

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF EASTERN MEAT SOLUTIONS INC., SIERRA
CUSTOM FOODS INC., SIERRA SUPPLY CHAIN SERVICES INC.,
SIERRA REALTY CORPORATION, RVB HOLDINGS INC., VANDEN
BROEK HOLDINGS (2008) INC., SIERRA REALTY CALGARY
CORPORATION AND EASTERN MEAT SOLUTIONS (USA) CORP.**

(the “**Applicants**”)

SECOND REPORT OF THE MONITOR

DATED SEPTEMBER 23, 2024

INTRODUCTION

1. On May 21, 2024, Eastern Meat Solutions Inc. (“**EMS**”), Sierra Custom Foods Inc. (“**Sierra Foods**”), Sierra Supply Chain Services Inc. (“**Sierra Services**”), Sierra Realty Corporation, RVB Holdings Inc., Vanden Broek Holdings (2008) Inc., Sierra Realty Calgary Corporation and Eastern Meat Solutions (USA) Corp. (collectively, the “**Applicants**”) commenced these proceedings (the “**CCAA Proceedings**”) pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the “**CCAA**”) before the Ontario Superior Court of Justice (Commercial List) (the “**Court**”).
2. The Applicants’ main business activities previously included trading meat products and providing food processing and cold storage services for the food industry. Prior to the commencement of these CCAA Proceedings, the Applicants operated three distinct

business lines: (i) the “**Trading Business**”, which is conducted by EMS; (ii) the “**Processing Business**”, which is conducted by Sierra Foods; and (iii) the “**Cold Storage Business**”, which is conducted by Sierra Services. The Trading Business has largely been wound down at the date of this second report of the Monitor (the “**Second Report**”).

3. On May 21, 2024, the Applicants sought and obtained an initial order pursuant to the CCAA (the “**Initial Order**”) that, among other things:
 - a. granted a stay of proceedings until May 31, 2024 (the “**Stay Period**”);
 - b. appointed Deloitte Restructuring Inc. as monitor of the Applicants in these CCAA Proceedings (in such capacity, the “**Monitor**”);
 - c. approved a charge in the amount of \$500,000 (the “**Administration Charge**”) for the benefit of counsel to the Applicants, the Monitor and the Monitor’s counsel (together, the “**Professionals Group**”);
 - d. approved a charge in the amount of \$600,000 (the “**Directors’ Charge**”) for the benefit of the directors and officers of each of the Applicants;
 - e. approved an intercompany charge against the Applicants’ property to secure any intercompany indebtedness incurred after the Initial Order;
 - f. authorized the Applicants to pay certain pre-filing amounts to critical suppliers, with the consent of the Monitor; and
 - g. restricted the exercise of certain rights of set-off by suppliers and/or customers of the Applicants.
4. On May 21, 2024, Robert Vanden Broek swore an affidavit in support of the relief sought in the Initial Order (the “**First Vanden Broek Affidavit**”).

5. A comeback hearing (the “**Comeback Hearing**”) was scheduled for May 31, 2024 to hear the Applicants’ motion for further relief. At the Comeback Hearing, the Court issued an Order that:
 - a. extended the Stay Period until September 30, 2024;
 - b. approved a debtor-in-possession credit facility in the amount of \$3,350,000 (the “**DIP Loan**”) with the Bank of Montreal (“**BMO**”) acting as lender (in such capacity, the “**DIP Lender**”);
 - c. approved an increase in the Administration Charge to \$750,000;
 - d. approved an increase in the Directors’ Charge to \$750,000; and
 - e. approved the proposed sale and investment solicitation process in respect of the business and/or the assets of Sierra Foods (the “**SISP**”).
6. On May 28, 2024, Robert Vanden Broek swore an affidavit in support of the relief sought at the Comeback Hearing (the “**Second Vanden Broek Affidavit**”).
7. The Applicants, in their motion materials dated September 19, 2024 (the “**Motion**”), seek certain relief, including:
 - a. extending the Stay Period to January 31, 2025;
 - b. approving a plan for the retention of certain of the Applicants’ key employees (the “**KERP**”) including sealing certain sensitive portions thereof;
 - c. amending the DIP Loan agreement (the “**DIP Amendment**”) that, among other things, extends the maturity date of the DIP Loan to January 31, 2025;
 - d. approving the activities, fees and disbursements of the Monitor and its counsel for

the period from May 5, 2024 to August 31, 2024;

- e. an Order declaring that provisions of the *Wage Earner Protection Program Act* (“**WEPPA**”) apply to the Applicants;
 - f. approving certain distributions to BMO in its capacity as DIP Lender and senior secured creditor; and
 - g. approving the Successful Bid (as defined in the SISP) and resulting asset purchase agreement (the “**APA**”) pursuant to the SISP including sealing certain sensitive portions thereof until such time as the transaction closes and the Monitor files a certificate confirming same.
8. The background related to the requested relief is included in the affidavit of Robert Vanden Broek sworn September 19, 2024 (the “**Third Vanden Broek Affidavit**”).

PURPOSE

9. The purpose of this Second Report is to provide the Court with information on:
- a. the Monitor’s activities since the issuance of the Monitor’s first report dated May 30, 2024 (the “**First Report**”);
 - b. the Applicants’ actual receipts and disbursements from May 27, 2024 through September 8, 2024 (the “**Reporting Period**”);
 - c. the Applicants’ revised cash flow forecast through February 1, 2025 (the “**Revised Forecast**” and the “**CF Period**”);
 - d. the results of the SISP conducted by the Monitor in respect of Sierra Foods;
 - e. the Applicants’ proposed KERP and KERP Charge and the sealing certain terms of

the KERP;

- f. the Applicants' request that the Court declare that their CCAA Proceedings are applicable with respect to certain provisions of WEPPA;
- g. the Applicants' request for approval of the DIP Amendment;
- h. the Applicants' request to approve the activities, fees and disbursements of the Monitor and its counsel, Dentons LLP ("**Dentons**") for the period from May 5, 2024 to August 31, 2024; and
- i. the Applicants' request to extend the stay of proceedings to January 31, 2025.

TERMS OF REFERENCE

- 10. In preparing this Second Report and making the comments herein, the Monitor has been provided with, and has relied upon certain unaudited financial information, books, records and financial information prepared by the Applicants, discussions with and information from the Applicants' management ("**Management**") and other third-party sources (collectively, the "**Information**"). Except as described in this Second Report:
 - a. the Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of such information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards ("**GAAS**") pursuant to the *CPA Canada Handbook* (the "**CPA Handbook**") and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information; and

- b. some of the Information referred to in this Second Report consists of forecasts and projections. An examination or review of the financial forecast and projections, as outlined in the CPA Handbook, has not been performed.
- 11. Future-oriented financial information referred to in this Second Report was prepared based on the Applicants' estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.
- 12. Unless otherwise noted, all dollar amounts in this Second Report are in Canadian funds.
- 13. Capitalized terms not defined herein have the meaning ascribed to them in the Affidavit of Robert Vanden Broek sworn September 19, 2024.

MONITOR'S ACTIVITIES SINCE THE FIRST REPORT

- 14. Since it issued its First Report, the Monitor has undertaken the following activities:
 - a. monitored the Applicants' receipts and disbursements;
 - b. routinely engaged with the Applicants' management in respect of operating matters (e.g., supplier calls, resolving creditor and supplier disputes, purchasing decisions), including on-site visits at the Applicants' premises regarding the CCAA Proceedings;
 - c. provided support to the Applicants' in managing communications with stakeholders, including suppliers, creditors and employees;
 - d. assisted the Applicants in preparing cash flow variance reporting and reporting same to BMO as required by the debtor-in-possession credit agreement (the "**DIP**

Credit Agreement”);

- e. administered the SISP according to its terms, including holding discussions with Management and certain participants in the SISP;
- f. engaged in discussions with Management, BMO and other stakeholders in connection with the outcome of the SISP and the effect of same on the CCAA Proceedings;
- g. updated its case website where information relevant to the CCAA Proceedings can be found. The address of the website is www.insolvencies.deloitte.ca/easternmeat (the “**Monitor’s Website**”);
- h. monitored an email inbox (easternmeatsolutions@deloitte.ca) and telephone hotline (416-601-6048) for interested parties to make inquiries to the Monitor;
- i. assisted the Applicants in developing the cash flow forecast attached as Appendix “A” (the “**Revised Forecast**”). The Revised Forecast does not reflect the receipt nor payment to BMO of the proceeds of the sale of the Processing Business;
- j. attended the Comeback Hearing on May 31, 2024; and
- k. prepared this Second Report.

THE APPLICANTS’ ACTUAL RECEIPTS AND DISBURSEMENTS DURING THE REPORTING PERIOD

15. The following table summarizes the Applicants’ receipts and disbursements for the Reporting Period, along with variances compared to the 15-week cash flow forecast through September 8, 2024 included in the First Report (the “**Forecast**”):

Eastern Meat Solutions Inc. and certain of its affiliates**Statement of Receipts and Disbursements****For the Period May 27, 2024 to September 8, 2024****(\$000s)**

	Actuals	Forecast	Variance
RECEIPTS			
Customer receipts	26,448	41,552	(15,104)
HST refund	-	1,098	(1,098)
Advances under existing facility	1,649	1,649	-
Total receipts	28,097	44,298	(16,201)
DISBURSEMENTS			
Raw materials	(18,126)	(35,496)	17,370
HST payment	(179)	-	(179)
Salaries and benefits	(3,512)	(3,158)	(354)
Rent and leases	(3,764)	(3,754)	(11)
Utilities	(169)	(511)	342
Selling, general, and administrative	(727)	(1,387)	660
Interest	(439)	(1,033)	594
Professional fees	(1,845)	(1,639)	(205)
Total disbursements	(28,761)	(46,978)	18,217
Net inflow/ (outflow)	(664)	(2,680)	2,016
Opening balance	3,955	3,955	-
Closing balance	3,291	1,275	2,016

16. The following paragraphs highlight details with respect to the Applicants' actual receipts and disbursements, along with the significant variances from the Forecast, for the Reporting Period:

- a. **Customer receipts:** The Applicants collected approximately \$26.4 million from customers during the Reporting Period. The negative variance of approximately \$15.1 million is primarily due to offsets between receivables and payables in accordance with the provisions of the Amended and Restated Initial Order granted May 31, 2024 (the "ARIO"). The Applicants prepared the cash flow forecast on a gross basis (i.e., collections and disbursements to the same party were forecast to settle separately). However, certain customers that are also major suppliers have been settling their accounts on a net basis after reconciling the accounts and obtaining the consent of the Monitor to do so as required by the ARIO;

- b. **HST refunds:** The Applicants realized a negative variance of \$1.1 million with respect to forecast HST refunds during the Reporting Period. Out of the total negative variance in the amount of \$1.1 million, \$416,000 is attributed to lower-than-expected input tax credits claimed by the Applicants, whereas the remainder of \$682,000 is attributed to the timing of receipt of the projected HST refunds for April, May, June, and July 2024. The Applicants are currently subject to an HST review and are responding to Canada Revenue Agency's ("CRA") HST audit requests;
- c. **Salaries and benefits:** The Applicants realized a negative variance of \$354,000 in salaries and benefits, with the entire variance being attributable to the timing of actual salary disbursements compared to the Forecast. The Applicants prepared the cash flow forecast assuming that the salaries from Eastern Meat Solutions Inc., Sierra Supply Chain Services Inc., and Sierra Custom Foods Inc. would be paid in separate and alternating weeks. However, the actual salary disbursements have occurred in the same week, leading to a timing variance for salaries and benefits each week when compared to the Forecast. The negative variance is expected to reverse in the week ended September 15, 2024;
- d. **Selling, general, and administrative expenses:** The Applicants realized a positive variance of \$660,000 related to selling, general, and administrative ("SG&A") expenses. The lower-than-expected SG&A disbursements are a result of: a) cash conservation efforts by Management; and b) lower than forecast business activities as a result of the wind-down of the Trading Business;
- e. **Interest:** The actual interest charged was lower than forecast, and the Applicants

realized a positive variance of \$594,000; and

- f. Professional fees:** The Applicants realized a negative variance of \$205,000 related to professional fees. This variance is primarily attributed to the timing of an invoice receipt and payment compared to the Forecast.

