

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE)

THURSDAY, THE 28th

JUSTICE *A.K. MITCHELL*)

DAY OF JUNE, 2018

BETWEEN:

CAISSE POPULAIRE POINT-AUX-ROCHES-TECUMSEH INC.

Plaintiff

- and -

G.I. FARMS INC., VANTEC USA ONTARIO INC., 2287188 ONTARIO INC., 2027512
ONTARIO INC. and 1690169 ONTARIO INC.

Defendants

ORDER

THIS MOTION, made by BDO Canada Limited, in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of G.I. Farms Inc. (the "**Debtor**") for, amongst other things:

1. certain relief that was adjourned to the next hearing date by the Order of Justice Grace made March 22, 2018; and
2. approving the second phase of the sales process ("**Realtor Process**") as more particularly described in paragraphs 37 through 42 of the Second Report of the Receiver dated June 21, 2018 (the "**Second Report**")

was heard this day, at 80 Dundas Street, London, Ontario.

ON READING the first report of the Receiver dated March 15, 2018 (the "**First Report**"), the Second Report, the First and Second Confidential Brief (as herein defined), and the fee affidavits of Rebecca Shoom sworn June 21, 2018 and Chris

Mazur dated June 21, 2018 (collectively, the "Fee Affidavits") on hearing the submissions of counsel for the Receiver, counsel for the Plaintiff, and ~~counsel for the Debtor~~, ^{FRANCO POZZONE} no one else appearing for any other person on the service list, although properly served as appears from the affidavit of Victoria Gifford sworn June 22, 2018, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record is hereby abridged and validated so that the motion is properly returnable today and hereby dispenses with further service thereof.

MATTERS ADJOURNED FROM THE LAST HEARING DATE

2. **THIS COURT ORDERS** that paragraphs 1 through 89 and 103 through 132 of the First Report (including the Receiver's statement of receipts and disbursements up to March 6, 2018, and as provided at Appendix "OO" to the First Report) and the confidential brief of the Receiver dated March 16, 2018 (the "First Confidential Brief"), be and are hereby approved.

3. **THIS COURT ORDERS** that the Receiver's request that 2286514 Ontario Inc. remit \$35,000 to the Receiver, as more particularly described in paragraph (a)(ii) of the Receiver's Notice of Motion, is adjourned to the next attendance.

SALES PROCESS

4. **THIS COURT ORDERS** that the Realtor Process, as set out in paragraphs 37 to 42 of the Second Report, be and is hereby approved.

Am subject to the exception described in the endorsement of Mitchell J. dated June 28, 2018. Am

5. **THIS COURT ORDERS** that the documents contained in the confidential brief of the Receiver dated June 21, 2018 (the "Second Confidential Brief") be and are hereby sealed until the earlier of: (a) the closing of any sale (or sales) of substantially all of the Debtor's assets; and (b) further Order of this Court.

and the Addendum dated June 27, 2018 collectively

GENERAL

6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its legal counsel, as set out in the Second Report and the Fee Affidavits be and are hereby approved.

7. **THIS COURT ORDERS** that the activities of the Receiver as outlined in the Second Report, including the Receiver's statement of receipts and disbursements from March 7, 2018 to June 8, 2018, and as provided at Appendix "N" to the Second Report, and the confidential brief of the Receiver dated June 21, 2018 (the "**Second Confidential Brief**"), be and are hereby approved.

8. **THIS COURT ORDERS** that paragraph 26 of the Order of the Honourable Justice Templeton dated December 20, 2017 (the "**Appointment Order**"), which was amended by paragraph 4 of the Order of the Honourable Justice Grace dated March 22, 2018, is hereby further amended such that the Receiver's ability to borrow by way of revolving credit or otherwise, is hereby increased from \$1,000,000 to \$2,000,000 (the "**New Borrowing Limit**").

9. **THIS COURT ORDERS** that, for greater clarity, any amounts borrowed by the Receiver up to the New Borrowing Limit shall be secured by the Receiver's Borrowing Charge as that term is defined at paragraph 26 of the Appointment Order.



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ORDER ENTERED
JUN 28 2018
3019

CAISSE POPULAIRE POINT-AUX-ROCHES-TECUMESH INC.
Applicant

G.I. FARMS INC. et al.
Respondents

Court File No.: 35-1842432T

ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY

Proceeding commenced at **LONDON**

ORDER

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Lawyers for BDO Canada Limited, in its capacity
as Court Appointed Receiver of G.I. Farms Inc.