	1.80
December 6, 2020	Reviewing and revising Brief on Law; correspondence with Josh McElman regarding same.	BALC	1.10
December 6, 2020	Further work on brief on law; edit and amendment of same and forwarding of same to co-counsel for review and consideration.	JJBM	2.40
December 7, 2020	Filing documents at Court.	AJ	0.30
December 7, 2020	Drafting and compiling Affidavit of Service; preparing Affidavit of Service, Record on Motion, and Brief on Law to be filed; serving service list with filed documents; preparing chart of attendees for Court.	BALC	3.00
December 7, 2020	Final preparation of brief on law and record on motion; arranging for filing and delivery of same.	JJBM	1.60
December 7, 2020	Consultation with Ernst & Young.	JJBM	0.30
December 7, 2020	Emails and phone calls with S. Kinney re: closing documentation; emails to Paralegal.	MAG	0.40
December 8, 2020	Correspondence with Court regarding attendees at Motion; further work preparing for Motion.	BALC	1.80
December 8, 2020	Further preparation for hearing next day; call with McCain and call with client.	JJBM	2.20
December 8, 2020	Emails with Paralegal re: water and sewer; emails with	MAG	1.10

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	S. Kinney; review and revise draft documents; email draft documents to G. Kinsman; email draft documents to S. Kinney.		
December 9, 2020	Filing document at Court.	AJ	0.30
December 9, 2020	Preparing for Motion; attending hearing of Motion; post hearing update with client; correspondence with Wickwire Holm regarding disbursements; correspondence with Court regarding Order.	BALC	3.60
December 9, 2020	Preparation for and attending hearing and post-hearing work on matter.	JJBM	3.50
December 9, 2020	Further work on post-hearing matters and bill of sale.	JJBM	0.80
December 9, 2020	Review executed Court Approval and Vesting Order; email to Paralegal; emails to S. Kinney re: draft documents.	MAG	0.30
December 10, 2020	Further work on post-hearing matters.	JJBM	0.60
December 10, 2020	Emails with S. Kinney re: draft documents; instructions to Paralegal re: revisions to authorization and direction; emails draft documents to S. Kinney.	MAG	0.40
December 14, 2020	Emails with S. Kinney re: closing; instructions to Paralegal review executed purchase documents; sign Escrow Agreement and email to Purchaser's counsel.	MAG	0.50
December 15, 2020	Further work on closing and review of outstanding issues.	JJBM	0.50
December 15, 2020	Office consultation with Paralegal; emails to G. Kinsman re: execution of documents; emails with Purchaser's lawyer re: closing and closing documents.	MAG	0.50
December 16, 2020	Emails with G. Kinsman; emails to S. Kinney; office consultation with Paralegal; emails to G. Kinsman re: closing arrangements and postponement of closing.	MAG	0.60
December 16, 2020	To all matters in connection with the sale PID 10264810, 147 Heller Road, Woodstock, NB, including but not limited to: Planet search; receipt and review of Agreement of Purchase and Sale; telephone conversation with Department of Finance to check status of property tax account; telephone conversations, emails/faxes with purchasers' solicitor; receipt and review of electronic transfer from purchasers' solicitor; preparation and review of sale documents and adjustments; meeting with clients; attending to closing details.	SJ	4.30
December 17, 2020	Further work on outstanding matters.	BALC	0.30
December 17, 2020	Further work on issues related to transaction and	JJBM	0.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	consultation with Ernst & Young with respect to same.		
December 17, 2020	Further work on closing of sale and consultation with co-counsel with respect thereto.	JJBM	0.40
December 17, 2020	Office consultation with Paralegal; emails with G. Kinsman re: closing documents; email to B. Campbell re: vesting order; email and phone calls with Purchaser's solicitor; review status of closing document delivery; review original receiver's certificate and closing documents; complete Receiver Certificate; phone calls with Purchaser's solicitor re: closing instructions; emails to G. Kinsman confirming closing; email final Receiver Certificate to Purchaser's solicitor; emails with J. McElman re: proceeds; emails with G. Kinsmen re: net proceeds and reconciliation of Real Estate deposits and property tax adjustments.	MAG	1.50
December 18, 2020	Preparation for impending call with respect to payments related to McCain investment in local community.	JJBM	0.60
December 18, 2020	Emails with S. Kinney re: closing and satisfaction of final escrow condition.	MAG	0.20
December 21, 2020	Review of correspondence.	JJBM	0.20
December 22, 2020	Arranging for delivery of correspondence to Court; consultation with client and further work on CN assignment document.	JJBM	0.60
December 23, 2020	Filing confidential update with Court.	BALC	0.30
December 23, 2020	Further work on delivery of correspondence to Court.	JJBM	0.30