THE APPLICANTS' REVISED FORECAST

- 17. The Applicants have prepared the Revised Forecast, which is attached hereto as Appendix “A”. As detailed below, the Revised Forecast does not include the results of the SISF due to the need to maintain confidentiality of the economic terms of the transaction should it not close. The Applicants are currently seeking Court approval to keep certain sale terms confidential.
- 18. A summary of the Revised Forecast is set out below:

Eastern Meat Solutions Inc. and certain of its affiliates 21-Week Cash Flow Forecast (in \$ 000s) For the Period Sept 8, 2024, to Feb 1, 2025	
	Forecast
Receipts	
Customer receipts	16,593
HST refunds	720
Other receipts	469
DIP draws	1,404
Total receipts	19,186
Disbursements	
Direct costs	(10,656)
Salaries and benefits	(3,203)
Rent and leases	(3,799)
Utilities	(1,183)
Selling, general, and administrative	(574)
Interest	(395)
Professional fees	(1,914)
Total disbursements	(22,724)
Net inflow / (outflow)	(2,538)
Opening cash balance	3,278
Ending cash balance	739

19. The Revised Forecast is prepared on a weekly basis during the cash flow period and represents the Applicants' estimates of their projected receipts and disbursements during the 21-week period from September 8, 2024 to February 1, 2025. The Revised Forecast has been prepared using the probable and hypothetical assumptions set out in the notes attached to the Revised Forecast (the "**Assumptions**"). The Revised Forecast contemplates borrowings under the DIP of approximately \$1.4 million.
20. The Monitor has reviewed the Revised Forecast regarding the reasonableness of the Assumptions as required by section 23(1)(b) of the CCAA.
21. Pursuant to this standard, the Monitor's review of the Revised Forecast consisted of inquiries, analytical procedures, review of certain supporting data and consideration of the Information. Since the Assumptions need not be supported, the Monitor's procedures with

respect to the material Assumptions were limited to evaluating whether they were consistent with the purpose of the Revised Forecast.

22. The Monitor has also:

- a. discussed the Assumptions with Management;
- b. participated in conference calls with stakeholders in respect of cash flow matters;
and
- c. if necessary, proposed amendments to the Revised Forecast and Assumptions where appropriate.

23. Based on the Monitor's review, nothing has come to its attention that causes it to believe, in all material respects, that:

- a. the material Assumptions are not consistent with the purpose of the Revised Forecast;
- b. as of the date of this Second Report, the material Assumptions are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Revised Forecast given the probable and hypothetical assumptions contained therein; or
- c. the Revised Forecast does not reflect the Assumptions.

24. As set out in the Revised Forecast, the Applicants are forecasting a draw on their DIP Loan to fund operations, beginning in late October 2024. A draw on the DIP Loan at that time may not be required if certain customer receipts occur in October 2024 or there are other positive timing variances for other material forecast items. Should the Applicants draw the forecast amount of the DIP Loan, they forecast that they will have approximately \$1.9

million of undrawn liquidity under that facility at the end of the forecast period.

25. The Revised Forecast includes the following cash flows:

a. Receipts during the CF Period total approximately \$19.2 million. This is made up of the following amounts:

- i. customer receipts from providing food processing (i.e., receipt for sales by Sierra Foods prior to the closing of the APA transaction) and cold storage services total approximately \$16.6 million for the CF Period;
- ii. forecast HST receipts of approximately \$720,000. This represents several months' worth of HST filings as CRA finalizes its audit of the Applicants' returns. The normal course payment of the refunds contained in the returns under audit has been disrupted given CRA's on-going review;
- iii. other receipts of approximately \$469,000. This represents trade credit insurance claims that the Applicants are currently advancing; and
- iv. DIP draws of approximately \$1.4 million.

b. Disbursements during the CF Period total approximately \$21.7 million. This is made up of the following amounts:

- i. direct costs of approximately \$10.7 million. This represents disbursements for raw materials, freight, packaging, logistics, and labour costs;
- ii. salaries and benefits of \$3.2 million. This represents ongoing bi-weekly payroll for the Applicants, payment of the KERP amount, and the accrued wages and vacation pay for employees of Sierra Foods and EMS that are subject to the APA transaction;

- iii. rent and leases of approximately \$3.8 million. The majority of this represents lease payments for the Hamilton facility for Sierra Services;
- iv. utilities of approximately \$1.2 million. The majority of this represents electricity, water, and gas payments for the Hamilton facility for Sierra Services; and
- v. professional fees of approximately \$1.9 million.

OUTCOME OF THE SISP

26. The Court approved the SISP at the Comeback Hearing and the SISP terms were attached as an appendix to the First Report. Following the issuance of the order approving the SISP (the “**SISP Approval Order**”) the Monitor administered the SISP, which is now complete. As part of its administration of the SISP, the Monitor:

- a. contacted 59 parties that were identified as being potentially interested in acquiring the Applicants’ assets or business or making an investment therein. Parties contacted included strategic and financial buyers and included entities that were identified by the Monitor, the Applicants, members of the Applicants’ board of directors, parties representing the Applicants’ secured lender and other interested stakeholders. Each party received a non-disclosure agreement (an “**NDA**”) and a description of the opportunity (the “**Teaser**”) from the Monitor;
- b. facilitated the execution of 16 NDAs with potential bidders. Upon execution of an NDA each party was granted access to an electronic data room containing due diligence materials;
- c. responded to queries from potential bidders as they were received;

- d. updated the contents of the electronic data room based on bidder requests, where possible; and
 - e. held conference calls with those bidders that wished to speak to either the Monitor or the Applicants' management regarding the opportunity.
27. Pursuant to the SISP, the amended deadline to submit a Phase I Letter of Intent to the Monitor was 5:00pm (ET) on July 16, 2024.
 28. Of the 16 potential bidders that executed NDAs, a number of parties submitted non-binding Phase I Letters of Intent.
 29. Pursuant to the SISP, the extended deadline to submit a Phase II Letter of Intent or binding bid to the Monitor was 5:00pm (Toronto time) on August 15, 2024 (the "**Phase II Bid Deadline**").
 30. The Monitor summarized the Final Bids received by the Phase II Bid Deadline with Management, who determined that it wished to proceed with the negotiation of definitive transaction documents with one particular bidder (the "**Purchaser**"). Those negotiations resulted in the completion of the APA.
 31. A summary of the terms of the APA is set out below:

Term	Details
Purchase Price	<ul style="list-style-type: none"> The Purchase Price is comprised of a cash payment on closing, which is subject to certain adjustments, and the assumption of certain assumed liabilities.
Purchased Assets	<ul style="list-style-type: none"> Substantially all of the assets of Sierra Foods used in connection with the Processing Business, including, inventory, fixed assets, intellectual property, assumed contracts, books and records, tariff rate quota with Global Affairs Canada, and goodwill.
Assumed Liabilities	<ul style="list-style-type: none"> The Purchaser will assume certain liabilities specified in the

Term	Details
	APA, including all liabilities related to the Purchased Assets from the Closing Date onwards.
Closing Date	<ul style="list-style-type: none"> • 10 business days following the issuance of an order approving the transaction, should the Court grant such order. • Outside date: October 18, 2024.
Employee Matters	<ul style="list-style-type: none"> • The Buyer shall make written offers of employment to certain employees as those terms of employment currently exist with Sierra Foods. • The Buyer shall assume all severance pay, termination pay, pay in lieu of notice, damages and other liabilities incurred after the closing date.

Monitor's views on the outcome of the SISP

32. The Monitor recommends that the APA negotiated with the Purchaser be approved by the Court and in reaching this recommendation has considered the following factors, which are set out in subsection 36(3) of the CCAA. Specifically, in deciding whether to recommend that the Court approve the APA, the Monitor considered:

Factor	Considerations
a. Whether the process leading to the proposed sale was reasonable in the circumstances	<ul style="list-style-type: none"> • The SISP was designed to afford the Monitor an appropriate amount of time to market the Applicants' business and assets given the liquidity constraints facing them. As set out above, 59 parties were contacted by the Monitor as part of the SISP and, as such, the Monitor is of the view that the Applicants' business and assets were widely marketed and that this process was reasonable in the circumstances.
b. Whether the Monitor approved the process leading to the proposed sale or disposition	<ul style="list-style-type: none"> • The Monitor administered the SISP and recommended the SISP be approved in the First Report.
c. Whether the Monitor filed with the Court a report stating that	<ul style="list-style-type: none"> • The Monitor considered a hypothetical liquidation of the Applicants' assets and, in the

Factor	Considerations
in its opinion the sale or disposition would be more beneficial to the creditors than a sale or disposition under a bankruptcy	Monitor's view, it is unlikely that the bankruptcy of the Applicants would yield a better outcome than the closing of the APA.
d. The extent to which the creditors were consulted	<ul style="list-style-type: none"> • The SISP was approved by BMO (in its capacity as senior secured and DIP Lender) and the Court and no creditor objected to same. • BMO was advised of the results of the SISP and was consulted throughout its implementation.
e. The effects of the proposed sale on the creditors and other interested parties	<ul style="list-style-type: none"> • The SISP did not identify any transaction that would result in a better outcome to stakeholders than the transaction contemplated by the APA.
f. Whether the consideration to be received for the assets is reasonable and fair, taking into account their market value	<ul style="list-style-type: none"> • Based on the overall administration of the SISP and the factors listed above, the Monitor is of the view that the consideration received pursuant to the APA is reasonable in the circumstances.

33. The Applicants and the Monitor made good faith efforts to market the Applicants' business and assets to achieve the highest price therefor. As set out above, in the Monitor's view the APA is the best outcome of the SISP.
34. The Applicants seek to seal the economic terms of the transaction, the names of the employees involved in the transaction, and the name of a counterparty in relation to one of the assumed contracts, until closing of a sale of the Applicants' assets or business or further order of the Court (the "**Sealing Relief**").
35. In supporting the Applicants' request for the Sealing Relief, the Monitor considered that a sealing order should only be granted when:
- a. such an order is necessary in order to prevent serious risk to an important interest,

including a commercial interest, in the context of litigation because reasonably alternative measures will not prevent the risk; and

- b. the salutary effects of the confidentiality order outweigh its deleterious effects, which in this context includes the public interest in open and accessible court proceedings.

36. The Monitor is of the view that public disclosure of the results of the SISP and economic terms of the APA could adversely impact future recoveries and potentially set a “ceiling” in any future sale process. Courts have recognized that there is a public interest in maximizing recoveries in a restructuring proceeding, which transcends each individual case. In addition, there are no satisfactory alternatives to the Sealing Relief in these circumstances.

37. Accordingly, the Monitor submits that the factors required for the Court to grant the Sealing Relief have been met. The Monitor supports the Applicants’ request for the Sealing Relief.

PROPOSED KEY EMPLOYEE RETENTION PLAN

38. As set out in the Applicants’ Motion materials dated September 19, 2024, and the Third Vanden Broek Affidavit, the Applicants seek approval of a KERP for the benefit of certain key employees, together with a charge on the Applicants’ assets to secure the KERP. The Third Vanden Broek Affidavit contains an anonymized list of beneficiaries of the KERP and the triggers for beneficiaries to receive their entitlements thereunder. The KERP was developed by the Applicants through a consultative process involving the Monitor.

39. The KERP charge is proposed to rank subordinate to the Administration Charge, the DIP Charge, the Director’s Charge, the BMO Security and the Intercompany Charge.

40. The Monitor has reviewed the terms of and the overall need for the KERP with

Management. The KERP entitlements are approximately 10% of each KERP beneficiaries' annual salary.

41. In the Monitor's view, the proposed beneficiaries of the KERP are critical to the on-going administration and completion of the SISP. The KERP amounts and terms are consistent with KERPs approved in similar proceedings in Canada (as reported and tracked by the Insolvency Insider website).
42. In the Monitor's view:
 - a. the identified material beneficiaries of the KERP consist of senior management and employees with extensive experience with the Applicants' business who are critical to the execution of the SISP and continued business operations during the pendency of these CCAA Proceedings. Accordingly, the Monitor views the list of beneficiaries of the KERP as appropriate and reasonable;
 - b. the triggers to earn the KERP, being either: a) the closing of a successful transaction under the SISP; or b) the termination without cause of employment by the Applicants prior to closing, are appropriate in the circumstances;
 - c. while it is unusual that a KERP would be approved by the Court such a short period of time prior to the vesting triggers, the Monitor notes that many of the beneficiaries of the KERP have been advised that the Applicants would seek approval to institute a KERP in connection with other orders in these CCAA Proceedings and, as such, have relied on this representation by Management to continue their employment with the Applicants. Given the lack of other reasons to return to Court, the Applicants have sought to minimize professional costs by seeking this relief now;
 - d. given the uncertainty related to their on-going employment in the context of a SISP,

the proposed material beneficiaries of the KERP may have considered other employment options if Management had not presented the KERP; and

- a. the quantum for each beneficiary of the KERP is appropriate in the circumstances.

