

File No. CI 24-01-45056

THE KING'S BENCH
WINNIPEG CENTRE

IN THE MATTER OF: The appointment of a receiver
 pursuant to section 243 of
 the Bankruptcy and Insolvency Act,
 R.S.C., 1985, C. B-3 as amended,
 and section 55 of *The Court of*
 King's Bench Act, C.C.S.M. C. C280

BETWEEN:

BANK OF MONTREAL,

applicant,

- and -

GENESUS INC., CAN-AM GENETICS INC.
and GENESUS GENETICS INC.,

respondents.

EXAMINATION OF: JAMES LONG

EXAMINATION BY: R. SCHWARTZ

EXAMINATION DATE: FEBRUARY 27, 2025

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This is the examination of JAMES LONG, viva voce,
on oath, had and taken by TESSA SCHNEIDER, an Official
Court Reporter, in this Honourable Court, via
Microsoft Teams, on the 27th of February, 2025.

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Official Court Reporter

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(PROCEEDINGS COMMENCED AT 10:24 A.M.)

JAMES LONG, Affirmed, Questioned by Mr. Schwartz

1 Q Good morning, Mr. Long. Have you had the
2 opportunity to review Mr. Barrington's affidavit of
3 January 15th, 2025?

4 A Yes.

5 2 Q I had asked for the opportunity to speak with
6 you prior to today's examination, but Mr. Anniko
7 informed me that you weren't so inclined. Any
8 particular reason for that, sir?

9 A I don't know why I would need to talk twice
10 about the same questions.

11 3 Q Are you still involved with Genesus in some
12 fashion?

13 A No, not anymore.

14 4 Q When did your involvement with Genesus begin?

15 A Oh, 2002.

16 5 Q I'm not going to ask you to go through your
17 entire history with the company, not at all, but
18 would that have over the years involved -- or
19 evolved into involvement with Can-Am and
20 Genesus Genetics as well?

21 A Yes.

1 6 Q And, certainly, as from the material, I
2 understand that by at least early of 2023 you were
3 a director of Genesis?

4 A Yes.

5 7 Q Were you also an officer?

6 A What's an officer? I don't know what --

7 8 Q An employee.

8 A I was an employee, yes.

9 9 Q All right. Part of the management team, then,
10 I take it?

11 A Yes.

12 10 Q All right. And an officer typically has a
13 title like president, vice president, secretary,
14 treasurer, things of that sort.

15 A I was CEO.

16 11 Q Thank you. Were you also a shareholder of
17 Genesis or any of its related entities?

18 A Yes.

19 12 Q And aside from being a shareholder, were you
20 an investor of Genesis -- or in Genesis?

21 A I guess indirect -- I mean, I guess if I'm a
22 shareholder, I'm an investor so...

23 13 Q Just on that, did you have a shareholder's
24 loan account with Genesis?

25 A No.

1 14 Q Just a bit of background on you, sir. Your
2 education?

3 A I went to Western University.

4 15 Q And did you graduate with a degree?

5 A Yes, I did.

6 16 Q And what was the degree?

7 A Bachelor of Arts.

8 17 Q And do you have any professional designations?

9 A No.

10 18 Q All right. A couple questions about Genesis'
11 makeup, generally. There was a board of directors,
12 of course?

13 A Yes.

14 19 Q The same board of directors for each of the
15 other entities?

16 A I'm not sure about that. I don't know for
17 sure. I -- I -- I'm not sure about that part. I
18 know in Genesis there was four of us so...

19 20 Q And those four would be the decision makers,
20 primarily?

21 A Three decision makers, and one person was a
22 brother of one of the other directors.

23 21 Q Who were the three decision makers? I take it
24 you were one of them?

25 A I was one of them, there was a person named

1 Mike Van Schepdael, and the other person was
2 Robert Kemp.

3 22 Q And as you heard from my cross-examination of
4 Mr. Barrington, it appears that you were the one
5 that was tasked with dealing with him and the Bank,
6 generally, once special loans became involved. Am
7 I right about that?

