

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST



THE HONOURABLE
JUSTICE HAINES

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FRIDAY, THE 13th
DAY OF APRIL, 2018

HSBC BANK CANADA

Applicant

-and-

BLUE GOOSE PURE FOODS LTD. O/A TENDER CHOICE FOODS

Respondent

ORDER
(Approval of Receiver Fees and Other Relief)

THIS MOTION made by Deloitte Restructuring Inc. (“**Deloitte**”), in its capacity as receiver (the “**Receiver**”) of Blue Goose Pure Foods Ltd. o/a Tender Choice Foods (the “**Debtor**”), for an Order substantially in the form enclosed in the Motion Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Receiver's Motion Record in respect of this motion, including the notice of motion and the first report of the Receiver dated April 5, 2018 (the “**First Report**”).

AND UPON hearing the submissions of counsel for the Receiver, counsel for HSBC Bank Canada (“**HSBC**”), no one else appearing for any other person on the service list, although duly served as appears from the affidavit of service of Katie Parent sworn April 6th, 2018; filed;

NOTICE AND SERVICE

1. THIS COURT ORDERS that the time for service of the Motion Record in respect of this motion and the First Report is hereby abridged and validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.

INTERIM RECEIVER'S ACTIVITIES AND PROFESSIONAL FEES

2. THIS COURT ORDERS that the activities of Deloitte in its capacity of interim receiver ("**Interim Receiver**"), prior to its appointment as Receiver in this proceeding, as outlined in Appendix "E" of the First Report are hereby approved.

3. THIS COURT ORDERS that the professional fees and disbursements of the Interim Receiver in the amount of \$100,239 are hereby approved.

RECEIVER'S ACTIVITES AND PROFESSIONAL FEES

4. THIS COURT ORDERS that the activities of the Receiver to date as outlined in the First Report and the Receiver's interim statement of receipts and disbursements are hereby approved.

5. THIS COURT ORDERS that the professional fees and disbursements of the Receiver in the amount of \$345,068 are hereby approved.

6. THIS COURT ORDERS that the insurance advisory fees incurred by the Receiver for services provided by Deloitte's Insurance Advisory practice in the amount of \$60,315 are hereby approved.

7. THIS COURT ORDERS that the professional fees and disbursements of the Goldman Sloan Nash & Haber LLP, as independent counsel of the Receiver, in the amount of \$34,235 are hereby approved.

8. THIS COURT ORDERS that the Receiver is authorized to pay all such fees and disbursements from the available funds.

RECEIVER'S BORROWINGS

9. THIS COURT ORDERS that the Receiver's borrowings as set out in the First Report be and the same are hereby approved, *nunc pro tunc*.

HSBC DISTRIBUTION

10. THIS COURT ORDERS that subject to the paragraph 9 of the Order, the Receiver be and is hereby authorized to distribute to HSBC from time to time all funds coming into its hands in respect of the realization of the assets of Debtor subject to the security held by HSBC, subject to such reserves as the Receiver may deem prudent, up to the amount of \$30,000,000, without further Order of this Court.

11. THIS COURT ORDERS that, notwithstanding paragraph 8 hereof, any distributions by the Receiver hereunder of proceeds of realization or collection where the Receiver has notice of the interest of a party or parties other than HSBC claiming ownership, security interests, or both in priority to HSBC, shall only be made upon further Order of the Court on notice to HSBC and to such other party or parties.

MISCELLANEOUS

12. THIS COURT ORDERS AND REQUESTS the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province to act in aid of and to be complementary to this Court 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 as may be necessary or desirable to give effect to the Order or to assist the Receiver and its agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

APR 13 2018

PER / PAR:



HSBC BANK CANADA and BLUE GOOSE PURE FOODS LTD.
O/A TENDER CHOICE FOODS

Court File No.: CV-17-588349-00CL

ONTARIO

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Proceeding commenced TORONTO

ORDER

(Approval of Receiver Fees and Other Relief)

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