- 43. For the reasons set out above, the Monitor is supportive of the KERP, and the related KERP charge, being sought by the Applicants.

WAGE EARNER PROTECTION PROGRAM ACT

- 44. As set out in the Motion and the Third Vanden Broek Affidavit, the Applicants are currently seeking an order that the Applicants meet the criteria prescribed by section 3.2 of the regulations related to WEPPA. This relief would potentially enable the Applicants' former employees terminated in the six months prior to, or during the CCAA Proceedings, to receive benefits under WEPPA. All such terminated employees have been or will be paid their full wages and vacation pay, but not any amounts in respect of severance or termination pay.

- 45. None of the payments to the proposed beneficiaries will trigger a priority claim as their entitlements will be solely in respect of termination and severance pay. As such, the Monitor is supportive of the relief being sought by the Applicants.

BMO DISTRIBUTIONS

- 46. BMO is the senior secured creditor of certain of the Applicants and the DIP Lender in this proceeding.
- 47. The Applicants seek approval to make distributions from the proceeds of the Property, with the consent of the Monitor, in partial or full repayment of the obligations owing to: (i) BMO in its capacity as DIP Lender under the DIP Credit Agreement; and (ii) BMO under

the BMO Credit Agreement or the BMO Guarantees, as applicable, in each case, up to the total amount of the obligations owing by the applicable Applicants thereunder (collectively, the “**BMO Distributions**”).

48. Dentons, as independent counsel to the Monitor, is completing its review of the BMO Security granted by all Applicants. While such review is ongoing, Dentons has advised the Monitor that, subject to the customary qualifications associated with security reviews, BMO has a valid security interest in Ontario over all present and after acquired personal property of Sierra Foods, which security interest has been perfected, to the extent capable of perfection by registration.

DIP EXTENSION

49. As set out in the Motion and the Third Vanden Broek Affidavit, the Applicants are seeking to extend the maturity of the DIP Loan from September 30, 2024 to January 31, 2025. A copy of the amending agreement entered into among the Applicants and the DIP Lender dated September 20, 2024 (the “**First DIP Amending Agreement**”) is attached hereto as Appendix “**B**”.
50. Other than previously agreed charges, there will be no additional fees as a result of the First DIP Amending Agreement.
51. The on-going availability of the DIP Loan is consistent with the forecast liquidity needs of the Applicants and will allow the Applicants to close the SISP transaction and continue their efforts to maximize value for stakeholders. The Monitor supports the approval of the First DIP Amending Agreement.

APPROVAL OF THE MONITOR AND ITS COUNSEL’S ACTIVITIES AND FEES

52. The Applicants are currently seeking the Court’s approval of the Monitor’s Pre-filing Report, First Report, and this Second Report and the activities described herein. The Second Report describes the activities of the Monitor and its counsel since the date of its First Report, being May 30, 2024, to the date of this Second Report. The First Report contains a summary of the Monitor’s activities from the date of the Pre-filing Report, being May 21, 2024.
53. The Monitor supports the Applicant’s motion to have the Pre-filing Report, First Report, and Second Report, including the related activities and conduct detailed therein, approved.

Request for fee approval for the Monitor and its counsel

54. The Applicants are currently seeking the approval of the fees and disbursements for the Monitor and its counsel from May 5, 2024 to August 31, 2024 (the “**Fee Period**”) as set out in the affidavits of Jorden Sleeth of Deloitte and Robert Kennedy of Dentons (the “**Fee Affidavits**”). The Monitor supports this request.
55. The Monitor and Dentons have each maintained detailed records of their professional time and costs during the Fee Period. The Monitor’s professional time and disbursements are detailed in the affidavit of Jorden Sleeth sworn September 19, 2024 (the “**Sleeth Fee Affidavit**”). Dentons’ professional fees and disbursements are detailed in the affidavit of Robert Kennedy (the “**Kennedy Fee Affidavit**”) sworn September 20, 2024. Copies of the Fee Affidavits are attached as Appendix “**C**” and “**D**”, respectively.
56. The Monitor’s accounts during the Fee Period total \$1,068,960 in fees, plus \$9,488 in disbursements, administration expenses of \$32,069 and HST of \$144,367 for a total amount of \$1,254,884. The details of the time spent, including a summary of the personnel, hours

and hourly rates of the services provided by the Monitor are more particularly described in the Sleeth Fee Affidavit.

57. The Monitor's counsel, Dentons' accounts during the Fee Period total \$287,158.50 in fees, plus \$80.30 in disbursements, plus HST of \$37,341.05 for a total amount of \$324,579.85. The details of the time spent including a summary of the personnel, hours and hourly rates of the services provided by Dentons are more particularly described in the Kennedy Fee Affidavit.
58. The Monitor has reviewed the accounts of its counsel and confirms it authorized the work performed. The Monitor believes that the accounts of the Monitor and Dentons are reasonable in the circumstances and respectfully requests that the Court approve the Monitor's and its counsel's fees and disbursements as set out in the Fee Affidavits.

EXTENSION OF THE STAY PERIOD

59. The current Stay Period expires on September 30, 2024 and the Applicants are currently seeking an extension of the Stay Period to January 31, 2025 (the "**Extended Stay Period**"). The Monitor is supportive of the Court extending the Stay Period to the end of the Extended Stay Period as it will allow the Applicants the necessary time to close the sale of the Processing Business, complete the wind down of the Trading Business, and continue to consider restructuring options for the Cold Storage Business and the manner in which the claims of creditors may be addressed.
60. The Revised Cash Flow Forecast projects that the Applicants will, with the availability of the DIP, have sufficient liquidity through the Extended Stay Period should their requested relief be approved by the Court.
61. The Monitor is of the view that the Applicants have acted and continue to act in good faith

and with due diligence and an extension of the Stay Period is appropriate in the circumstance.

RECOMMENDATIONS

62. In summary, the Monitor comments as follows with respect to the relief that is being sought by the Applicants:

- a. the approval of the APA and closing of the transaction described therein will provide the best outcome to the Applicants and their stakeholders, primarily BMO;
- b. the implementation of the KERP will assist in providing certainty with respect to continuity of management and operations through the CCAA Proceedings;
- c. the extension to the Stay Period will allow the Applicants to complete the SISP, wind down the Trading Business and undertake the other activities described above; and
- d. the Court declaring that WEPPA applies to the Applicants' CCAA Proceedings will allow terminated employees to access funds potentially payable to them under the legislation.

63. The Applicants have acted, and are acting, in good faith and with due diligence in attempting to implement a restructuring of their business and affairs.

64. For these reasons, the Monitor recommends that the Court approve the relief being sought by the Applicants in their Motion.

All of which is respectfully submitted this 23rd day of September, 2024.

DELOITTE RESTRUCTURING INC.

Solely in its capacity as Court-appointed Monitor of
Eastern Meat Solutions Inc. et al,
and not in its personal or corporate capacity

Per:

A handwritten signature in blue ink, reading "Jorden Sleeth".

Jorden Sleeth, CPA, CA, CIRP, LIT
Senior Vice-President

A handwritten signature in blue ink, reading "Todd Ambachtsheer".

Todd Ambachtsheer, CPA, CA, CIRP, LIT
Senior Vice-President

Appendix “A”
to the Second Report of the Monitor

Eastern Meats Solutions Inc. and a certain of its affiliates													
21-Week Cash Flow Forecast (in CAD)													
For the period Septebmer 8, 2024 to February 1, 2025													
	Actual	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
	8-Sep-24	15-Sep-24	22-Sep-24	29-Sep-24	6-Oct-24	13-Oct-24	20-Oct-24	27-Oct-24	3-Nov-24	10-Nov-24	17-Nov-24	24-Nov-24	1-Dec-24
	14-Sep-24	21-Sep-24	28-Sep-24	5-Oct-24	12-Oct-24	19-Oct-24	26-Oct-24	2-Nov-24	9-Nov-24	16-Nov-24	23-Nov-24	30-Nov-24	7-Dec-24
RECEIPTS													
Customer receipts	1,763,416	1,506,936	1,422,901	1,134,228	1,764,987	1,506,936	1,254,050	1,059,161	1,406,630	439,625	377,397	337,702	154,620
HST refunds	-	-	-	-	-	(110,000)	-	-	-	(110,000)	-	-	-
Other receipts	-	-	-	-	-	-	-	-	-	-	-	-	-
DIP draws	-	-	-	-	-	-	-	500,415	-	-	-	904,060	-
Total receipts	1,763,416	1,506,936	1,422,901	1,134,228	1,764,987	1,396,936	1,254,050	1,559,576	1,406,630	329,625	377,397	1,241,762	154,620
DISBURSEMENTS													
Direct costs	(1,895,887)	(983,705)	(1,011,582)	(854,443)	(1,222,362)	(983,705)	(1,011,582)	(844,443)	(1,212,362)	(53,000)	(53,000)	(53,000)	(53,000)
Salaries and benefits	-	(400,001)	-	(400,001)	-	(400,001)	(555,948)	(218,084)	-	(218,084)	-	(218,084)	-
Rent and leases	(10,457)	(24,735)	(16,739)	(905,525)	(57,743)	(24,735)	(16,739)	(840,943)	(51,391)	(15,456)	-	(840,943)	(51,391)
Utilities	(219,594)	(438,000)	-	-	(8,805)	(146,000)	-	-	(8,805)	(146,000)	-	-	-
Selling, general & administrative	(49,520)	(46,575)	(18,823)	(84,741)	(17,958)	(46,575)	(18,823)	(84,741)	(17,958)	(12,748)	(14,203)	(30,381)	-
Interest	-	-	-	(127,000)	-	-	-	(60,000)	-	-	-	(60,000)	-
Professional fees	(276,642)	-	(297,611)	-	-	-	-	(360,000)	-	-	-	(350,000)	-
Total disbursements	(2,452,101)	(1,893,016)	(1,344,755)	(2,371,710)	(1,306,868)	(1,601,016)	(1,603,092)	(2,408,211)	(1,290,516)	(445,288)	(67,203)	(1,552,408)	(104,391)
Net inflow/ (outflow)	(688,685)	(386,080)	78,147	(1,237,481)	458,119	(204,080)	(349,042)	(848,635)	116,114	(115,663)	310,194	(310,646)	50,229
Opening balance	3,277,736	2,589,052	2,202,972	2,281,119	1,043,637	1,501,757	1,297,677	948,635	100,000	216,114	100,451	410,646	100,000
Closing balance	2,589,052	2,202,972	2,281,119	1,043,637	1,501,757	1,297,677	948,635	100,000	216,114	100,451	410,646	100,000	150,229

Eastern Meats Solutions Inc. and a certain of its affiliates 21-Week Cash Flow Forecast (in CAD) For the period Septebmer 8, 2024 to February 1, 2025										
	Forecast 8-Dec-24	Forecast 15-Dec-24	Forecast 22-Dec-24	Forecast 29-Dec-24	Forecast 5-Jan-25	Forecast 12-Jan-25	Forecast 19-Jan-25	Forecast 26-Jan-25		
	14-Dec-24	21-Dec-24	28-Dec-24	4-Jan-25	11-Jan-25	18-Jan-25	25-Jan-25	1-Feb-25	Total	Notes
RECEIPTS										
Customer receipts	439,625	377,397	168,851	168,851	154,620	439,625	377,397	337,702	16,592,657	1
HST refunds	(110,000)	-	-	1,160,277	-	(110,000)	-	-	720,277	2
Other receipts	-	-	-	-	305,863	-	-	162,746	468,609	3
DIP draws	-	-	-	-	-	-	-	-	1,404,475	4
Total receipts	329,625	377,397	168,851	1,329,128	460,483	329,625	377,397	500,448	19,186,018	
DISBURSEMENTS										
Direct costs	(53,000)	(53,000)	(53,000)	(53,000)	(53,000)	(53,000)	(53,000)	(53,000)	(10,656,070)	5
Salaries and benefits	(198,084)	-	(198,084)	-	(198,084)	-	(198,084)	-	(3,202,535)	6
Rent and leases	(15,456)	-	-	(840,943)	(51,391)	(15,456)	-	(18,868)	(3,798,909)	7
Utilities	-	(108,000)	-	-	-	(108,000)	-	-	(1,183,205)	8
Selling, general & administrative	-	(11,197)	(14,203)	(80,381)	-	-	(11,197)	(14,203)	(574,228)	9
Interest	-	-	-	(74,045)	-	-	-	(74,045)	(395,090)	10
Professional fees	-	-	-	(280,000)	-	-	-	(350,000)	(1,914,253)	11
Total disbursements	(266,539)	(172,197)	(265,286)	(1,328,369)	(302,475)	(176,456)	(262,281)	(510,115)	(21,724,290)	
Net inflow/ (outflow)	63,085	205,199	(96,435)	759	158,008	153,169	115,116	(9,667)	(2,538,272)	
Opening balance	150,229	213,315	418,514	322,079	322,838	480,847	634,016	749,132	3,277,736	
Closing balance	213,315	418,514	322,079	322,838	480,847	634,016	749,132	739,464	739,464	

Eastern Meat Solutions Inc. and its affiliates
Notes to Cash Flow Forecast
For the 21-Week Ended February 1, 2025

The cash flow forecast ("**CF**") for the period September 8, 2024 to February 1, 2025 (the "**Cash Flow Period**") was prepared by Eastern Meat Solutions Inc. ("**EMS**") and its affiliates with the assistance of the Monitor. The Monitor relied on EMS's internal books and records, discussions with management of EMS ("**Management**") and forecast realizations during the Cash Flow Period to assist in the preparation of the CF. The Monitor notes that while the CF was prepared on a consolidated basis, each entity operates and accounts for its business on a stand-alone basis.

The Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the financial information in the CF in a manner that would wholly or partially comply with Canadian Auditing Standards pursuant to the *CPA Canada Handbook* and, accordingly, the Monitor expresses no opinion or other form of assurance in respect of the financial information contained in the CF.

Some of the information referred to in the CF and these notes consists of financial forecasts and projections. An examination or review of the financial forecast and projections, as outlined in the *CPA Canada Handbook*, has not been performed.

Future oriented financial information referred to in the accompanying CF was prepared based on Management's estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be material.

The information and assumptions contained in the CF and these notes is not intended to be relied upon by any prospective purchaser or investor in any transactions with EMS. All amounts referenced herein are in Canadian dollars unless otherwise noted.

RECEIPTS

1 Customer receipts - \$16,593,000

This amount is primarily made up of receipts from EMS' meat brokerage ("**Trading**"), meat processing ("**Processing**") and Cold Storage ("**Storage**") operations and reflects the forecast status of each.

Trading, totaling \$829,000, represents receipts generated from collections of AR and the sale of inventory. Processing, totaling \$9,354,000, represents collections for services performed and goods delivered prior to the sale of the business (net of certain set-offs related thereto). Cold Storage, totaling \$6,410,000, represents collections for storage services.

2 HST refunds - \$720,000

This amount represents the total net HST refunds that the Applicants are forecasting to receive during the CF Period for the Trading and Processing businesses. The Cold Storage business generally is a net payor of HST, which payments are reflected on this line and offset other receipts. This net amount assumes that Canada Revenue Agency releases certain HST amounts that are currently due to the Applicants and subject to audit by CRA.

3 Other receipts - \$469,000

Other receipts represent net trade credit insurance claims that the Applicants are currently advancing.

4 DIP draws - \$1,404,000

Receipts of debtor-in-possession financing are estimated based on anticipated cash requirements

throughout the CF Period. Excess cash is not forecast to be repaid to the DIP Lender.

DISBURSEMENTS

5 *Direct costs - \$10,656,000*

Direct costs are assumed to support the Applicants' forecast level of sales based on historic margins and are assumed with significantly reduced credit terms. Generally speaking, this amount represents payments for meat purchases, contract labour, freight and items such as packaging.

6 *Salaries and benefits - \$3,203,000*

Salaries and benefits are estimated by Management based on existing payroll costs and planned staff reductions given the wind down of the Trading business and the sale of the Processing business. In addition, forecast payments for salaries and benefits include employee entitlements under the Key Employee Retention Plan. This line item also includes accrued wages and vacation amounts payable to employees in the Trading and Processing businesses as these operations cease or are sold and their employment with EMS ends.

7 *Rent and leases - \$3,799,000*

This forecast amount represents rent expenses (for the Applicants' office space and cold storage facilities), totaling \$3,428,000, and equipment lease expenses, totaling \$371,000.

8 *Utilities - \$1,183,000*

Utility expenses are assumed to be disbursed throughout the forecast period based on historical trends given the assumed level of activity.

9 *Selling, general & admin - \$574,000*

Selling, general & admin expenses are assumed to be disbursed throughout the forecast period based on historical trends. These expenses for the Trading and Processing operations are forecast to decline due to the wind-down plan and the on-going sale, respectively.

10 *Interest Expense - \$395,000*

This forecast amount represents existing interest obligations accruing and payable on the Applicants' senior secured pre-filing credit facility and DIP Loan in accordance with their terms. Such amounts are assumed to be paid monthly in arrears.

11 *Professional fees - \$1,914,000*

This line item represents fees for counsel to the Applicants, the Monitor, and its counsel.

Appendix “B”
to the Second Report of the Monitor

**FIRST AMENDING AGREEMENT TO DIP FACILITY LOAN AGREEMENT
DATED AS OF SEPTEMBER 20, 2024**

This First Amending Agreement to the DIP Facility Loan Agreement (the “**First Amending Agreement**”) is made as of September 20, 2024, among the Obligor and the DIP Lender.

WHEREAS:

- A. Pursuant to the DIP Facility Loan Agreement among the Obligor and the DIP Lender dated May 28, 2024 (the “**DIP Facility Loan Agreement**”), the DIP Lender agreed to make available the DIP Facility to the Obligor in accordance with the terms and conditions of the DIP Facility Loan Agreement.
- B. The Obligor and the DIP Lender have agreed to amend the DIP Facility Loan Agreement in accordance with the terms and conditions of this First Amending Agreement.

NOW THEREFORE in consideration of the foregoing and their respective covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereby agree as follows:

- 1. **Defined Terms:** Capitalized terms that are not expressly defined in this First Amending Agreement have the meanings ascribed to them in the DIP Facility Loan Agreement.
- 2. **Amendments to DIP Facility Loan Agreement:** The Obligor and the DIP Lender acknowledge and agree that the terms and conditions of the DIP Facility Loan Agreement shall remain in full force and effect and shall remain unamended save and except as expressly amended by the terms of this First Amending Agreement. The Obligor and the DIP Lender agree that the DIP Facility Loan Agreement is hereby amended as follows:
 - (a) The text of section 18 of the DIP Facility Loan Agreement is hereby deleted and replaced with the following text: “The DIP Charge shall rank ahead of any and all Encumbrances on the Collateral, other than the Administration Charge. The BMO Security shall rank ahead of the Intercompany Charge and the KERP Charge”.
 - (b) The text of subsection 19(a) of the DIP Facility Loan Agreement is hereby deleted and replaced with the following text: “January 31, 2025, or such later date determined by the DIP Lender, in its sole discretion”.
 - (c) The text of subsection 26(n) of the DIP Facility Loan Agreement is hereby deleted and replaced with the following text: “The DIP Charge ceases to rank ahead of any and all Encumbrances on the Collateral other than the Administration Charge, or the BMO Security ceases to rank ahead of the Intercompany Charge and the KERP Charge on the applicable Collateral.”
 - (d) The text of the definition of “Charges” in Schedule “A” of the DIP Facility Loan Agreement is hereby deleted and replaced with the following text: “the

Administration Charge, the Directors' Charge, the Intercompany Charge, and the KERP Charge".

- (e) The following defined term shall be added to Schedule "A" of the DIP Facility Loan Agreement: "**KERP Charge**" means the super-priority charge to be granted by the Court in an amount not exceeding \$285,600 to secure the obligations of the Obligors under a key employee retention plan to be approved by the Court.
3. **Representations and Warranties:** Each Obligor represents and warrants to the DIP Lender, upon which the DIP Lender relies in entering into this First Amending Agreement, that:
- (a) all representations and warranties contained in the DIP Facility Loan Agreement and the other DIP Loan Documents are true and correct in all material respects on the date hereof with the same effect as if made on and as of such date, except to the extent that such representations and warranties relate specifically to an earlier date;
 - (b) no Default or Event of Default has occurred and is continuing; and
 - (c) no Material Adverse Effect has occurred and is continuing.
4. **Conditions Precedent:** This First Amending Agreement shall become effective on the date upon which the following conditions are satisfied:
- (a) a counterpart of this First Amending Agreement is executed by each party hereto; and
 - (b) the Court shall have issued an order, in a form acceptable to the DIP Lender and the Obligors, approving this First Amending Agreement.
5. **Counterparts:** This First Amending Agreement may be executed in any number of counterparts and delivered by e-mail, including in PDF format, each of which when executed and delivered shall be deemed to be an original, and all of which when taken together, shall constitute one and the same instrument.
6. **Enurement:** This First Amending Agreement shall be binding upon and enure to the benefit of the Obligors and the DIP Lender and their respective successors and permitted assigns.
7. **Governing Law and Jurisdiction:** This First Amending Agreement shall be governed by, and construed in accordance with, the Laws of the Province of Ontario and the federal Laws of Canada applicable therein. The parties hereby attorn and submit to the non-exclusive jurisdiction of the Court.

[remainder of page left intentionally blank; signature pages follow]

IN WITNESS WHEREOF, the parties have executed this First Amending Agreement as of the date first written above.

BANK OF MONTREAL, as DIP Lend

E-SIGNED by John Gil

on 2024-09-20 18:57:33 GMT

By: _____

Name: John Gil

Title:

Director

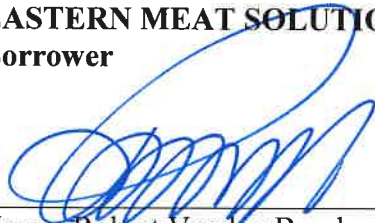
By: _____

Name:

Title:

**EASTERN MEAT SOLUTIONS INC., as a
Borrower**

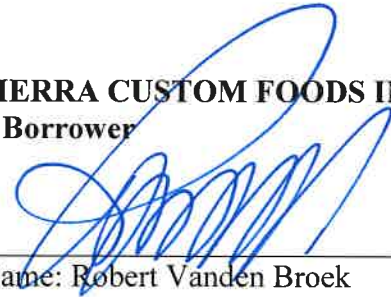
By:



Name: Robert Vanden Broek
Title: President

**SIERRA CUSTOM FOODS INC., as
a Borrower**

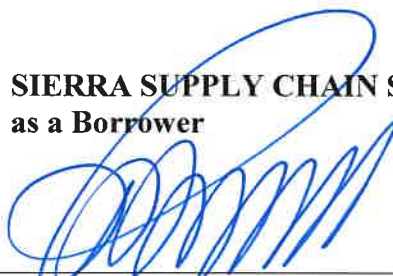
By:



Name: Robert Vanden Broek
Title: President

**SIERRA SUPPLY CHAIN SERVICES INC.,
as a Borrower**

By:



Name: Robert Vanden Broek
Title: President

**SIERRA REALTY CORPORATION, as a
Guarantor**

By:



Name:
Title:

RVB HOLDINGS INC., as a Guarantor

By: _____

Name: _____

Title: _____

**VANDEN BROEK HOLDINGS (2008) INC.,
as a Guarantor**

By: _____

Name: _____

Title: _____

**SIERRA REALTY CALGARY
CORPORATION, as a Guarantor**

By: _____

Name: _____

Title: _____

**EASTERN MEAT SOLUTIONS (USA)
CORP., as a Guarantor**

By: _____

Name: _____

Title: _____

Appendix “C”
to the Second Report of the Monitor

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF EASTERN MEAT SOLUTIONS INC.,
SIERRA CUSTOM FOODS INC., SIERRA SUPPLY CHAIN
SERVICES INC., SIERRA REALTY CORPORATION,
RVB HOLDINGS INC., VANDEN BROEK HOLDINGS (2008) INC.,
SIERRA REALTY CALGARY CORPORATION AND EASTERN
MEAT SOLUTIONS (USA) CORP.**

Applicants


**AFFIDAVIT OF JORDEN SLEETH
(Sworn September 19, 2024)**

I, **Jorden Sleeth**, of the Town of Oakville, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a Senior Vice-President with Deloitte Restructuring Inc. ("**Deloitte**") in its capacity as Monitor in the *Companies' Creditors Arrangement Act* ("**CCAA**") proceedings for Eastern Meat Solutions Inc., Sierra Custom Foods Inc., Sierra Supply Chain Services Inc., Sierra Realty Corporation, RVB Holdings Inc., Vanden Broek Holdings (2008) Inc., Sierra Realty Calgary Corporation and Eastern Meat Solutions (USA) Corp. (collectively, the "**Debtors**") pursuant to an order of the Court dated May 21, 2024 and as such, have knowledge of the matters to hereinafter deposed to.
2. Attached hereto as Exhibit "**A**" is a schedule summarizing each invoice attached hereto in Exhibit "**B**", the total billable hours charged per invoice, the total fees charged per invoice and the average hourly rate charged per invoice.
3. Attached hereto as Exhibit "**B**", is a true copy of the invoices issued by Deloitte for fees and disbursements incurred during the Debtors' CCAA proceedings between May 5, 2024, and August 31, 2024. The total fees charged by Deloitte during that period were \$1,068,960, plus disbursements of \$9,488, plus Administrative Expenses of \$32,069, plus Harmonized Sales Tax ("**HST**") in the amount of \$144,367 for a total of \$1,254,884.