8 A Yes, that's correct.

9 23 Q It's clear from the material that Bank of
10 Montreal special loans department -- or special
11 accounts management unit, I think, as it's
12 officially called began in January or February
13 of 2023. I take it that Genesis' financial
14 difficulties began sometime before then?

15 A Yes.

16 24 Q And what's your recollection of exactly when
17 its financial difficulties began?

18 A That's a good question. Probably during COVID
19 we had a --

20 25 Q So 2020?

21 A Well, later in COVID, towards the end of COVID
22 so -- so... It started being hard because part of
23 our business is exports, and we couldn't export in
24 the COVID times so... Nobody would travel; nobody
25 would do anything, so it complicated business for

1 sure.

2 26 Q Certainly. Understandable. I asked
3 Mr. Barrington about the involvement of BDO, and,
4 certainly, you're aware that BDO and
5 Mr. David Lewis, in particular, was involved on
6 behalf of the Bank?

7 A Yes.

8 27 Q Was BDO also providing services or advice to
9 Genesis?

10 A We were paying -- part of the agreement or the
11 relationship was we were paying BDO for their
12 service on the direction of the Bank.

13 28 Q And were you also obtaining advice from them?
14 Or maybe another way to ask it was whatever BDO was
15 supplying to the Bank also shared with you?

16 A I'm not sure if everything was shared, but I
17 believe some of it.

18 29 Q At that point --

19 A I don't -- I don't know for sure what BDO
20 shared with the Bank.

21 30 Q Fair enough. Yeah. Fair enough, Mr. Long. I
22 don't expect you to be able to answer that with any
23 certainty. But at least some of what BDO was
24 providing to the Bank was shared with Genesis; is
25 that correct?

1 A Yes.

2 31 Q So we know that BDO was involved. At the
3 time, that is, January, February, March of 2023,
4 did Genesis have the benefit of any other
5 professional advice as regards of possible
6 insolvency?

7 A In that time frame? No.

8 32 Q Yeah.

9 A We weren't talking -- we weren't talking to
10 anybody else in the first part of January.

11 33 Q As appears from Mr. Barrington's latest
12 affidavit, the January 15th, 2025, affidavit,
13 Mr. Anniko wasn't retained until -- I think it was
14 June of 2023. Do I have that right?

15 A I believe so. I don't remember exactly, but I
16 can argue so...

17 34 Q So prior to that point in time, Genesis
18 wouldn't have had the benefit of insolvency
19 counsel?

20 A No, we didn't.

21 35 Q And aside from Mr. Lewis or anybody at BDO,
22 did Genesis ever engage another licensed insolvency
23 trustee --

24 A Yes.

25 36 Q -- in any capacity?

1 A Yes. We had discussions with another one.

2 37 Q And who was that, sir?

3 A Good question. I don't remember. I don't
4 remember now.

5 38 Q Do you recall when?

6 A It would have been, oh, about the same time,
7 just maybe before we engaged Kalev. I think
8 approximately that time.

9 39 Q Summer of 2023?

10 A Yeah. He was with what firm? He switched --
11 he's with BDO now. He left the firm he was at.

12 40 Q Would it be Mr. Warga perhaps who was then at
13 Deloitte?

14 A Yeah, it was. That's his name.

15 41 Q And I take it, sir, that part of the reason
16 for that was to consider what options Genesis had
17 in terms of, amongst other things, seeking creditor
18 protection?

19 A Well, at that point there was two things going
20 on: We were -- we were in the process of getting
21 some money from the government, hopefully, for
22 scientific research and development, and it was a
23 process to get us paid. And then the CRA found a
24 letter from our accounting firm that had filed
25 things that -- there was two companies: Genesis

1 and Can-Am. They were associated companies. For
2 some reason our accounting firm sent a letter to
3 CRA to say we weren't associated. We had been paid
4 prior years -- up to 2016 -- approximately \$9 to
5 \$10 million in SR&ED, okay. So we were working on
6 the basis that that was going to be continued on
7 the same calculations they use. So it's several
8 million dollars that we were expecting to get is
9 the right word.

