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BDO Canada Limited
25 Main Street West, Suite 805
Hamilton ON L8P 1H1 Canada

IN THE MATTER OF THE
RECEIVERSHIP OF

908593 ONTARIO LIMITED, 1393382 ONTARIO LIMITED, 2145744 ONTARIO LIMITED,
2145754 ONTARIO LIMITED, 1552838 ONTARIO LIMITED, 2189788 ONTARIO INC., 2123618
ONTARIO LIMITED, 1849722 ONTARIO LTD., 2469244 ONTARIO LIMITED, 2364507 ONTARIO
LIMITED, 1254044 ONTARIO LIMITED AND 2612550 ONTARIO LIMITED

IN THE PROVINCE OF ONTARIO.

NOTICE AND STATEMENT OF RECEIVER (CONSOLIDATED)

(Section 245(1) and 246(1) of the Bankruptcy and Insolvency Act)

The Receiver gives notice and declares that:

1. This notice is the consolidated Notice and Statement of the Receiver of the following companies (collectively, the "Companies"):

- 908593 Ontario Limited (o/a Eagle Travel Plaza);
- 1393382 Ontario Limited;
- 2145744 Ontario Limited;
- 2145754 Ontario Limited;
- 1552838 Ontario Limited;
- 2189788 Ontario Inc.;
- 2123618 Ontario Limited;
- 1849722 Ontario Ltd.;
- 2469244 Ontario Limited;
- 2364507 Ontario Limited;
- 1254044 Ontario Limited; and
- 2612550 Ontario Limited

The primary operating entity is 908593 Ontario Limited ("908"). The operations of 908, together with certain other entities operate various retail and diesel gas stations and a fleet member royalty card program ("Eagle Fleet Services") used by in excess of 1,250 customers at gas stations located in Canada and the U.S. The Receiver advises that its review of the books and records (the "Records") of the Companies is ongoing and to some extent limited for certain of the entities as outlined herein.

2. On September 30, 2019, BDO Canada Limited was appointed receiver (the "Receiver") of the assets, undertaking and properties (collectively, the "Property") of the Companies pursuant to an Order (the "Appointment Order") of the Ontario Superior Court of Justice Commercial List (the "Court"). A copy of the Appointment Order and future reporting and court materials in these proceedings can be found at the Receiver's website:

<http://www.extranets.bdo.ca/eagletravelplaza>

3. The Receiver was appointed under section 243(2) of the *Bankruptcy and Insolvency Act* and section 101 of the *Courts of Justice Act*.



4. The Receiver took possession and control of certain of the Property described above on September 30, 2019 with the exception of the Property of 1254044 Ontario Limited which operates the Sarnia Service Centre at 5906 Oil Heritage Road in Wyoming, Ontario ("Wyoming").

5. The following information relates to the receivership:

(a) Registered office/address/place of business:

908593 Ontario Limited ("908")

- i) Tilbury Esso
3613 Queens Line
Tilbury, Ontario N0P 2L0
- ii) Bloomfield Truck Centre
22216 Bloomfield Road
Chatham, Ontario N7M 5J6
- iii) 402 Travel Centre
1670 London Line
Sarnia, Ontario N7W 1B2
- iv) XTR
2097 London Line
Sarnia, Ontario N7T 7H2
- v) Eagle Fleet Services
69 Bramalea Road, Unit 8
Brampton, Ontario L6R 0C1

1393382 Ontario Limited ("139")

- i) Tilbury Esso
3613 Queens Line
Tilbury, Ontario N0P 2L0

2145744 Ontario Limited ("214")

- i) Shell Sarnia
203 Indian Road South
Sarnia, Ontario N7T 3W3

2145754 Ontario Limited ("Shell Sarnia")

- i) Shell Sarnia
203 Indian Road South
Sarnia, Ontario N7T 3W3

1552838 Ontario Limited ("155")

- i) Unknown



2189788 Ontario Inc. ("Provincial Esso")

- i) Provincial Esso
1527 Provincial Road
Windsor, Ontario N8W 5V7

2123618 Ontario Inc. ("212")

- i) Unknown

1849722 Ontario Ltd. ("184")

- i) Esso Express Shop
2097 London Line
Sarnia, Ontario N7T 7H2

2469244 Ontario Limited ("246")

- i) Pizza Pizza
22216 Bloomfield Road
Chatham, Ontario N7M 5J6

2364507 Ontario Limited ("236")

- i) Menchie's
1041 Wellington Rd.
London, Ontario

2612550 Ontario Limited ("261")

- (i) Tilbury Esso
3613 Queens Line
Tilbury, Ontario NOP 2L0

The Receiver did not take possession of the assets and operations of the following entity:

1254044 Ontario Limited ("125")

- i) Sarnia Service Centre
5906 Oil Heritage Road
Wyoming, Ontario NON 1T0

(b) Principal lines of business:

The Companies are involved in the following business activities (although not all activities are effected through each entity): Retail gas stations and convenience stores, semi-trailer truck diesel gas stations, fast food restaurants, real estate holdings, and the administration of a commercial gas fleet services finance card ("Eagle Fleet Services"), which includes in excess of 1,250 customers.