4. Accordingly, I verily believe that the total fees, disbursements, administration fees, and HST as at the date of this fee affidavit are \$1,254,884.
5. Attached hereto as Exhibit "C" is a schedule summarizing the respective billing rate of each of the representatives at Deloitte who acted during the receivership.
6. To the best of my knowledge, the rates charged by Deloitte throughout the course of this proceeding are comparable to those charged by other firms in Toronto for the provision of similar services.
7. The hourly billing rates outlined in Exhibit "C" to this affidavit are comparable to the hourly rates charged by Deloitte for services rendered in similar proceedings.
8. I make the affidavit in support of a motion by the Debtors for, among other things, approval of the fees and disbursements of the Monitor and its counsel.

SWORN BEFORE ME in person at the City of
Toronto, in the Province of Ontario, on the 19th day
of September, 2024.


A Commissioner for taking Affidavits (or as may be)

LSG # 273045


JORDEN SLEETH

This is Exhibit "A" referred to in the Affidavit of Jorden Sleeth
sworn September 19, 2024



Commissioner for Taking Affidavits (or as may be)

EXHIBIT "A"

In the matter of the *Companies' Creditors Arrangement Act* ("CCAA") proceedings for Eastern Meat Solutions Inc., Sierra Custom Foods Inc., Sierra Supply Chain Services Inc., Sierra Realty Corporation, RVB Holdings Inc., Vanden Broek Holdings (2008) Inc., Sierra Realty Calgary Corporation and Eastern Meat Solutions (USA) Corp. (the "Debtors")

Summary of the fees and disbursements of Deloitte Restructuring Inc. in its capacity as Monitor of the Debtors.
For the period May 5, 2024 to August 31, 2024

#	Invoice #	Period End	Hours	Fees	Disbursements	Administrative Expenses	Subtotal	HST	Total	Avg Rate
1	8004836613	20-May-24	134.2	90,460.00	288.73	2,713.80	93,462.53	12,150.13	105,612.66	674
2	8004868452	31-May-24	269.3	160,000.00	-	4,800.00	164,800.00	21,424.00	186,224.00	594
3	8004892402	7-Jun-24	162.8	84,995.00	364.93	2,549.85	87,909.78	11,428.27	99,338.05	522
4	8004908816	15-Jun-24	184.8	90,000.00	415.19	2,700.00	93,115.19	12,104.97	105,220.16	487
5	8004938225	22-Jun-24	211.3	105,000.00	1,977.53	3,150.00	110,127.53	14,316.58	124,444.11	497
6	8004985165	29-Jun-24	131.6	69,872.50	139.01	2,096.18	72,107.69	9,374.00	81,481.69	531
7	8004985163	6-Jul-24	120.1	62,207.50	496.76	1,866.23	64,570.49	8,394.16	72,964.65	518
8	8005013693	13-Jul-24	90.6	44,212.50	-	1,326.38	45,538.88	5,920.05	51,458.93	488
9	8005013692	20-Jul-24	97.3	45,000.00	2,135.44	1,350.00	48,485.44	6,303.11	54,788.55	462
10	8005085939	27-Jul-24	88.0	52,632.50	540.01	1,578.98	54,751.49	7,117.69	61,869.18	598
11	8005085938	3-Aug-24	104.5	53,812.50	-	1,614.38	55,426.88	7,205.49	62,632.37	515
12	8005085937	10-Aug-24	111.2	59,405.00	1,048.54	1,782.15	62,235.69	8,090.64	70,326.33	534
13	8005089226	17-Aug-24	119.3	63,222.50	1,323.41	1,896.68	66,442.59	8,637.54	75,080.13	530
14	8005153499	31-Aug-24	173.4	88,140.00	758.08	2,644.20	91,542.28	11,900.50	103,442.78	508
				1,068,960.00	9,487.63	32,068.83	1,110,516.46	144,367.14	1,254,883.60	534.91

This is Exhibit “**B**” referred to in the Affidavit of Jorden Sleeth
sworn September 19, 2024 (filed separately under seal)



Commissioner for Taking Affidavits (or as may be)



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8004836613

Deloitte Restructuring Inc.
Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: May 29, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth
GST/HST Registration: 122893605RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to May 20, 2024.

Please see attached appendix for details.

HST applicable 90,460.00

Expense

Out-of-pocket Expenses.

HST applicable 288.73
Administrative Expense 2,713.80

Sales Tax

HST at 13.00 % 12,150.13

Total Amount Due (CAD) 105,612.66

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8004836613

May 29, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8004836613	105,612.66	Payment for invoice 8004836613

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Hours	Rate	Amount
Sleeth, Jorden	Partner	30.4	900.00	27,360.00
Ambachtsheer, Todd	Partner	37.0	900.00	33,300.00
Dave, Sumit	Manager	38.0	500.00	19,000.00
Hong, Matthew	Staff	28.8	375.00	10,800.00
Conorton, Laura	Administrative Staff	0.3	200.00	60.00
Total Professional Hours and Fees		134.2		90,460.00
Out-of-pocket Expenses				288.73
Total Fees and Expenses (CAD)				90,748.73



Appendix #2

Work performed from to May 20, 2024

Date	Name	Narrative	Hours
5/5/2024	Sleeth, Jorden	EMS CCAA - call with CEO & COO re: filing planning; debrief with TGF	1.3
5/6/2024	Sleeth, Jorden	EMS: Review data room contents, GT report	1.0
5/6/2024	Dave, Sumit	Understanding information uploaded by management, including the how the cash flow is modeled.	2.0
5/6/2024	Hong, Matthew	Review EMS Summary Report by Grant Thornton and other mandate material; Update forms to be posted on Deloitte mandate website; internal communications re: initial visit to EMS client site and required tasks	3.7
5/7/2024	Dave, Sumit	Meeting with the Mangement, understanding the cash flow, and working through to make the changes, attending update call with TGF	7.6
5/7/2024	Sleeth, Jorden	Continued review of GT report and other company materials	1.0
5/7/2024	Hong, Matthew	In-person meeting with Management to discuss Pre and Post-Filing Materials; Draft Risk Memo for Mandate; Draft materials for mandate information page	4.2
5/8/2024	Hong, Matthew	D&O Sizing; Review of Court Materials; Reconcile Net AR/AP Set Off; Meeting with TGF and Deloitte; Discussions with Management	6.5
5/8/2024	Dave, Sumit	Revising cash flow with management to update management concerns around set-off transactions and DIP requirement, and contingencies	6.2
5/9/2024	Dave, Sumit	Finalizing Cash flow for discussion with TGF, and attending update call with TGF	6.3
5/9/2024	Sleeth, Jorden	Planning and update call with TGF; circulate GT report, COLD Storage lease, draft order to Dentons	0.8
5/9/2024	Hong, Matthew	Call with support line to establish company website; reconcile payroll amount; call with Ramesh to discuss set off amount; Call with TGF; Internal Call with Todd to update Set off amount	5.4
5/9/2024	Conorton, Laura	Correspondence with M. Hong on website setup requirements and information	0.3
5/9/2024	Ambachtsheer, Todd	Call with TGF; review draft order; attend premises; discussion and review of set-off	3.5

Date	Name	Narrative	Hours
5/10/2024	Sleeth, Jorden	EMS: review cash flow with S. Dave, T. Amabachsheer; consider BMO approach and value to repay; call with RVB and RN re: Brampton sale and value range.	2.0
5/10/2024	Dave, Sumit	Working on Cash Flow with Ramesh at EMS facility	3.9
5/10/2024	Hong, Matthew	Internal meetings to review weekly cash flow; perform company valuation of Brampton facility and review reasonability of management estimate	3.1
5/10/2024	Ambachtsheer, Todd	Update call with TGF; discuss employee issues with R. Nedadur; review cashflows; review background materials; call with Rob and Ramesh	4.9
5/11/2024	Hong, Matthew	Call with client, TGF, and Deloitte	0.7
5/11/2024	Dave, Sumit	Update call with TGF and EMS	1.0
5/11/2024	Sleeth, Jorden	EMS - status call re: CF, affidavit, BMO meeting	0.8
5/11/2024	Ambachtsheer, Todd	Discuss cash flows; internal calls	2.5
5/12/2024	Sleeth, Jorden	EMS - Call with Ramesh re: Cash flow; review Cash Flow, draft affidavit, draft court report, review BMO speaking points and revise; circulate to Dentons	3.0
5/12/2024	Dave, Sumit	CF Discussion with EMS	1.0
5/13/2024	Sleeth, Jorden	EMS - travel to and meet with RVB and RN re: filing and contingency planning	5.0
5/13/2024	Hong, Matthew	Prepare preliminary draft D&O calculation; communicate with Ramesh on April HST returns; Group call with TGF; Review of Set off Calculation	3.1
5/13/2024	Dave, Sumit	Update call with TGF	0.5
5/13/2024	Ambachtsheer, Todd	Attend Eastern premises for planning meeting	5.1
5/14/2024	Sleeth, Jorden	Prepare for and attend call with BMO; call with S. Klein of BMO, call with A. MacFarlane of BLG; call with EMS and TGF, consider SISP and email D. Shinkel re: same	4.0
5/14/2024	Hong, Matthew	D&O Sizing Calculation	0.5
5/14/2024	Dave, Sumit	Update call with TGF and company	1.0
5/14/2024	Ambachtsheer, Todd	Finalize deck; call with BMO; review D&O charge	4.5
5/15/2024	Hong, Matthew	D&O Sizing Calculation and send follow up communications to Ramesh	0.5
5/15/2024	Dave, Sumit	Meeting with TGF, and the company with support on requested information	1.5
5/15/2024	Ambachtsheer, Todd	Call with BMO; planning calls/ review D&O and Admin Charge sizing	4.2

Date	Name	Narrative	Hours
5/15/2024	Sleeth, Jorden	Prepare for and attend call with BMO/BLG; debrief call with EMS; planning discussions with T. Ambachtsheer and R. Kennedy	2.0
5/16/2024	Hong, Matthew	Call with Ramesh to update D&O figures and address review comments; updating Q&A and website correspondence	1.1
5/16/2024	Dave, Sumit	Revision to the 19 week cash flow to reflect additional changes to the model and drafting notes to cash flow along with Cash flow section in the report	3.0
5/16/2024	Ambachtsheer, Todd	Draft prefiling report; discussions re filing; cash flow review and discussion; drafting correspondence; discuss tech needs for filing	6.1
5/17/2024	Dave, Sumit	Finalizing the cash flow and notes for submission to the court	3.0
5/17/2024	Ambachtsheer, Todd	Calls re: status; Monitor report	6.2
5/17/2024	Sleeth, Jorden	Revise and finalize draft monitor report with Dentons comments; review cash flow and call with S. Dave and T. Ambachtsheer; review communications documents and circulate to TGF/EMS; call with Dentons re: materials; call w/ TGF re: materials and timing	4.5
5/18/2024	Sleeth, Jorden	Review TGF comments on Monitor report	0.5
5/19/2024	Sleeth, Jorden	Review and revise Monitor report with TGF comments; review factum and provide comments; revise communications letter/script for landlords and circulate same.	1.5
5/19/2024	Dave, Sumit	Cash flow discussion meeting with EMS and update to CF post the call	1.0
5/20/2024	Sleeth, Jorden	Review communications; finalize pre-filing report, review revised cash flows; planning call with TGF re: recap strategy.	3.0
Total			134.5



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8004868452

Deloitte Restructuring Inc

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: June 04, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 122893605RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to May 31, 2024.

Please see attached appendices."