10 Unfortunately, CRA found this letter from the
11 accounting firm that says we weren't associated,
12 which didn't make any sense; so they put
13 everything -- they ground everything to a halt.

14 Up until then we were just expecting to get
15 the money. I mean, there's -- nothing is for sure,
16 but it was up to \$15 million which was a lot of
17 money so -- a lot of money for us, anyway. It
18 would have been a lot of money for everybody else
19 involved here.

20 And it got ground to a halt, and we had to
21 begin the fight on arguing whether or not we were
22 associated or not, which we were, okay. And, you
23 know, that's part of why we were trying to work to
24 get that done. Like --

25 42 Q Thank you for that background. That's helpful

1 to understand the situation. But as --

2 A Yeah. As far as I know, okay, for what it's
3 worth, the receiver is working on getting that
4 money now, and they have a relatively high
5 expectation they're going to get the money in.

6 43 Q Well, that would be a good thing for everyone.
7 But I want to go back to my initial question which
8 was was Genesus in the summer of 2023 considering
9 any sort of creditor protection?

10 MR. ANNIKO: Rick --

11 A No. I --

12 MR. ANNIKO: Sorry.

13 A Okay.

14 MR. ANNIKO: Jim, I might let you answer
15 this question.

16 I'm sure we all appreciate that, you know,
17 you're not trying to ask questions that get into
18 solicitor-client privilege or discussions, you
19 know, with legal counsel about things. I take it
20 that that's understood, Rick?

21 MR. SCHWARTZ: Yes. And that's why I prefaced
22 the question with whether or not another LIT was
23 being engaged or not or being spoken to or not.

24 MR. ANNIKO: Right. I just want to make
25 sure we don't cross that line. I'm just putting

1 that on the record. I hope I won't have to stop
2 you. But, you know, you're asking about advice and
3 options for legal steps and stuff like that. I
4 think you might be starting to cross it.

5 MR. SCHWARTZ: That admonition, I think, is
6 better directed to Mr. Long.

7 BY MR. SCHWARTZ:

8 44 Q To be clear, Mr. Long, you're not required to
9 provide evidence about what advice Mr. Anniko might
10 have provided to you or any other legal counsel may
11 have provided to you. I'm asking questions in a
12 more general way, and that's, as I said, why I
13 started out by asking whether or not you engaged
14 another insolvency professional such as LIT.

15 Your discussions with that LIT are not
16 privileged -- or Genesis' discussions with an LIT
17 would not be privileged. So I come back to the
18 question: Was Genesis in the summer of 2023
19 considering any sort of creditor protection?

20 A No.

21 45 Q Okay. So you didn't, for example, consider
22 making Genesis -- when I say "you," I mean you
23 corporately. Genesis wasn't considering making a
24 proposal under the *Bankruptcy and Insolvency Act*?

25 A No. We were actively thinking of selling the

1 company.

2 46 Q Fair enough. That process isn't exclusive --
3 sorry. Selling the company and obtaining creditor
4 protection, those things are not mutually
5 exclusive, but let me continue along that line. So
6 no, you weren't considering the proposal under
7 the *Bankruptcy and Insolvency Act*. What about an
8 application under the *Companies' Creditors*
9 *Arrangement Act*? "CCAA" as it's commonly called.

10 A No, we never contemplated that.

11 47 Q Was Genesus not concerned about the Bank doing
12 something precipitous if it didn't obtain creditor
13 protection?

14 A Well, good question. I think what we were
15 trying to do -- the Bank was -- I would say BDO and
16 the Bank was supportive of us to try to find a
17 solution, and they gave us -- we asked for the
18 forbearance agreement to give us more time. And
19 they agreed, and I guess we appreciate that they
20 did.