To our fee \$33,512.00

Lawyer	Initials	Hours	Rate	Total
Josh McElman	JJBM	69.80	390.00	27,222.00
Michael Gillis	MAG	8.30	360.00	2,988.00
Bailey Campbell	BALC	12.60	200.00	2,520.00
Caleb Hunter	CH	2.20	160.00	352.00
Stephanie Jardine	SJ	4.30	100.00	430.00
Jillian Trail Fahey	JTF	0.40	0.00	0.00
Jennifer Adam	AJ	0.60	0.00	0.00

NON-TAXABLE DISBURSEMENTS:

Registration costs (NT) \$54.00

Total Non-Taxable Disbursements: \$54.00

TAXABLE DISBURSEMENTS:

Bank Fees	\$44.00
Certificate of Registered Ownership	35.00
Delivery & courier	62.62
Photocopies	387.20
Tax Certificate	20.00
Total Taxable Disbursements:	<u>\$548.82</u>

SUMMARY:

Fees	\$33,512.00
Disbursements	<u>\$602.82</u>
Subtotal	<u>\$34,114.82</u>
HST Fees	\$5,026.80
HST Disbursements	<u>\$82.32</u>
Subtotal	<u>\$5,109.12</u>
TOTAL INVOICE	<u>\$39,223.94</u>
BALANCE NOW DUE	<u>\$39,223.94</u>

STATEMENT OF ACCOUNT

Amount of this invoice	\$39,223.94
Previous Balance	\$0.00
Interest on Overdue Amount	\$0.00
Total Amount Owing	<u>\$39,223.94</u>

Please return this page with your payment if paying by cheque or indicate invoice number on cheque and send to Cox & Palmer

To pay by online banking, please add Cox & Palmer as a payee and enter your 8 digit client number 50062234 when prompted for an account

In the reference box, please enter your 5 digit matter number 00001 or up to 2 invoice numbers
Use of the reference box will ensure timely and accurate allocation of payment to your account.

Payment Options: Wire, EFT, Cash, Cheque, Visa, MasterCard, AMEX, In Office Debit, Online Banking

Terms:

An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

Brunswick Square
Ste 1500, 1 Germain Street
PO Box 1324
Saint John, NB E2L 4H8

Tel: 506-632-8900
Fax: 506-632-8809
www.coxandpalmerlaw.com

NOVA SCOTIA | NEW BRUNSWICK | PRINCE EDWARD ISLAND | NEWFOUNDLAND & LABRADOR

COX & PALMER

The difference is a great relationship

Estate of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring
Warehouse & Logistics Inc.
c/o Ernest & Young Inc.
RBC Waterside Centre
1871 Hollis Street, Suite 500
Halifax, NS B3J 0C3

February 28, 2021
File #50062234-00001
HST REG.#121439335 RT0001
Client # 50062234

Invoice #:500085527

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:

RE: Receivership

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
January 5, 2021	Correspondence with McCain with respect outstanding issues.	JJBM	0.30
January 5, 2021	Correspondence with Mia Karabatsos with respect to collection notice.	JJBM	0.10
January 12, 2021	Research regarding exemptions for cash surrender value of insurance policies; correspondence with Josh McElman regarding same.	BALC	3.10
January 13, 2021	Further work on outstanding matters; reviewing creditor packages and preparing Proofs of Claim and Voting Letters.	BALC	3.70
January 13, 2021	Correspondence with McCain with respect to outstanding claims.	JJBM	0.30
January 14, 2021	Finalizing updated amounts owing for Proofs of Claim.	BALC	0.40
January 14, 2021	Review offer on Andrew Court.	JJBM	0.20
January 15, 2021	Finalizing proofs of claim; correspondence with Josh McElman regarding same.	BALC	0.50
January 15, 2021	Further work on collection issue for McCain.	JJBM	0.20
January 18, 2021	Further work on outstanding issues related to transaction.	JJBM	0.30
January 18, 2021	Emails with J. McElman; review Agreement of Purchase and Sale for Andow property; review Planet report; emails to Paralegal re: preparation of documents.	MAG	0.30
January 19, 2021	Correspondence regarding proposals of Jeremy and Benjamin Brake.	BALC	0.20
January 19, 2021	Office consultation with Paralegal re: sale procedure.	MAG	0.20

