

Estate No.51-1793121  
Court No. 19522

**IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK**  
**IN BANKRUPTCY AND INSOLVENCY**  
**JUDICIAL DISTRICT OF MONCTON**

**IN THE MATTER OF** the Proposal of  
**JEANIE MARSHAL FOODS CANADA INC.,**  
under the *Bankruptcy and Insolvency Act*,  
R.S.C. 1985, c. B-3

**JEANIE MARSHAL FOODS CANADA INC.**

Applicant

**TO: JEANIE MARSHAL FOODS CANADA INC.**  
c/o counsel R. Bruce Johnson  
Ellsworth Johnson Phillips  
828 Main Street  
PO Box 626  
Moncton NB, E1C 8M1  
Email: [bruce.johnson@ejp.ca](mailto:bruce.johnson@ejp.ca)

**AND TO: THE OFFICE OF THE SUPERINTENDENT OF BANKRUPTCY CANADA**  
Room 1605, Maritime Centre  
1505 Barrington Street  
Halifax, Nova Scotia B3J 3K5  
Att: Stephen Dickey  
Email: [Stephen.Dickey@ic.gc.ca](mailto:Stephen.Dickey@ic.gc.ca)

**AND TO: OFFICE OF THE REGISTRAR IN BANKRUPTCY**  
**COURT OF QUEEN'S BENCH OF NEW BRUNSWICK**  
In Bankruptcy and Insolvency  
c/o Ms. Bianca Caissie  
427 Queen Street, Room 202  
Fredericton, NB E3B 1B7  
Email: [Bianca.Caissie@gnb.ca](mailto:Bianca.Caissie@gnb.ca)

**AND TO: THE CREDITORS LISTED IN SCHEDULE "A"**

**IMPORTANT INFORMATION FOR PARTIES RECEIVING NOTICE OF THIS MOTION:**

THIS MOTION IS TO PROCEED BY WAY OF PAPER SUBMISSIONS. THERE SHALL BE NO ORAL OR TELECONFERENCE HEARING. PARTIES WISHING TO SUBMIT WRITTEN MATERIALS MAY DO SO BY FILING THE SAME WITH THE NEW BRUNSWICK BANKRUPTCY REGISTRAR'S OFFICE AT THE ABOVE-LISTED ADDRESS, WITH A COPY TO THE UNDERSIGNED. SHOULD ANY FILING DIFFICULTIES BE ENCOUNTERED, PLEASE CONTACT THE NEW BRUNSWICK BANKRUPTCY REGISTRAR'S OFFICE AT (506) 453-2452 or (506) 453-6578 or via email to [Bianca.Caissie@gnb.ca](mailto:Bianca.Caissie@gnb.ca)

**NOTICE OF MOTION  
(FORM 37A)**

**AVIS DE MOTION  
(FORMULE 37A)**

Deloitte Restructuring Inc., in its capacity as Trustee under the Proposal of Jeanie Marshal Foods Canada Inc. (hereinafter, "the Trustee" or the "Applicant") will apply to the Registrar in Bankruptcy of the Court of Queen's Bench of New Brunswick, **by way of written submissions** at 427 Queen Street, Suite 201, Justice Building, Fredericton, New Brunswick **on February 19, 2014 at 9:30 a.m.** for the following relief:

La demanderesse demandera à la Cour à \_\_\_\_\_, le \_\_\_\_\_ jour de \_\_\_\_\_ 2014 à \_\_\_\_\_ h \_\_\_\_\_, d'ordonner:

- (a) An Order substantially in the form attached hereto as Schedule "B" which:
  - (i) Approves the Amended Proposal of Jeanie Marshal Foods Canada Inc. ("JMFCI") pursuant to Sections 58, 59 and 60 of the BIA; and
  - (ii) provides such further and other relief as counsel for the Applicant or other counsel may advise and this Honourable Court deems just and equitable.