21 48 Q Fair enough. All right. So, again, turning
22 to Mr. Barrington's affidavit, you know from that
23 affidavit that there was a series of emails between
24 and communications, generally, between Mr. Anniko
25 on behalf of Genesus and Ms. Howden on behalf of

1 the Bank that led up to and culminated in the
2 execution of a forbearance agreement, a formal
3 forbearance agreement, on September 30th, 2023. I
4 have a few questions for you with respect to that.

5 First is do you have an understanding of why
6 it is that up until the forbearance agreement or
7 the events following the forbearance agreement the
8 Bank never had a mortgage over the property owned
9 by Genesis and its various entities?

10 A I don't know why they didn't. That was never
11 a question.

12 49 Q And so as far as you can recall, that was
13 never -- the Bank never requested mortgage security
14 over Genesis' real property up until the time
15 negotiations began regarding the forbearance
16 agreement?

17 A Not that I -- not that I can recollect.

18 50 Q All right. Did Genesis have any concerns
19 about providing a mortgage to the Bank in the fall
20 of 2023?

21 A Concerns in what way? That's --

22 51 Q Well, let me ask the question a little
23 differently. Quite apart from its secured
24 creditors -- which would have been the Bank, of
25 course, and FCC -- Genesis would have had unsecured

1 creditors, trade creditors, suppliers, things of
2 that sort; correct?

3 A Yes.

4 52 Q And there's no doubt, sir, that by the fall of
5 2023, Genesus was being pressed for payment by a
6 number of unsecured creditors?

7 A Correct.

8 53 Q I take it that Genesus may even have been on a
9 COD basis with some of its suppliers by that point
10 in time?

11 A I can't remember exactly at that time, but I
12 -- probably you're correct.

13 54 Q So did Genesus understand that by providing a
14 mortgage to the Bank of Montreal it was preferring
15 the Bank over its other creditors?

16 MR. ANNIKO: Let me get in on that. I don't
17 like the use of the word "preferring" in the --
18 like, is that a legal term? It sounds like you're
19 asking for a legal conclusion here.

20 MR. SCHWARTZ: Well, I'd certainly argue it
21 has a legal conclusion.

22 BY MR. SCHWARTZ:

23 55 Q Let me ask the question differently, Mr. Long.
24 Did Genesus understand that by providing a
25 mortgage, you are now providing security to the

1 Bank over an asset that previously was secured only
2 to FCC?

3 A I don't remember, to be honest.

4 56 Q Did you understand the difference between a
5 secured and an unsecured creditor in the fall of
6 2023?

7 A Yes.

8 57 Q And that is that a secured creditor would have
9 a higher right vis-à-vis collateral or property
10 over which they had as security than an unsecured
11 creditor. You understood that, sir?

12 A Yes.

13 58 Q I go back to my question, then, that by giving
14 the Bank security, you would have understood, then,
15 that you were giving the Bank a leg up over
16 unsecured creditors?

17 A No. I -- no, I won't agree with that. I
18 never thought of it.

19 59 Q Fair enough. You heard me ask Mr. Barrington
20 about the forbearance term, the three and a half
21 month period between the end of September and
22 January 15th of 2024. Was Genesis of the view that
23 that was sufficient time to try to negotiate and
24 culminate a sale of its assets?

25 A We weren't sure. Obviously, we weren't sure.

1 But we were positive that it was time, that was
2 reasonable.

3 60 Q Did you or did any of the other directors or
4 shareholders or officers of Genesus provide a
5 personal guarantee to the Bank?

6 A No.

7 61 Q On the flip side of the equation, did the Bank
8 ever offer to provide you and the other directors
9 or shareholders with an indemnity with respect to
10 any personal liability you as a director or officer
11 might have?