Sales Tax

HST applicable	160,000.00
Administrative Expense	4,800.00

HST at 13.00 %	21,424.00
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Total Amount Due (CAD)	186,224.00
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8004868452

June 04, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8004868452	186,224.00	Payment for invoice 8004868452

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Ambachtsheer, Todd	Partner	Monitor	57.2	900.00	51,480.00
Sleeth, Jorden	Partner	Monitor	35.4	900.00	31,860.00
Dave, Sumit	Manager	Monitor	55.8	500.00	27,900.00
Lin, Mu-Shan Martin	Manager	Monitor	54.4	500.00	27,200.00
Brown, Rose	Manager	Monitor	4.8	500.00	2,400.00
Hong, Matthew	Staff	Monitor	48.0	375.00	18,000.00
Gao, Peiqi	Staff	SISP	9.5	375.00	3,562.50
Ayotte, Mélanie	Administrative Staff	Monitor	0.8	200.00	160.00
Conorton, Laura	Administrative Staff	Monitor	3.4	200.00	680.00
Total Professional Hours and Fees			269.3		163,242.50
Out-of-pocket Expenses					-
Courtesy discount					(3,242.50)
Total Fees and Expenses (CAD)					160,000.00

Appendix #2 Work performed from to May 31,2024

Date	Name	Narrative	Hours
08/05/24	Ambachtsheer, Todd	Introduction call with TGF, review filing issues, plan and restructuring thesis	1.0
21/05/24	Sleeth, Jorden	Finalize filing materials; meeting with Management; Prepare for and attend CCAA court hearing; meeting with mgmt and employees; calls with key customers and landlords	6.0
21/05/24	Ambachtsheer, Todd	Attend EMS premises; calls with suppliers; discussions with EMS personnel re operations; information requests for OSB filings and review same; review ad; update calls with TGF	6.8
21/05/24	Dave, Sumit	Changes to CF before court hearing, and meeting with management	6.8
21/05/24	Hong, Matthew	Coordinate with Deloitte internal team to set up mandate website; address partner comments regarding OSB Filing forms; draft key contact list; internal call with Martin to allocate tasks	2.3
21/05/24	Ayotte, Mélanie	Website updates - post materials to website	0.3
22/05/24	Conorton, Laura	Correspondence with team on filing and file requirements and next steps	0.3
22/05/24	Sleeth, Jorden	Various meetings with Monitor team, EMS team (Rob VB, D Hirsh); calls with TGF re: DIP, status update; meet with J Kroll; call with R. Kennedy; review notice letters.	4.5
22/05/24	Sleeth, Jorden	DIP terms review; emails with TGF re: supplier/customer claims.	1.0
22/05/24	Brown, Rose	Trust Estate Adm - Discuss set up of CCAA with MH; Review and prepare PDF documents (Form 1 & 2 and Court doc's) and email to OSB to register CCAA estate.	1.1
22/05/24	Ambachtsheer, Todd	Attend EMS' site; stakeholder communications; discuss DIP and cash flows; review filing documents for OSB; payment discussions	7.1
22/05/24	Dave, Sumit	Disbursement approval and management meetings	2.3
22/05/24	Hong, Matthew	Respond to creditor communication to EMS mailbox; update EMS website with appropriate court filings; internal calls with Martin to discuss key tasks to be performed; compile summary of 2024 DIP Loans with Martin	6.4
22/05/24	Lin, Mu-Shan Martin	Review court documents. Prepare First Report of the Monitor. Discuss with B. White on creditor listings. Prepare and review DIP summary. Arrange website and newspaper notice. Discuss with M. Hong re. response to creditors.	8.2
22/05/24	Ayotte, Mélanie	Website updates - post materials to website	0.5
23/05/24	Conorton, Laura	Formatting doc and website updates. Labelling in preparation for mailing. Correspondence with team in preparation for creditor mailing	1.2

23/05/24	Brown, Rose	Send email to OSB to confirm CCAA is registered, Save confirmation email on Q Drive, Update Ascend with CCAA #, Review email regarding mailing and discuss with ML.	1.2
23/05/24	Ambachtsheer, Todd	Attend Brampton and EMS facility; discuss processing resources at Brampton; numerous stakeholder meetings and calls	6.2
23/05/24	Dave, Sumit	Disbursement approval, management meeting, coordinating with finance for request from the bank; cash flow review and updates.	7.9
23/05/24	Hong, Matthew	Responding to creditor emails and calls to discuss monitoring procedures; Group meeting with Trent Howard, Rob, Todd; Compile creditor listing for 3 entities	8.8
23/05/24	Lin, Mu-Shan Martin	Discuss with M. Hong re. creditor listing. Review creditor listing for Ascend. Coordinate signing of notice to creditors. Prepare First Monitor Report.	7.2
24/05/24	Conorton, Laura	Website updating	0.7
24/05/24	Brown, Rose	Address Mailing of Notice of CCAA - Prepare Labels and review notice, copy notice and stuff envelopes and take to the mailroom.	2.0
24/05/24	Ambachtsheer, Todd	Stakeholder calls; follow up on borrowing bases; review and discuss vendor payments and cash flows; review DIP term sheet	7.4
24/05/24	Dave, Sumit	Disbursement approval, management meetings, payment approval process set-up, negotiation with supplier for payments and supply of goods; cash flow review and updates.	8.4
24/05/24	Hong, Matthew	Respond to creditor email/calls; prepare creditor listing to post on company website; send out creditor notice to all creditors	8.0
24/05/24	Lin, Mu-Shan Martin	Supervise mailing and emailing of notice of creditors. Discuss new arrangement with contracts at the Processing Plant. Call T. Ambachtsheer re. status and negotiations. Coordinate creditor listing to be posted on website.	7.7
26/05/24	Lin, Mu-Shan Martin	Prepare the draft of the First Monitor Report.	4.2
27/05/24	Sleeth, Jorden	Various - review draft extension materials (ARIO, SISP, DIP term sheet, Affidavit), calls with BMO and its counsel and TGF re: DIP; review draft Monitor 1st report; various calls with TGF, Dentons and monitor team.	8.0
27/05/24	Brown, Rose	Estate Adm - Additional Creditor Mailing - Prepare labels and stuff envelopes for email that bounce backs and prepare mail voucher and take to the mail room.	0.5
27/05/24	Ambachtsheer, Todd	Numerous supplier calls; calls on letters to suppliers; discuss cash flows; calls with counsel; review ARIO and DIP materials	6.8
27/05/24	Dave, Sumit	Preparing budget Vs Actuals with notes and Revised Cash Flow with notes; payment reviews; various discussions with management.	7.6
27/05/24	Hong, Matthew	Responding to creditor inquiries; send list of creditor bounce back emails to internal trust team; meetings with management	4.8

27/05/24	Lin, Mu-Shan Martin	Attend meeting to discuss payables. Discuss with EMS re. Time Staffing's payable. Call with Time Staffing re. payment plan. Discuss with M. Hong re. bounce back emails and posting of newspaper.	3.7
27/05/24	Gao, Peiqi	Researching sector and quota system, looking through materials in dataroom, and game plan call with Paul	4.5
28/05/24	Sleeth, Jorden	Onsite - mamagement mtgs re: payments, shipments and employee strategies; draft letters to Ajit and Olymel; review cash flows, finalize draft monitor report and circulate to Dentons; call with BMO re: DIP and swept funds; DIP call with TGF & Dentons	7.5
28/05/24	Ambachtsheer, Todd	Discuss SISP; review report; DIP discussions; discussions re: supplier issues	3.5
28/05/24	Dave, Sumit	Preparing budget vs Actuals with notes and Revised Cash Flow with notes; update monitor report; payment review and approvals, discussions with management.	8.8
28/05/24	Hong, Matthew	Respond to creditor calls and request; meeting with management; assist Martin with drafting up payroll file; assist Jorden with AR demand letter draft; review KERP amounts; reconcile set-off amounts related to key creditor	4.9
28/05/24	Lin, Mu-Shan Martin	Attend payables call. Discuss with R. Nedadur re. Time Staffing payable. Send email to EMS re. Time Staffing. Reconcile payables for Time Staffing.	4.2
28/05/24	Gao, Peiqi	CIM outline and cleaning up after review	2.0
29/05/24	Conorton, Laura	Updating website	0.3
29/05/24	Sleeth, Jorden	Monitor report - review revisions from Dentons and TGF; update CF and review notes, circulate to counsel; calls re: CFF and pro fees (TGF, Dentons, f/u call with RVB); cash flow call with Ramesh and Sumit; SISP intro call with P. Hamam	6.0
29/05/24	Ambachtsheer, Todd	Attend Sierra site; discuss cash flows; attend disbursement meetings; call re: SISP; stakeholder calls; correspondence to suppliers; Monitor report drafting	6.8
29/05/24	Dave, Sumit	Payment approval, Cash flow revisions, and meetings with management; draft court report sections, revise CFF and Monitor report for reviewer comments.	11.2
29/05/24	Hong, Matthew	Respond to creditor inquiries; perform calculation over outstanding receivables based on adjusted payment terms; communicate with Dentons over updated wording for set off agreements; research KERP amounts as benchmark; review figures in monitor report	7.7
29/05/24	Lin, Mu-Shan Martin	Address Denton's comments on the Monitor's Report. Attend payables meeting. Address TGF's comments on the Report. Discuss and update the CFS of the report.	8.7
29/05/24	Gao, Peiqi	CIM outline review call	1.0
30/05/24	Conorton, Laura	Website updates, OSB filings.	0.7
30/05/24	Sleeth, Jorden	Final review of Monitor report edits, approve for service	0.8
30/05/24	Ambachtsheer, Todd	Discussions re: SISP; calls with customers and suppliers; discuss cash flows; Monitor report drafting and finalization	7.5

30/05/24	Hong, Matthew	Respond to creditors; KERP summary report; post website material and update listing content	5.1
30/05/24	Lin, Mu-Shan Martin	Address P. Reynold's comments on the Report. Address comments on the CFF and notes. Format and finalize the Report to Dentons.	6.2
30/05/24	Gao, Peiqi	Prepare information request list	2.0
31/05/24	Conorton, Laura	Website updates	0.2
31/05/24	Sleeth, Jorden	Prepare for and attend comeback hearing, debrief with Dentons and TGF; [REDACTED]; workstream and reporting planning with T. Ambachtsheer	1.6
31/05/24	Ambachtsheer, Todd	Attend court hearing; discussions with suppliers; discuss operations and continued supply; discuss benefits; cash flow discussions; [REDACTED]	4.1
31/05/24	Dave, Sumit	Disbursement approvals and meetings with management	2.8
31/05/24	Lin, Mu-Shan Martin	Attend payables meeting. Draft creditor email for J. Fornear. Respond back to creditors, including emails and phone calls.	4.3
Total			269.3



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8004892402

Deloitte Restructuring Inc.
Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date:	June 13, 2024
Client No.:	1123210
WBS#:	EAS00748
Engagement Partner:	Jorden Sleeth
GST/HST Registration:	122893605RT0001
QST Registration:	1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to June 7, 2024.

Please see attached appendices.