The grounds of the motion are as follows:

- (a) JMFCI filed a Notice of Intention to Make a Proposal pursuant to Section 50.4 of the BIA on September 26, 2013;
- (b) On December 10, 2013, JMFCI filed a Proposal with the Trustee, which was also filed with the Official Receiver and presented to creditors on even date;

- (c) On or about December 10, 2013, the Trustee provided notice to all creditors of JMFCI that a meeting was to be held on January 24, 2014 at the Moncton office of Ellsworth Johnson Phillips to consider the terms of and vote upon the Proposal of JMFCI. Included within the package sent to JMFCI's creditors were the following: Notice of Meeting of Creditors; Trustee's Report on the Proposal; Statement of JMFCI's Assets and Liabilities; List of Creditors; Voting Letters; Proof of Claims/Proxy Forms; and a copy of JMFCI's Proposal;
- (d) As a result from JMFCI and certain of its creditors, the Trustee assisted JMFCI in effecting amendments to various provisions of the Proposal prior to the scheduled meeting of creditors, which amendments were made on January 13, 2013 (hereinafter the "Amended Proposal");
- (e) The Trustee determined that the amendments effected were beneficial to the creditors of JMFCI;
- (f) On January 24, 2014 a duly constituted meeting of JMFCI's creditors was called to order (the "Meeting of Creditors"). The Trustee was named by the Official Receiver as the latter's nominee to Chair the Meeting of Creditors pursuant to Sections 51(3) and/or 105(1) of the BIA;
- (g) Following the tabling of documents and the observance of other formalities at the Meeting of Creditors, the Amended Proposal was put to a vote, and received approval by the required majorities of affected creditors, both in number and value pursuant to Section 54(2)(d) of the BIA;
- (h) The Chair of the Meeting of Creditors informed creditors in attendance that the Trustee would be making an appointment as soon as practicable

pursuant to Section 58 of the BIA for a hearing to seek an Order approving the Amended Proposal, and subsequently the Meeting of Creditors was adjourned;

- (i) In accordance with Section 58(a) of the BIA, within five (5) days of the conclusion of the Meeting of Creditors, the Trustee took steps to reserve from this Honourable Court a date and time for the hearing of an Application to approve the Amended Proposal, being the date and time aforesaid;
- (j) In accordance with Section 58(b) of the BIA, the Trustee shall cause notice of the within Application to be sent no later than fifteen (15) days before the date of the hearing to JMFCI, all of its creditors, and to the Official Receiver;
- (k) In accordance with Section 58(c) of the BIA, the Trustee shall file a report as regards the Amended Proposal to the Official Receiver no later than ten (10) days in advance of the hearing of the within Application, and in accordance with Section 58(d) of the BIA shall file the said Report with this Honourable Court no later than two (2) days in advance of the scheduled hearing;
- (l) The Report, together with the Affidavit filed in support of this Application, reflect the Trustee's opinion that the terms of the Amended Proposal are reasonable and that the same are calculated to benefit the general body of JMFCI's creditors. Furthermore, the Report and supporting Affidavit disclose that no offences or facts have been proved as regards JMFCI which might justify this Honourable Court in withholding its approval of the Amended Proposal;
- (m) As set forth in the supporting materials, it is the opinion of the Trustee that the Amended Proposal, as voted on and approved by the required majorities of

JMFCI's creditors, has a reasonable possibility of success and to be completed in accordance with its terms;

- (n) As further set forth in the supporting Affidavit, JMFCI has acted and continues to act in good faith in making the Amended Proposal, and the formalities required by the BIA in relation to the Amended Proposal have been complied with and the contents of the Amended Proposal meet the requirements of the BIA such that the Trustee recommends its approval by this Honourable Court;
- (o) we are aware of no opposition to this Application; and
- (p) such other grounds as this Honourable Court may deem just.

The Applicant will rely on *the Bankruptcy and Insolvency Act*, and in particular Sections 58, 59, 60, and 192 thereof; Section 3.02 and 37 of the *Rules of Court*; and applicable Sections of the *Bankruptcy and Insolvency General Rules* (Can. Reg 368) respecting Motions, filing and service deadlines.