12 A I don't recollect.

13 62 Q Just on that, sir, did you understand that as
14 a director and/or officer of Genesus and its
15 related entities you had exposure personally under
16 various federal and provincial pieces of
17 legislation?

18 A In what regards? "Legislation" is a big word.
19 There's lots of legislation in all the governments
20 so...

21 63 Q Fair enough. Let me give you some examples.
22 Certainly, you would have been aware of something
23 called *The Animal Care Act* of Manitoba?

24 A No, not really.

25 64 Q Let me ask the question a little differently,

1 then. Did you understand that Genesis itself was
2 legally responsible to take care of animals under
3 its control?

4 A Yes.

5 65 Q And did you also understand that directors and
6 officers of Genesis could be liable in the event
7 that Genesis failed to do so?

8 A Yes.

9 66 Q Did you also understand that as a director and
10 officer of Genesis you might be responsible in the
11 event that Genesis wasn't current with source
12 deductions remitted to CRA?

13 A Yes.

14 67 Q And would the same be true with respect to
15 GST?

16 A I don't know about GST.

17 68 Q What about retail sales tax?

18 A Maybe, but I don't think we had any retail
19 sales tax in agriculture.

20 69 Q Fair enough. What about any premiums required
21 for Workers Compensation? Did you understand as an
22 officer and director you could be personally liable
23 for unremitted premiums?

24 A Yes.

25 70 Q Did you also understand that you as an officer

1 or director might be personally responsible for
2 unpaid wages of employees?

3 A Yes.

4 71 Q And what about liability under *The Environment*
5 *Act* or environmental legislation, generally? Did
6 you understand that as an officer and director you
7 might be liable for any breach of an environmental
8 regulation by Genesis?

9 A Yes.

10 72 Q Did you -- that is, in September of 2023 or,
11 indeed, as at the date that a receiver was
12 appointed in 2024 -- have the benefit of an
13 insurance policy?

14 A What kind of insurance for the policy --

15 73 Q There's something called a D&O policy, so a
16 directors and officers policy.

17 A No, I don't think so.

18 74 Q So to your knowledge, then, Genesis never
19 arranged for an insurance policy in favour of its
20 directors and officers?

21 A I don't think so.

22 MR. SCHWARTZ: All right. Those are my
23 questions. Thank you, Mr. Long.

24 A You're welcome.

25 MR. SCHWARTZ: Any re-exam, Kalev?

1 MR. ANNIKO: Maybe a quick re-exam. Just
2 give me 90 seconds.

3 MR. SCHWARTZ: Sure.

4 (BRIEF ADJOURNMENT)

5 **JAMES LONG, Re-Examined by Mr. Anniko**

6 75 Q Mr. Long, during your examination by
7 Mr. Schwartz, right at the end, he asked you
8 whether or not you had directors and officers
9 insurance in 2023 or later on when the receiver was
10 appointed in 2024. You said you didn't believe so.
11 I just want to confirm whether or not you're
12 certain you had it or not.

13 A I'm not certain.

14 76 Q So it may be the case that you did have it?

15 A Maybe. I mean, I had a lot of insurance. I
16 don't know what insurance was all covered.

17 77 Q Thank you.

18 A Sure.

19 MR. SCHWARTZ: Off the record.

20 (DISCUSSION OFF THE RECORD)

21 MR. ANNIKO: Thanks, Mr. Long. Those are my
22 questions.

23 -----
24 **(QUESTIONING CLOSED AT 10:52 A.M.)**
25 -----

Certificate of Transcript

I, the undersigned, hereby certify that the foregoing is a complete and accurate transcription of the proceedings taken down by me in shorthand and transcribed by means of a computer-aided transcription to the best of my skill and ability.

Dated at the city of Winnipeg, province of Manitoba, this 12th day of March, 2025.

A handwritten signature in black ink that reads "Tessa Schneider". The signature is written in a cursive style with a large, sweeping initial "T" and "S".

Tessa Schneider

Official Court Reporter

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