6. The Receiver is continuing to review the Companies' financial records that are in its possession to understand the current financial position of the Companies. The Receiver does not believe the Companies' internal financial records are complete or up-to-date. Based on discussions with senior management, it is understood that there is no centralized internal reporting system to track the largest component of the 908 business, namely the Eagle Fleet Services loyalty card program. Eagle Fleet Services reporting has historically been generated manually on a monthly basis by one individual with external compilation of the records on a quarterly basis.



The Receiver will continue to review the records and will provide any further updates on the Receiver's website noted above.

7. The book values of the Property subject to the interests of the Receiver are described below:

Asset Class	Entity								
	908, 139, Shell Sarnia and 214 (1),(2),(3)	155 ⁽⁴⁾	218 ⁽⁵⁾	212 ⁽⁶⁾	184 ⁽⁴⁾	246 ⁽⁴⁾	236 ⁽⁴⁾	125 ⁽⁴⁾	261 ⁽⁵⁾
Accounts receivable	\$ 2,543	Unknown	\$ 130	-	Unknown	Unknown	Unknown	Unknown	\$ 167
Inventories	2,191	-	587	-	-	Unknown	Unknown	Unknown	Unknown
Loan receivable	1,370	-	Unknown	-	-	Unknown	Unknown	Unknown	500
Equipment	-	-	595	-	-	Unknown	Unknown	Unknown	Unknown
Real property	-	Unknown	Unknown	-	Unknown	Unknown	Unknown	Unknown	-
Capital assets	17,938	-	5,219	-	-	-	-	-	-
Total	\$ 24,041	Unknown	\$ 6,530	Unknown	Unknown	Unknown	Unknown	Unknown	Unknown

Footnotes:

- (1) Figures, other than accounts receivable, are based on the combined externally prepared, unaudited financial information as at June 30, 2019.
- (2) Accounts receivable for 908, 139, Shell Sarnia and 214 are based on the internal, unaudited balances as at September 30, 2019.
- (3) Estimated Eagle Fleet Services accounts receivable are presented net of estimated outstanding applicable customer rebates.
- (4) The Receiver's review for financial information of the applicable entity is ongoing.
- (5) Figures are based on internal, unaudited financial information.
- (6) Figures are based on externally prepared, unaudited financial information as at December 31, 2018.

8. Amounts owed by the Companies to each creditor who holds security on the Property described above is as follows:

Secured Creditor	Est. Amount Owing
Canadian Imperial Bank of Commerce	\$22,500,000
Laurentian Bank of Canada	Unknown
Bodkin, A Division of Bennington Financial Corp.	Unknown
First Ontario Credit Union Limited	\$14,503,000
Bank of Montreal	\$20,000,000
Libro Credit Union Limited	Unknown
Parkland Industries Ltd.	Unknown
Toyota Credit Canada Inc.	Unknown
Hargett Enterprises Inc.	Unknown
GM Financial Canada Leasing Ltd.	Unknown
Honda Canada Finance Inc.	Unknown
Evolocity Financial Group Inc.	Unknown
1742240 Ontario Inc.	Unknown
2131774 Ontario Inc.	Unknown
2323583 Ontario Inc.	Unknown
Mirjana Malic	Unknown
Rathcliffe Capital Corp.	Unknown
VW Credit Canada Inc.	Unknown
Meridian Credit Union Limited	Unknown



9. As noted above, the Receiver has access to certain of the books and records of the Companies which it continues to review. The list of other creditors of the Companies and the amount owed to each creditor and the total amount due by the Companies is attached as Schedule A.
10. The intended plan of action of the Receiver, to the extent that such a plan has been determined, is as follows:
- To continue the business operations of the Companies, while collecting accounts receivable and considering a sale for the assets and/or operations on a going concern basis or otherwise.
11. Contact person for the Receiver:

Mr. Angelo Consoli
BDO Canada Limited
25 Main Street East
Hamilton, ON L8P 1H1
Tel: 905 524 1008
Fax: 905 570 0249
E-mail: aconsoli@bdo.ca

DATED at Hamilton, Ontario, this 10th day of October, 2019.

BDO Canada Limited
in its capacity as Court-Appointed Receiver of
908593 Ontario Limited (o/a Eagle Travel Plaza), 1393382 Ontario Limited, 2145744 Ontario Limited, 2145754 Ontario Limited, 1552838 Ontario Limited, 2189788 Ontario Inc., 2123618 Ontario Limited, 1849722 Ontario Ltd., 2469244 Ontario Limited, 2364507 Ontario Limited, 1254044 Ontario Limited and 2612550 Ontario Limited
and not in its corporate or personal capacity

Per:

Chris Mazur, CIRP, LIT
Senior Vice President

908593 Ontario Limited, 1393382 Ontario Limited, 2145744 Ontario Limited, 2145754 Ontario Limited, 1552838 Ontario Limited, 2189788 Ontario Inc., 2123618 Ontario Limited, 1849722 Ontario Ltd., 2469244 Ontario Limited, 2364507 Ontario Limited, 1254044 Ontario Limited and 2612550 Ontario