A l'audition de la motion, les affidavits ou les autres preuves littérales suivantes seront présentées:

Upon the hearing of the Motion the following affidavits or other documentary evidence will be presented:

- (a) Affidavit of James Foran, delivered in advance of the hearing of the Motion;
- (b) Report of the Proposal Trustee, delivered in advance of the Motion;
- (c) Such further and other affidavits and documentary evidence as counsel may advise.


You are advised that:

Sachez que:

- (a) you are entitled to issue documents and present evidence at the hearing in English or French or both;
- (a) vous avez le droit d'émettre des documents et de présenter votre preuve à l'audience en français, en

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|  | anglais ou dans les deux langues;  |
| (b) the Applicant intends to proceed in the English language; and  | (b) la demanderesse a l'intention d'utiliser la langue anglaise; et  |
| (c) if you intend to proceed in the other official language, an interpreter may be required and you must so advise the clerk before the hearing. | (c) si vous avez l'intention d'utiliser l'autre langue officielle, les services d'un interprète pourront être requis et vous devrez en aviser le greffier au moins 5 jours avant l'audience. |

**DATED** at Halifax, Nova Scotia, this 30th day of January, 2014. FAIT à \_\_\_\_\_ le \_\_\_\_\_ 2014.

  
\_\_\_\_\_  
Ben Durnford  
McInnes Cooper  
Solicitors for the Applicant, being  
the Proposal Trustee of Jeanie Marshal Foods  
Canada Inc.  
1300-1969 Upper Water Street  
Purdy's Wharf Tower II  
Halifax, Nova Scotia  
PO Box 730  
B3J 2V1  
Phone: 902.425.6500  
Fax 902.425.6350  
Email: [Ben.durnford@mcinnescooper.com](mailto:Ben.durnford@mcinnescooper.com)

**SCHEDULE "A"**  
**LIST OF CREDITORS**

**Creditor:**

**Abell Pest Control**  
**Arthur Roger & Assoc. Inc.**  
**Avision Construction Group**  
**Backerhaus Veit Ltd**  
**BAFS, Inc.**  
**Bell Mobility Inc.**  
  
**Bonte Foods, Ltd**  
**BSA S.E.C./L.P.**  
**Camille Bouchard**  
**Canon Canada Inc.**  
**Cascades Boxboard Group**  
**CBSC Capital Inc.**  
**Cedar Springs**  
**Celplast Packaging Systems Ltd**  
**CFIA**  
**Complete Products Solutions Inc**  
**Deco Labels & Tags**  
**Derlea Brand Foods, Inc.**  
**DSM Foods Inc**  
**EamaTech Canada Inc.**  
**Egg Solutions**  
**Enablesit**  
**Enbridge**  
**Enersource**  
**Epsilon Chemicals Ltd**  
**Erin Refrigeration & A/C**  
**Euro Mediterranean Foods**  
**European Quality Meats & Sausages**  
**Everyday Office Supplies, Inc.**  
**Federal Express Canada Ltd**  
**Food with a Conscience**  
**Fulton Food Safety Inc.**  
**Fusion Career Services Canada**  
**GFS Ontario, Inc.**  
**ICC Canada**  
**Jeanie Marshal Foods, Inc.**

**Email:**

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[hlaframboise@aroger.com](mailto:hlaframboise@aroger.com)  
[avisiongroup@rogers.com](mailto:avisiongroup@rogers.com)  
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[craigh@cedarspringswater.com](mailto:craigh@cedarspringswater.com)  
[accounting@celplast.ca](mailto:accounting@celplast.ca)  
[arcentre@inspection.gc.ca](mailto:arcentre@inspection.gc.ca)  
[michaelsimon@cogeco.ca](mailto:michaelsimon@cogeco.ca)  
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[a10@enersource.com](mailto:a10@enersource.com)  
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[info@erinrefrigeration.ca](mailto:info@erinrefrigeration.ca)  
[kkostis@euromediterraneanfoods.com](mailto:kkostis@euromediterraneanfoods.com)  
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[kalyn@shopeveryday.ca](mailto:kalyn@shopeveryday.ca)  
[canadacustomerservice@fedex.com](mailto:canadacustomerservice@fedex.com)  
[jean@brousseauqc.ca](mailto:jean@brousseauqc.ca)  
[info@fultonfoodsafety.com](mailto:info@fultonfoodsafety.com)  
[george@laboursource.com](mailto:george@laboursource.com)  
[JHeeringa@gfscanada.com](mailto:JHeeringa@gfscanada.com)  
[icc.canada@yahoo.ca](mailto:icc.canada@yahoo.ca)  
[boblewis@jmfinc.net](mailto:boblewis@jmfinc.net)

