

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.)

FRIDAY, THE 25th

JUSTICE MCEWEN)

DAY OF MAY, 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 second report of the Receiver dated May 18, 2018 (the “**Second Report**”).

AND UPON hearing the submissions of counsel for the Receiver, the Debtor and Blue Goose Capital Corp., no one else appearing for any other person on the service list, although duly served as appears from the affidavit of service of Sophie Peiou sworn May 22, 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 Second Report is hereby abridged and validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.

ASSIGNMENT IN BANKRUPTCY ETC.

2. THIS COURT ORDERS that the Receiver is hereby authorized and upon receipt of the consent of HSBC Bank Canada, to assign the Debtor into bankruptcy or to file a proposal in respect of the Debtor, as the Receiver deems appropriate in the circumstances and Deloitte Restructuring Inc. shall be appointed as trustee in bankruptcy, or proposed trustee as the case may be.

3. THIS COURT ORDERS that the trustee in bankruptcy is hereby authorized to rely on the pre-existing security opinion delivered by counsel to the Receiver in this proceeding.

4. THIS COURT ORDERS AND DECLARES that in accordance with paragraph 6 of the Order of Justice Wilton-Siegel dated December 21, 2017 (the “**Appointment Order**”) and the corresponding endorsement, the trustee in bankruptcy is not in occupation of the Leased Premises (as defined in the Second Report) and in no event shall the trustee in bankruptcy be required to pay occupation rent in respect of any required access to the Leased Premises as provided for in paragraph 6 of the Appointment Order.

RECEIVER’S ACTIVITIES AND PROFESSIONAL FEES

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

6. THIS COURT ORDERS that the professional fees and disbursements of the Receiver in the amount of \$83,070 are hereby approved.

7. 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 \$61,934 are hereby approved.

8. 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 \$10,336 are hereby approved.

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

MISCELLANEOUS

10. 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:

MAY 25 2018

PER / PAR:



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

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

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Proceeding commenced TORONTO

ORDER

(Approval of Receiver Fees and Other Relief)

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