

2023

Hfx No. 521470

Supreme Court of Nova Scotia
In Bankruptcy and Insolvency

IN THE MATTER OF: THE RECEIVERSHIP OF MERIDIEN ATLANTIC FISHING LTD., ROCKY
COAST SEAFOODS LTD. AND 9514228 CANADA INC.

Between:

THE TORONTO-DOMINION BANK

Applicant

and

**MERIDIEN ATLANTIC FISHING LTD.,
ROCKY COAST SEAFOODS LTD. and 9514228 CANADA INC.**

Respondents

ORDER

BEFORE THE HONOURABLE JUSTICE DARLENE JAMIESON IN CHAMBERS:

WHEREAS Deloitte Restructuring Inc. was appointed as receiver (in such capacity, the “**Receiver**”) of all of the assets, undertakings and properties of Meridien Atlantic Fishing Ltd. (“**MAF**”), Rocky Coast Seafoods Ltd. (“**RCS**”) and 9514228 Canada Inc. (“**951Can**” and collectively with MAF and RCS, the “**Companies**”) acquired for, or used in relation to a business carried on by the Companies, pursuant to the order of this Honorable Court issued March 9, 2023, and amended on April 14, 2023 and on July 4, 2023;

AND WHEREAS the Receiver has filed a motion seeking an Order, amongst other relief, for:

- (a) Approval of the sale transaction contemplated by an agreement of purchase and sale dated October 5, 2023 and amended on October 13, 2023 and again on October 24, 2023 (the “**Property Purchase Agreement**”) as between the Receiver and the purchaser as defined therein, and transferring to the purchaser all of RCS’ right, title, and interest in and to the real property located at 747 Highway 1,

Comeauville, Digby County, Nova Scotia (PID No. 30043871), including the personal property located thereon;

- (b) Approval of the sale transaction contemplated by an asset purchase agreement dated October 4, 2023 made between the Receiver and the purchaser defined therein and as amended by an amending agreement dated October 31, 2023 (collectively, the “**Asset Purchase Agreement**”) and transferring to the purchaser all of the Companies’ right, title, and interest in and to certain fishing licenses and quotas; and
- (c) sealing certain portions of the fourth report of Deloitte dated November 9, 2023 (the “**Fourth Report**”), as contained in the confidential supplement as referenced in the Fourth Report (the “**Confidential Supplement**”);

NOW UPON reading the Fourth Report and the other materials on file herein;

AND UPON HEARING from counsel for the Receiver and such other counsel who were present and wished to be heard;

IT IS HEREBY ORDERED THAT:

- 1. The Confidential Supplement to the Fourth Report and the materials set forth therein shall be and remain sealed and kept confidential until the earlier of: (i) the closing of both of the transactions contemplated by the Property Purchase Agreement and Asset Purchase Agreement; or (ii) such further order of this Court if the transactions contemplated by the Property Purchase Agreement and Asset Purchase Agreement do not close.

DATED at Halifax, Nova Scotia, this ____ day of _____, 2023.

Deputy Prothonotary