HST applicable	84,995.00
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Expense

Out-of-pocket Expenses

HST applicable	364.93
Administrative Expense	2,549.85

Sales Tax

HST at 13.00 %	<u>11,428.27</u>
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Total Amount Due (CAD)	<u>99,338.05</u>
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8004892402

June 13, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8004892402	99,338.05	Payment for invoice 8004892402

Contact:

Please send payment confirmation by email to: receivablesdebituers@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	15.4	900.00	13,860.00
Ambachtsheer, Todd	Partner	Monitor	16.0	900.00	14,400.00
Hamam, Paul	Senior Managing Director	SISP	3.0	900.00	2,700.00
Lin, Mu-Shan Martin	Manager	Monitor	19.5	500.00	9,750.00
Dave, Sumit	Manager	Monitor	19.0	500.00	9,500.00
DeLottinville, Sean	Vice President	SISP	9.0	500.00	4,500.00
Hong, Matthew	Staff	Monitor	14.2	375.00	5,325.00
Gao, Peiqi	Staff	SISP	33.5	375.00	12,562.50
Roter, Zac	Staff	SISP	32.9	375.00	12,337.50
Conorton, Laura	Administrative Staff	Monitor	0.3	200.00	60.00
Total Professional Hours and Fees			162.8		84,995.00
Out-of-pocket Expenses					364.93
Total Fees and Expenses (CAD)					85,359.93



Appendix #2
Work performed up to June 7, 2024

Date	Name	Narrative	Hours
5/27/2024	Roter, Zac	Sierra setup call, IRL and file setup	1.5
5/28/2024	Roter, Zac	Industry research and buyer list research	1.5
5/29/2024	Roter, Zac	CIM outline review and process discussion with team	1.0
5/31/2024	Roter, Zac	CIM slide deck prep, IRL updating	4.0
6/3/2024	Conorton, Laura	Website updates	0.3
6/3/2024	Ambachtsheer, Todd	Attend TGF offices to discuss SISP and other matters with RVB and Ramesh; review reporting requirements and discuss same with team; call on SISP; [REDACTED]; discuss DIP reporting	6.2
6/3/2024	Sleeth, Jorden	Meeting with TGF and Dentons re: restructuring options and planning; meeting with RVB, Ramesh and D. Hirsh, TGF and Dentons re: same.	2.5
6/3/2024	Sleeth, Jorden	SISP - email memo to SISP team; call re: same - status of IRL, Buyer list, materials, etc.	1.0
6/3/2024	Lin, Mu-Shan Martin	Respond to creditors. Update Monitor's website. Attend payables meeting. Discuss with B. White re. intercompany reconciliation.	2.9
6/3/2024	Dave, Sumit	Preparing variance analysis using actual bank statement and discussing with management, management meetings on disbursement and payment approvals	7.8
6/3/2024	Gao, Peiqi	Review mandate overview and near term deliverables, begin draft of Teaser, call with Monitor.	7.2
6/3/2024	Roter, Zac	CIM and Teaser prep, IRL updating; call with restructuring and deal team	8.7
6/4/2024	Ambachtsheer, Todd	Calls on cash flow; [REDACTED]; discuss ask from customers; review cash flow and provide comments on weekly reporting	4.5
6/4/2024	Dave, Sumit	Payment approvals, meeting with management, and revision to variance analysis	8.2
6/4/2024	Lin, Mu-Shan Martin	Prepare DIP summary. Review and update the intercompany spreadsheet. Attend payables meeting. [REDACTED]	4.5
6/4/2024	Sleeth, Jorden	Various - review Calgary lease disclaimer; cash flow discussions with S. Dave; management supplier/payment meetings; invoice review; SISP considerations and dcw T. Ambachtsheer re: same.	4.7

Date	Name	Narrative	Hours
6/4/2024	Gao, Peiqi	Call with client re: IRL items; review GT report and update IRL accordingly.	6.3
6/4/2024	Roter, Zac	Cross-referencing EMS report by GT with IRL list, to finalize IRL list for send-off	1.5
6/5/2024	Dave, Sumit	revision to variance analysis, managment meetings regarding payment, A/R and inventory, and leases, collections.	3.0
6/5/2024	Ambachtsheer, Todd	Attend EMS premises; discuss KERP precedents; disbursement meetings; stakeholder communications; discuss POSS machine; Maple Leaf	3.2
6/5/2024	Hong, Matthew	Attend EMS Premises; Complete KERP Summary Sheet; Respond to creditors' emails and queries; daily meetings with management	3.3
6/5/2024	Lin, Mu-Shan Martin	Call X-Base, IT services, to discuss payment plan and provide background to the CCAA situation. Setup monitoring workbook.	3.2
6/5/2024	Gao, Peiqi	Further review of GT report; update teaser.	4.5
6/5/2024	Roter, Zac	Working on CIM, IRL and teaser - review court order	3.5
6/6/2024	Ambachtsheer, Todd	Discuss POSS; discussions with J. Sleeth; disbursement discussions and review; review reporting and provide comments on same	2.1
6/6/2024	Lin, Mu-Shan Martin	Clear comments on the variance analysis report. Review and compile the variance analysis. Discuss with M. Hong re. monitoring dashboard. Discuss with Seirra re. data for monitoring.	4.2
6/6/2024	Sleeth, Jorden	Various - review variance analysis and provide comments, email memo to R. Gillespie (BMO) re: same, circulate variance report to BMO; [REDACTED]; payment and supplier call with T. Ambachstsheer.	3.3
6/6/2024	Sleeth, Jorden	SISP - call with RVB, Ramesh, M&A Team	0.6
6/6/2024	Hong, Matthew	Attend EMS Premises; Update variance analysis for week of June 2 based on Jorden's review comments, external meeting with client, review dashboard deliverable with Martin and draft dashboard	7.5
6/6/2024	DeLottinville, Sean	SISP - Drafted and Reviewed IRL, Teaser, and Buyers List. Including discussion with the client on the IRL.	4.1
6/6/2024	Hamam, Paul	Buyers list review; call with client to discuss IRL, data room and process.	1.3
6/6/2024	Gao, Peiqi	Connect with Sean DeLontinville; IRL update with new info uploaded in sharepoint, review same; teaser update with Sean's comments; update buyer list with contact details, review prospective buyers.	8.7

Date	Name	Narrative	Hours
6/6/2024	Roter, Zac	Project catch-up call with team, Preparation of buyers list, researching, and rationale for inclusion	5.7
6/7/2024	Lin, Mu-Shan Martin	Prepare payables summary for agencies. Prepare template for weekly monitoring to the Sierra. Review and update monitoring workbook. Discuss with Sierra re. pre-filing amounts.	4.7
6/7/2024	Hong, Matthew	Attend EMS Premises; Draft weekly monitoring dashboard; daily meeting with management; respond to creditor request and update service listing;	3.4
6/7/2024	DeLottinville, Sean	SISP - Drafted and Reviewed Teaser, and Buyers List.	4.9
6/7/2024	Hamam, Paul	Teaser review, buyer lists review and research.	1.7
6/7/2024	Sleeth, Jorden	[REDACTED]	2.5
6/7/2024	Sleeth, Jorden	[REDACTED]	0.8
6/7/2024	Gao, Peiqi	Teaser comments addressing; Buyer list	6.8
6/7/2024	Roter, Zac	Final prep of buyers list, teaser, and for delivery to restructuring / client to then forward to creditors	5.5
Total			162.8



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8004908816

Deloitte Restructuring Inc.
Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: June 20, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 122893605RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to June 15, 2024.

Please see attached appendices.

HST applicable	90,000.00
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Expense

Out-of-pocket Expenses

HST applicable	415.19
Administrative Expense	2,700.00

Sales Tax

HST at 13.00 %	<u>12,104.97</u>
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Total Amount Due (CAD)	<u>105,220.16</u>
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Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8004908816

June 20, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8004908816	105,220.16	Payment for invoice 8004908816

Contact:

Please send payment confirmation by email to: receivablesdebituers@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	15.1	900.00	13,590.00
Ambachtsheer, Todd	Partner	Monitor	11.0	900.00	9,900.00
Hamam, Paul	Senior Managing Director	SISP	5.5	900.00	4,950.00
Lin, Mu-Shan Martin	Manager	Monitor	17.5	500.00	8,750.00
Dave, Sumit	Manager	Monitor	32.0	500.00	16,000.00
DeLottinville, Sean	Vice President	SISP	30.5	500.00	15,250.00
Hong, Matthew	Staff	Monitor	19.7	375.00	7,387.50
Gao, Peiqi	Staff	SISP	30.5	375.00	11,437.50
Roter, Zac	Staff	SISP	21.5	375.00	8,062.50
Brown, Rose	Manager	Monitor	1.2	500.00	600.00
Conorton, Laura	Administrative Staff	Monitor	0.3	200.00	60.00
Total Professional Hours and Fees			184.8		95,987.50
Courtesy discount					(5,987.50)
Out-of-pocket Expenses					415.19
Total Fees and Expenses (CAD)					90,415.19



Appendix #2
Work performed up to June 15, 2024

Date	Name	Narrative	Hours
6/10/2024	Conorton, Laura	Updating website	0.1
6/10/2024	Hong, Matthew	Attend on-site premise; Daily payments meeting with client; a/p analysis, assist with working capital roll, monitoring dashboard.	7.6
6/10/2024	Hamam, Paul	[REDACTED] review of final teaser, review of final buyers list, outreach to buyers	3.2
6/10/2024	Lin, Mu-Shan Martin	Attend payables call, call CHEP and draft email, email to request weekly monitoring data. Discuss with M. Hong re. variance analysis.	2.4
6/10/2024	Gao, Peiqi	Buyer contact/LCSP research and daily touch point	5.2
6/10/2024	DeLottinville, Sean	SISP - Weekly status call with lawyers, buyer contact lookup, teaser finalization	5.5
6/10/2024	Roter, Zac	Preparation of CIM, financial model, buyers list tracking, daily touchpoint	5.2
6/10/2024	Sleeth, Jorden	Onsite attendance; prepare for and attend planning and update call [REDACTED], call with Rob Kennedy (Dentons) [REDACTED], prepare for and attend call [REDACTED]; dcw D. Hirsh re: agency agmts, Hirsh Law fees	3.5
6/10/2024	Sleeth, Jorden	[REDACTED]	2.8
6/11/2024	Ambachtsheer, Todd	Disbursement call; call on POSS machine	1.0
6/11/2024	Hamam, Paul	Internal meeting with deal team to discuss market outreach plan and contacts.	0.5
6/11/2024	Hong, Matthew	Attend on-site premises; daily disbursement external meeting; update KERP calculation; input AR/Inventory working capital figures.	3.1
6/11/2024	Dave, Sumit	Preparing actual cash flows and variance analysis, discussions with finance team, R. Nedadur, review bank statements and payments.	11.2
6/11/2024	Lin, Mu-Shan Martin	Review and update variance analysis. Discuss with S. Dave re. analysis.	3.4
6/11/2024	Gao, Peiqi	IRL update and upload, mirror folder preparation, CIM drafting, daily touchpoint	4.8
6/11/2024	DeLottinville, Sean	SISP - Buyer outreach, IRL review, CIM building	6.5

Date	Name	Narrative	Hours
6/11/2024	Roter, Zac	Preparation of CIM, financial model, buyers list tracking, daily touchpoint	3.3
6/11/2024	Sleeth, Jorden	[REDACTED] call with R. Kennedy re: same.	0.5
6/11/2024	Sleeth, Jorden	Various - review VA and initial comments on same; review D. Hirsh email re: cold storage/GoCold agreement	0.5
6/12/2024	Conorton, Laura	Updating website	0.2
6/12/2024	Dave, Sumit	Payment approvals, variance analysis update, and management meetings	7.7
6/12/2024	Hong, Matthew	Update affidavit for newspaper; update monitor dashboard.	1.1
6/12/2024	Ambachtsheer, Todd	Disbursement call; updates with J. Sleeth and team; payment review; discussions with R. Nedadur.	2.5
6/12/2024	Brown, Rose	Clean update of Creditor mailing-input creditor list into Ascend & save on Q Drive., Prepare estate folders, update creditors address & amt as requested. Prepare Affidavit of Mailing & have commission. Discuss Affidavit with MH for Newspaper & emails.	1.2
6/12/2024	Lin, Mu-Shan Martin	Prepare working capital and BBC forecast.	4.2
6/12/2024	Gao, Peiqi	Buyer contacts research, CIM drafting, daily touchpoint	6.0
6/12/2024	DeLottinville, Sean	SISP - Buyer outreach, CIM building	5.5
6/12/2024	Roter, Zac	Preparation of CIM, financial model, buyers list tracking, daily touchpoint	4.4
6/12/2024	Sleeth, Jorden	Call with A. MacFarlane (counsel to BMO) to provide an update on SISP, CCAA developments	0.5
6/12/2024	Sleeth, Jorden	[REDACTED]	1.1
6/13/2024	Ambachtsheer, Todd	[REDACTED]; review variance analysis; [REDACTED]; finalize DIP reporting	4.0
6/13/2024	Hong, Matthew	Attend client premise; contact Delage Landing Leasing regarding POSS machine; update figures within dashboard monitoring report; contact creditors regarding inventory on site; complete affidavit for newspaper and creditor note sent.	3.1
6/13/2024	Dave, Sumit	Payment approval and management meetings	6.3
6/13/2024	Lin, Mu-Shan Martin	Discuss variance analysis and forecast working capital roll with J. Sleeth and T. Ambachtsheer; update accordingly.	3.2
6/13/2024	Gao, Peiqi	New client data download and IRL update, CIM drafting,	6.3

Date	Name	Narrative	Hours
6/13/2024	DeLottinville, Sean	SISP - Buyer outreach, CIM building	6.3
6/13/2024	Roter, Zac	Preparation of CIM, financial model, buyers list tracking, daily touchpoint	3.9
6/13/2024	Hamam, Paul	Buyer calls; update meeting with team, timing discussions with J. Sleeth.	1.0
6/13/2024	Sleeth, Jorden	Call with YVF/PB re: ongoing production and deposit; [REDACTED]	0.8
6/13/2024	Sleeth, Jorden	[REDACTED]	0.4
6/13/2024	Sleeth, Jorden	Variance analysis - review and provide comments; review cover memo for BMO	0.8
6/14/2024	Dave, Sumit	Payment approval, [REDACTED]	6.8
6/14/2024	Lin, Mu-Shan Martin	Attend creditor call. Discuss BBC Forecast with T. Ambachtsheer and R. Nedadur. Discuss with Sierra re. insurance and FS. Review monitoring dashboard.	4.3
6/14/2024	Ambachtsheer, Todd	Review forecast model; call with Ramesh and Martin on BBC; call with BMO; update call with TGF	3.5
6/14/2024	Hong, Matthew	Attend client Premise; respond to creditor inquiries; external meeting with client re. disbursements; request documents from Ramesh; collect documents related to insurance policies and review information; update monitoring dashboard.	4.8
6/14/2024	Gao, Peiqi	CIM drafting and touch base call	8.2
6/14/2024	DeLottinville, Sean	SISP - Buyer outreach, CIM building	6.7
6/14/2024	Roter, Zac	Call with team walking through CIM and reviewer comments, prep of CIM, buyers list tracking	4.7
6/14/2024	Hamam, Paul	Buyer outreach, update from S. DeLottinville.	0.8
6/14/2024	Sleeth, Jorden	SISP - call with RVB and Ramesh re: SISP considerations, CIM, IRL, buyers; scan PB NDA markups	1.2
6/14/2024	Sleeth, Jorden	Various - update call with R. Kennedy and DJ Miller and T. Ambachtsheer; call with R. Gillespie re: CCAA/DIP updates, memo to TGF re same; [REDACTED]	3.0
Total			184.8



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8004938225

Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: June 28, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 122893605RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to June 22, 2024.