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
January 20, 2021	Preparing proxies; correspondence with Josh McElman regarding same; revising proxies appointing Jason Inman; reviewing correspondence regarding Amendment to Proposal of Benjamin Brake.	BALC	1.30
January 21, 2021	Preparing further revised proxies appointing Josh McElman; correspondence with Josh McElman; further work in preparation for meetings.	BALC	1.10
January 21, 2021	Further work on transaction.	JJBM	0.30
January 21, 2021	To all matters in connection with the sale of the above noted property, including but not limited to: Planet search; receipt and review of Agreement of Purchase and Sale; telephone conversation with Department of Finance to check status of property tax account; telephone conversations, emails/faxes with client; telephone conversations, emails/faxes with purchasers' solicitor; request and receipt of mortgage payout statement; order and receipt of Water and Sewer Certificate; receipt and review of electronic transfer from purchasers' solicitor; preparation and review of sale documents and adjustments; meeting with clients; attendance at closing.	LMD	4.30
January 21, 2021	Office consultation with Paralegal; phone calls with J. McElman; emails to G. Kinsman re: aggregate of asset sale.	MAG	0.40
January 26, 2021	Review emails from Paralegal; review emails from solicitor for the Purchaser re: form of Transfer.	MAG	0.20
January 27, 2021	Office consultation with Paralegal; review draft Transfer; review and revise Schedule "D" to Transfer.	MAG	0.30
January 29, 2021	Review emails from Purchaser's counsel; emails with Paralegal re: closing date and closing documents.	MAG	0.20
February 1, 2021	Emails with Paralegal re: closing and execution of documents by client.	MAG	0.30
February 2, 2021	Emails with J. Goodline re: closing documents; review Certificate of Registered Ownership and Tax Certificate; emails to J. Goodline re: register mortgage discharge and outstanding taxes.	MAG	0.20
February 5, 2021	Call with Ernst & Young with respect to outstanding issues.	JJBM	0.20
February 5, 2021	Emails to Paralegal re: draft documents; email with counsel for the Purchaser; revisions to draft documents; office consultation with Paralegal.	MAG	0.50
February 8, 2021	Emails with Paralegal re: status of documents; emails to solicitor for Purchaser; email draft documents to G. Kinsman; zoom call with G. Kinsman re: execution of	MAG	0.70

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
	documents.		
February 10, 2021	Review executed documents and emails to Paralegal re: courier of documents to Purchaser's solicitor.	MAG	0.20
February 12, 2021	Further work on closing of transaction and direction with respect thereto.	JJBM	0.20
February 12, 2021	Emails with J. Goodine; office consultation with Paralegal; emails to client confirming completion of transaction; release Transfer to Purchaser's solicitor; emails to G. Kinsman; to all closing matters.	MAG	0.50
February 18, 2021	Correspondence with property paralegals with respect to discharges to be obtained by receiver from FCC.	JJBM	0.50
February 19, 2021	Further work on discharges and consideration of outstanding issues related to same.	JJBM	0.20
February 24, 2021	Consultation with Ernst & Young.	JJBM	0.40
February 25, 2021	Emails with D. Thick; emails with Paralegal.	MAG	0.20

To our fee

\$5,604.00

Lawyer	Initials	Hours	Rate	Total
Josh McElman	JJBM	3.20	410.00	1,312.00
Michael Gillis	MAG	4.20	380.00	1,596.00
Bailey Campbell	BALC	10.30	220.00	2,266.00
Lisa DeBow	LMD	4.30	100.00	430.00

TAXABLE DISBURSEMENTS:

Bank Fees	\$22.00
Delivery & courier	10.67
Photocopies	52.15

Total Taxable Disbursements:

\$84.82

SUMMARY:

Fees	\$5,604.00
Disbursements	\$84.82
Subtotal	\$5,688.82
HST Fees	\$840.60
HST Disbursements	\$12.72
Subtotal	\$853.32

TOTAL INVOICE	\$6,542.14
Credit Applied to Account	628.00
BALANCE NOW DUE	\$5,914.14

STATEMENT OF ACCOUNT

Amount of this invoice	\$5,914.14
Previous Balance	\$0.00
Interest on Overdue Amount	\$0.00
Total Amount Owning	<u>\$5,914.14</u>

Please return this page with your payment if paying by cheque or Indicate invoice number on cheque and send to Cox & Palmer

To pay by online banking, please add Cox & Palmer as a payee and enter your
8 digit client number 50062234 when prompted for an account
In the reference box, please enter your 5 digit matter number 00001 or up to 2 invoice numbers
Use of the reference box will ensure timely and accurate allocation of payment to your account.