<b>Jiano Foods</b>	<a href="mailto:info@jianofoods.com">info@jianofoods.com</a>
<b>JMC Electric Ltd</b>	<a href="mailto:info@jmcelectric.ca">info@jmcelectric.ca</a>
<b>JMF UK</b>	<a href="mailto:boblewis@jmfinc.net">boblewis@jmfinc.net</a>
<b>Kensington Patty Palace Ltd</b>	<a href="mailto:info@pattypalace.net">info@pattypalace.net</a>
<b>Kruger Industrial</b>	<a href="mailto:shan.ganeshraj@kruger.com">shan.ganeshraj@kruger.com</a>
<b>Labour Source</b>	<a href="mailto:george@laboursource.com">george@laboursource.com</a>
<b>Lewis Associates</b>	<a href="mailto:rgfaloon@gmglaw.com">rgfaloon@gmglaw.com</a>
<b>Maintenance With A Class</b>	<a href="mailto:boblewis@jmfinc.net">boblewis@jmfinc.net</a>
<b>Mancino Industrial Lift Trucks</b>	<a href="mailto:mwac@rogers.com">mwac@rogers.com</a>
<b>Marsan Foods Limited</b>	<a href="mailto:info@mancinolift.com">info@mancinolift.com</a>
<b>Maxxam Analytics</b>	<a href="mailto:jim@marsanfoods.com">jim@marsanfoods.com</a>
<b>McCordick Glove &amp; Safety</b>	<a href="mailto:lwright@maxxam.ca">lwright@maxxam.ca</a>
<b>McMillan LLP</b>	<a href="mailto:JenniferC@mccordick.com">JenniferC@mccordick.com</a>
<b>Michael Foods Inc</b>	<a href="mailto:Lai-King.Hum@mcmillan.ca">Lai-King.Hum@mcmillan.ca</a>
<b>Mississauga Locksmiths Limited</b>	<a href="mailto:jeffrey.harrington@michaelfoods.com">jeffrey.harrington@michaelfoods.com</a>
<b>National Leasing</b>	<a href="mailto:hello@mississaugalock.com">hello@mississaugalock.com</a>
<b>Nella Cutlery &amp; Food Equipment</b>	<a href="mailto:aesha.peyawary@nationalleasing.com">aesha.peyawary@nationalleasing.com</a>
<b>Northern Uniform Service</b>	<a href="mailto:Zlatco@nellcutlery.ca">Zlatco@nellcutlery.ca</a>
<b>Pactiv Canada, Inc.</b>	<a href="mailto:stephan@northernuniforms.com">stephan@northernuniforms.com</a>
<b>Pro-Door &amp; Dock Systems</b>	<a href="mailto:Antoinette.cicchetti@reynoldspkg.com">Antoinette.cicchetti@reynoldspkg.com</a>
<b>Quiznos Canada Restaurant Corporation</b>	<a href="mailto:Sales@prodoor.ca">Sales@prodoor.ca</a>
<b>Reuven International Limited</b>	<a href="mailto:mchoy@quiznos.com">mchoy@quiznos.com</a>
<b>S.V. La Costa Enterprise Inc.</b>	<a href="mailto:info@reuven.com">info@reuven.com</a>
<b>Saputo Dairy Products Canada G.P.</b>	<a href="mailto:lacosta@bellnet.ca">lacosta@bellnet.ca</a>
<b>Shalitfoods</b>	<a href="mailto:rocco.auciello@saputo.com">rocco.auciello@saputo.com</a>
<b>Sonia's Consulting Services Inc.</b>	<a href="mailto:sonia@shalitfoods.com">sonia@shalitfoods.com</a>
<b>Sweets from the Earth</b>	<a href="mailto:soniapompei@sympatico.ca">soniapompei@sympatico.ca</a>
<b>Toppits Foods LTD</b>	<a href="mailto:Marc@sweetsfromtheearth.com">Marc@sweetsfromtheearth.com</a>
<b>Toronto Bakery &amp; Food Equipment</b>	<a href="mailto:Brandon@toppits.com">Brandon@toppits.com</a>
<b>Unisource Canada, Inc.</b>	<a href="mailto:sales@torontobakery.com">sales@torontobakery.com</a>
<b>U-Pak Disposals (1989) Limited</b>	<a href="mailto:mike.bialas@unisourceworldwide.com">mike.bialas@unisourceworldwide.com</a>
<b>VersaCold Transport Services ULC</b>	<a href="mailto:marymolony@upak.net">marymolony@upak.net</a>
<b>We Market All</b>	<a href="mailto:joseph.leahy@versacold.com">joseph.leahy@versacold.com</a>
<b>Weston Bakeries</b>	<a href="mailto:amna@wemarketall.com">amna@wemarketall.com</a>
	<a href="mailto:clara.so@westonbakeries.com">clara.so@westonbakeries.com</a>