Schedule A

List of Unsecured Creditor's	Account Number	Amount \$
2128815 Ont Inc		unknown
2461643 Ontario Inc		21,981
2612550 ONTARIO LIMITED		151,030
3 Seasons Lawn Care		
Abco Group		4,588
Ailments Krispy Kernals Inc	7002745	unknown
Artic Glacier	1526042	unknown
Atradius		15,098
Bell Canada		942
Bell Canada		unknown
BlueWater Power		15,444
Braams Custom Cabinets		4,066
Burger King		10,250
Canada Bread Company Limited		1,346
Canada Business Services		945
Canada Clean Fuels		58,000
Canada Revenue Agency	12208 8453 RT/RC0001	unknown
Canada Revenue Agency	88167 3925 RT/RC0001	unknown
Canada Revenue Agency	88203 4176 RT/RC0001	unknown
Canada Revenue Agency	88167 3925 RT/RC0001	unknown
Canada Revenue Agency	82975 7764 RT/RC0001	unknown
Canada Revenue Agency	84653 8817 RT/RC0001	unknown
Canada Revenue Agency	84602 8751 RT/RC0001	unknown
Canada Revenue Agency	84602 8751 RT/RC0001	unknown
Canada Revenue Agency	83313 6229 RT/RC0001	unknown
Canada Revenue Agency	77806 6712 RT/RC0001	unknown
Canadian Linen and Uniform		59
CAR-TEL		287
Chatham Window Cleaners		unknown
Chubb Edwards		
Cintas Canada Limited		3,731
City of Brampton	10-12-0-003-02407-0000	unknown
Coca-Cola Canada Bottling Limited	602267643/31107	11,529
Cogeco Connexion Inc.		195
Comdata		unknown
Cool-View Optics	302980	unknown
Core*Mark	106484	32,399
Dart Petroleum Services		2,652
DAS Canada Inc		8,647
DAS Companies	47201	unknown

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List of Unsecured Creditor's	Account Number	Amount \$
Double C Double D	39877	unknown
Econo Petroleum Inc.		396,676
Employee Health Tax	12208 8453 TE0001	unknown
Employer Health Tax	88203 4176 TE0001	unknown
Enbridge Gas		491
Energe Valero		134,864
EnWin		6,278
Essex Powerlines Corporation		2,439
Esso Business Card		5,269
Evolocity Financial Group Inc.		unknown
Falls Wholesale Ltd	S_ESSOBLOO	unknown
First Ontario Credit Union Limited		unknown
Frito Lay Canada	000062-4726	6,145
Gordon Food Service		30,495
Great Canadian Meat	31107	unknown
Hargett Enterprises Inc.		unknown
Harling Market		unknown
Harold Toulouse		148
HM Electronics Inc.		unknown
Huma Vaneeza Services		4,657
Hydro One Networks Inc.		4,459
Imperial Tobacco Company Limited	50349316	54,413
Incomm Canada		2,836
IOG Logistics Inc.		6,929
Jack Smith Fuels		unknown
JMC Distributing		unknown
John Peets Landscaping Co. Ltd		2,260
Manvendrasin Thakor		1,209
MapART	315782	unknown
Metro 360		13,591
Mike Katrib		60
Now Prepay		4,347
Old Dutch Foods, Ltd	160287	298
Orkin Canada Corporation		124
PAB Wholesale	W2-190711-03	unknown
Parkland Fuel Corporation		721,543
Parkland Industries Ltd.		unknown
Pepsico	563120/7	unknown
Pepsico Canada		18,356
Pilot Receivables LLC		619,620
Pilot Travel Centres LLC		11,590,844
Pioneer Energy		2,313,949

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List of Unsecured Creditor's	Account Number	Amount \$
Pioneer Energy LP		unknown
PNE Corporation		1,418
PowerBev. Inc	Store # 302980	Unknown
Praxair Canada Inc.		66
R & B Distribution	3544554	Unknown
Rathcliffe Capital Corp.		Unknown
RBG Wholesale		Unknown
Saputo Dairy Order	78175001	Unknown
Saputo Dairy Products Canada		2,122
Sarnia Glass & Aluminum Limited		1,018
Sarnia Plumbing & Mechanical Ltd		798
Sentry Fire		169
Shell Canada Products		1,908,815
Sicom Systems Canada Inc		518
SIR Solutions		15,549
Staple Foods		Unknown
Total View Signs		2,796
Town of Caledon	2124 130 006 05282 0000	Unknown
Town of Caledon	2124 010 004 03200 0000	Unknown
Town of Caledon	2124 130 006 05272 0000	Unknown
Union Gas		Unknown
Vachon Bakery Inc	143654598 RT	Unknown
Vivian Uniform Rental		Unknown
Walmart		60
Waste Connections of Canada Inc.		992
Wholesale Club		279
Williams Food Equipment		11,865
Windsor Star		987
WSIB	6530273	unknown
WSIB	3819461	unknown
WSIB	4096335	unknown
City of Windsor	070-160-00700-0000	4,518
		<u>\$ 18,237,453</u>