Payment Options: Wire, EFT, Cash, Cheque, Visa, MasterCard, AMEX, In Office Debit, Online Banking

Terms:

An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

Brunswick Square
Ste 1500, 1 Germain Street
PO Box 1324
Saint John, NB E2L 4H8

Tel: 506-632-8900
Fax: 506-632-8809
www.coxandpalmerlaw.com

NOVA SCOTIA | NEW BRUNSWICK | PRINCE EDWARD ISLAND | NEWFOUNDLAND & LABRADOR

COX & PALMER

The difference is a great relationship

Estate of Hillspring Farms Ltd., HSF Foods Ltd. and Hillspring
Warehouse & Logistics Inc.
c/o Ernest & Young Inc.
RBC Waterside Centre
1871 Hollis Street, Suite 500
Halifax, NS B3J 0C3

June 30, 2021
File #50062234-00001
HST REG.#121439335 RT0001
Client # 50062234

Invoice #:500089825

FOR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THIS MATTER:
RE: Receivership

<u>DATE</u>	<u>DESCRIPTION</u>	<u>LWY</u>	<u>TIME</u>
March 9, 2021	Further correspondence with respect to outstanding issues.	JJBM	0.20
March 26, 2021	Review of correspondence from Rob Powell.	JJBM	0.10
March 26, 2021	Review of correspondence with respect to final auction sales and correspondence from FCC with respect to distribution.	JJBM	0.20
April 20, 2021	Consultation with client; review of correspondence; review of outstanding issues and initial preparation of correspondence client.	JJBM	0.40
April 20, 2021	Attending conference call with client and FCC.	JJBM	0.20
April 23, 2021	Review of distribution schedule and consideration of outstanding issues.	JJBM	0.30
April 26, 2021	Various calls with respect to information in advance of conference call.	JJBM	0.40
April 26, 2021	Attending call with FCC to explain distribution schedule and further consultation with client with respect thereto.	JJBM	0.60
May 18, 2021	Correspondence with CIBC and PWC with respect to scrap inventory issue and value; and correspondence with Ernst & Young.	JJBM	0.40
June 22, 2021	Correspondence with respect to RBC Visa credit card and matters related thereto.	JJBM	0.20
June 23, 2021	Review of correspondence from opposing counsel.	JJBM	0.20
	To our fee		\$1,312.00

Lawyer	Initials	Hours	Rate	Total
Josh McElman	JJBM	3.20	410.00	1,312.00

TAXABLE DISBURSEMENTS:

Photocopies	\$28.35
Total Taxable Disbursements:	<u>\$28.35</u>

SUMMARY:

Fees	\$1,312.00
Disbursements	<u>\$28.35</u>
Subtotal	<u>\$1,340.35</u>
HST Fees	\$196.80
HST Disbursements	<u>\$4.25</u>
Subtotal	<u>\$201.05</u>
TOTAL INVOICE	<u>\$1,541.40</u>
BALANCE NOW DUE	<u><u>\$1,541.40</u></u>

STATEMENT OF ACCOUNT

Amount of this invoice	\$1,541.40
Previous Balance	\$0.00
Interest on Overdue Amount	<u>\$0.00</u>
Total Amount Owing	<u><u>\$1,541.40</u></u>

Please return this page with your payment if paying by cheque or indicate invoice number on cheque and send to Cox & Palmer

To pay by online banking, please add Cox & Palmer as a payee and enter your 8 digit client number 50062234 when prompted for an account

In the reference box, please enter your 5 digit matter number 00001 or up to 2 invoice numbers
Use of the reference box will ensure timely and accurate allocation of payment to your account.

Payment Options: Wire, EFT, Cash, Cheque, Visa, MasterCard, AMEX, In Office Debit, Online Banking

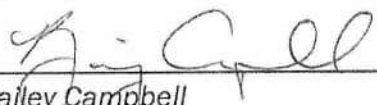
Terms:

An interest charge of 12% per annum is payable on the balance not paid within 45 days of the date of the invoice.

B

This is Exhibit "B" to the Affidavit of Josh J.B.
McElman, Q.C. SWORN TO at the City of Saint John,
Province of New Brunswick, this 17th day of December
2021.

BEFORE ME:



Bailey Campbell
Notary Public in and for the Province of
New Brunswick

Summary of Rates/Hours

<u>Timekeeper</u>	<u>Hourly Rate</u>	<u>Hours Billed</u>	<u>Fees Billed</u>
Josh J.B. McElman, Q.C.	\$390.00/\$410.00	257	\$98,196.50
Gavin D. MacDonald	\$370.00	1.7	\$629.00
Michael Gillis	\$360.00/\$380.00	56.4	\$20,388.00
Bailey Campbell	\$200.00/\$220.00	72.8	\$14,766.00
Caleb Hunter	\$160.00	78.4	\$12,544.00