**SCHEDULE "B"  
DRAFT FORM OF ORDER  
(without proposed attachment)**

**Estate No.51-1793121  
Court No. 19522**

**IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK  
IN BANKRUPTCY AND INSOLVENCY  
JUDICIAL DISTRICT OF MONCTON**

**IN THE MATTER OF** the Proposal of  
**JEANIE MARSHAL FOODS CANADA INC.**,  
under the *Bankruptcy and Insolvency Act*,  
R.S.C. 1985, c. B-3

**JEANIE MARSHAL FOODS CANADA INC.**

Applicant

**ORDER APPROVING AMENDED PROPOSAL**

**BEFORE THE REGISTRAR IN BANKRUPTCY FOR THE PROVINCE OF NEW BRUNSWICK**

**UPON** the Application of Deloitte Restructuring Inc. (the "Trustee"), in its capacity as Trustee under the Amended Proposal of Jeanie Marshal Foods Canada Inc. ("JMFCI") for an Order approving the Amended Proposal of JMFCI (the "Amended Proposal") pursuant to Sections 58, 59, and 60 of the *Bankruptcy and Insolvency Act* ("BIA") having been heard by the Registrar in Bankruptcy for the Province of New Brunswick;

**AND UPON** reading the Report of the Trustee, together with the Affidavit of James Foran, CA, CIRP sworn on January 29, 2014;

**AND UPON** receiving the written submissions of Benjamin Durnford, counsel for the Trustee; R, Bruce Johnson, counsel for JMFCI; and from such other counsel who provided written submissions on the Application;

**AND UPON** the Court being satisfied that:

1. Due notice of this Application, in the prescribed manner, has been provided by the Trustee to JMFCI, its creditors and the Official Receiver in accordance with Section 58(b) of the BIA, and that all other requirements of Section 58 have been satisfied by the Trustee;

2. The Amended Proposal satisfies the requisite formalities set forth in the BIA;
3. A meeting of JMFCI's creditors to consider the Amended Proposal was duly convened and held on January 24, 2014, and that the required majority of JMFCI's creditors have duly accepted the Amended Proposal, which Amended Proposal is annexed hereto and marked as Schedule "A"; and
4. The terms of the Amended Proposal are reasonable and calculated to benefit the general body of JMFCI's creditors and that no offences or facts have been proved to justify the Court in withholding its approval;

**NOW UPON MOTION:**

**IT IS ORDERED THAT:**

1. pursuant to sections 58, 59 and 60 of the BIA the Amended Proposal of JMFCI be and is hereby approved; and
2. this Order and all of its provisions are effective as of 12:01 a.m. local time on the date of this Order.

**DATED** at Fredericton, Province of New Brunswick, this 19<sup>th</sup> day of February, 2014.

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**REGISTRAR**