Please see attached appendices.

HST applicable 105,000.00

Expense

Out-of-pocket Expenses

HST applicable 1,977.53
Administrative Expense 3,150.00

Sales Tax

HST at 13.00 % 14,316.58

Total Amount Due (CAD) 124,444.11

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8004938225

June 28, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8004938225	124,444.11	Payment for invoice 8004938225

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	16.2	900.00	14,580.00
Ambachtsheer, Todd	Partner	Monitor	14.6	900.00	13,140.00
Hamam, Paul	Senior Managing Director	SISP	9.3	900.00	8,370.00
Lin, Mu-Shan Martin	Manager	Monitor	1.2	500.00	600.00
Dave, Sumit	Manager	Monitor	34.8	500.00	17,400.00
DeLottinville, Sean	Vice President	SISP	30.7	500.00	15,350.00
Hong, Matthew	Staff	Monitor	19.6	375.00	7,350.00
Gao, Peiqi	Staff	SISP	40.6	375.00	15,225.00
Roter, Zac	Staff	SISP	44.3	375.00	16,612.50
Total Professional Hours and Fees			211.3		108,627.50
Courtesy discount					(3,627.50)
Out-of-pocket Expenses					1,977.53
Total Fees and Expenses (CAD)					106,977.53



Appendix #2
Work performed up to June 22, 2024

Date	Name	Narrative	Hours
6/17/2024	Lin, Mu-Shan Martin	Discuss with R. Nedadur, M. Hong, T. Ambachtsheer, and S. Dave re. BBC Forecast. Prepare for the call.	1.2
6/17/2024	Ambachtsheer, Todd	Weekly update call; disbursement call; touchpoint call; borrowing base model review and discussion; review de-boner balances and email re: same	3.5
6/17/2024	Hamam, Paul	Monday update call with legal counsel and client. Buyer follow up emails	1.3
6/17/2024	Sleeth, Jorden	Calls with EMS and TGF teams on status of CCAA, SISP; email memos to M. Hong re: agency staff (de-boners) analysis; discuss same with T. Ambachtsheer	1.0
6/17/2024	Sleeth, Jorden	SISP - call with TNT, call with S. Delontiville re: IRL and CIM status, IRL review; call with EMS re: IRL status	1.5
6/17/2024	Dave, Sumit	Preparing actual cash flow for the purposes of Variance Analysis, discussion with unsecured creditors, management meeting, and payment approvals	8.2
6/17/2024	Roter, Zac	[REDACTED] CIM prep and buyers list tracking	14.4
6/17/2024	Gao, Peiqi	IRL, Client call on info request, data room etc. CIM drafting	9.0
6/17/2024	DeLottinville, Sean	SISP - Buyer calls, CIM creation	8.5
6/17/2024	Hong, Matthew	Attend client premise; daily external meeting with management; internal teams meeting with Martin re working capital schedule and updating figures; [REDACTED]	5.1
6/18/2024	Hamam, Paul	CIM first draft review and comments. And call with Ramesh to discuss EBITDA adjustments and normalizations	4.2
6/18/2024	Hong, Matthew	External meeting with clients; review agreements with agency/suppliers; respond to creditor inquiries	6.1
6/18/2024	Sleeth, Jorden	SISP - call with RVB and R. Nedadur re: IRL; review draft CIM and circulate comments.	1.5
6/18/2024	Sleeth, Jorden	Various - call with S. Dave re: VA status; [REDACTED] call with CRA re: HST audit; review lease disclaimer	1.3
6/18/2024	Dave, Sumit	Negotiation with agencies, variance analysis, management meeting, and payment approval	7.8
6/18/2024	Roter, Zac	Call with client, daily touchpoint, CIM prep and buyers list tracking	5.9

Date	Name	Narrative	Hours
6/18/2024	Gao, Peiqi	IRL update, EBITDA normalization call, CIM build-up and updating.	7.0
6/18/2024	DeLottinville, Sean	SISP - IRL review, discussions with management on normalizations, CIM writing	6.0
6/18/2024	Ambachtsheer, Todd	Review variance materials; discuss cash flows; disbursement discussions; discuss POSS machine; discuss Exeldor	3.0
6/19/2024	Dave, Sumit	Attendance on-site; prepare variance analysis, review payment approval requests; update calls with T. Ambachtsheer.	6.8
6/19/2024	Hong, Matthew	[REDACTED] reconcile pre-filing payment amounts; internal call with Jorden, Todd, Sumit re. outstanding amounts; follow up calls with creditors	2.3
6/19/2024	Hamam, Paul	discussion with client regarding EBITDA normalizations and Brampton/Hamilton separation, followed by internal team discussion.	1.8
6/19/2024	Sleeth, Jorden	SISP - review Processing pro-formas, call with EMS (RN and RVB) re: carve out for CIM and EDR; draft update memo on CIM and SISP status, value considerations, calls with RK (Dentons) and RK (TGF) re same, circulate	2.3
6/19/2024	Sleeth, Jorden	[REDACTED] call with Monitor team re: VA status, AP analysis, CFF rollforward; review draft VA	2.1
6/19/2024	Roter, Zac	Call with client, daily touchpoint, CIM prep and buyers list tracking	9.3
6/19/2024	Gao, Peiqi	CIM build up and EBITDA normalization call	12.8
6/19/2024	DeLottinville, Sean	SISP - Buyer calls, CIM writing	10.2
6/19/2024	Ambachtsheer, Todd	Discuss disbursements; review variance materials; cash flow discussions; review Maple Leaf and Exeldor materials; internal monitor calls	4.3
6/20/2024	Hong, Matthew	Attend client premise; respond to creditor requests and communicate with management status of outstanding issues; internal meeting with client; accounting rent payments; updating monitoring dashboard	4.3
6/20/2024	Dave, Sumit	Minor changes to variance analysis, payment approvals, and Forward Cash flow prep with BBC forecast dashboard	6.2
6/20/2024	Hamam, Paul	Call with J. Sleeth re: SISP and CIM timing.	0.4
6/20/2024	Sleeth, Jorden	SISP - review updated CIM and circulate comments; attend CIM review call with RVB and RN; update memo to TGF re: CIM status	1.7

Date	Name	Narrative	Hours
6/20/2024	Sleeth, Jorden	Various - operations and file review call with R. Kennedy (TGF); review Cash flow variance and reporting email to BMO; emails with S. Dave re: payments	1.0
6/20/2024	Roter, Zac	Call with internal team, CIM prep and buyers list tracking	3.6
6/20/2024	Gao, Peiqi	CIM call, CIM update	2.0
6/20/2024	DeLottinville, Sean	SISP - CIM writing and review with Management	6.0
6/20/2024	Ambachtsheer, Todd	Calls with TGF; disbursement call; review SIP materials; discuss staffing agencies; discuss cash flows; review working capital	3.8
6/21/2024	Dave, Sumit	Payment approval and update CF for upcoming weeks; review payables analysis, discuss same with EMS and M. Hong; calls with T. Ambachtsheer.	5.8
6/21/2024	Hamam, Paul	Update calls with internal team on CIM and VDR status. [REDACTED]	1.6
6/21/2024	Sleeth, Jorden	SISP - reivew CIM, attend call with RVB and RN to finalize CIM; call with TGF re: SISP process and deadlines; review Process Letter; call with Eerie Meats	2.8
6/21/2024	Sleeth, Jorden	SISP - draft and circulate update memo to R. Gillespie (BMO) re: SISP timelines; call with R. Kennedy (Dentons) re: same	1.0
6/21/2024	Roter, Zac	Calls with client, internal team, daily touchpoint, CIM prep, buyers list tracking, and emails out to potential buyers with executed NDAs	11.1
6/21/2024	Gao, Peiqi	SISP - finalize CIM, various calls with EMS and DRI teams; revise CIM, prepare cover note for bidders, circulate CIM to bidders; update buyer tracker.	9.8
6/21/2024	Hong, Matthew	Attend client premise; respond to outstanding creditor request and follow up with client on payments made; update monitoring dashboard; discuss with accounting department payable schedule for upcoming week	1.8
Total			211.3



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8004985165

Deloitte LLP

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: July 15, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 133245290RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to June 29, 2024.

Please see attached appendices.

HST applicable 69,872.50

Expense

Out-of-pocket Expenses.

HST applicable 139.01
Administrative Expense 2,096.18

Sales Tax

HST at 13.00 % 9,374.00

Total Amount Due (CAD) 81,481.69

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8004985165

July 15, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8004985165	81,481.69	Payment for invoice 8004985165

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567C

PO Box 4567, Stn A

Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567U

PO Box 4567, Stn A

Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	4.6	900.00	4,140.00
Ambachtsheer, Todd	Partner	Monitor	9.1	900.00	8,190.00
Hamam, Paul	Senior Managing Director	SISP	5.4	900.00	4,860.00
Dave, Sumit	Manager	Monitor	31.0	500.00	15,500.00
DeLottinville, Sean	Executive Director	SISP	29.5	600.00	17,700.00
Hong, Matthew	Staff	Monitor	19.1	375.00	7,162.50
Robbins, Zachary	Staff	SISP	16.3	375.00	6,112.50
Roter, Zac	Staff	SISP	16.5	375.00	6,187.50
Conorton, Laura	Administrative Staff	Monitor	0.1	200.00	20.00
Total Professional Hours and Fees			131.6		69,872.50
Courtesy discount					-
Out-of-pocket Expenses					139.01
Total Fees and Expenses (CAD)					70,011.51



Appendix #2
Work performed up to June 29, 2024

Date	Name	Narrative	Hours
6/24/2024	Conorton, Laura	Website updates	0.1
6/24/2024	Hong, Matthew	Attend client premise; respond to creditor via email; input KPIs into monitoring dashboard; consolidate pre/post-filing invoices for internal purposes; reconcile maple lodge foods amounts	2.1
6/24/2024	Dave, Sumit	Preparing Actuals Vs budgeted Cash flows for week ended June 23 from the bank statement and understanding the variances by discussing with Nadeem A. and Ramesh N.; Providing payment approvals for disbursement to be done on June 24, 2024 validating against invoices.	7.6
6/24/2024	Ambachtsheer, Todd	Review updated cash flow forecast; review template APA and provide comments on same; call with R. Gillespie of BMO re: variance analysis and SISP	4.6
6/24/2024	Hamam, Paul	Weekly update call	0.5
6/24/2024	Roter, Zac	Dataroom setup, touchpoints, information consolidation with client for data room.	3.1
6/24/2024	Robbins, Zachary	Onboarding / Reviewing Material; Dataroom Call; Dataroom Document Organization; Dataroom Directory Call; Leases review and Lease Summary Creation	4.8
6/24/2024	Sleeth, Jorden	Prepare for and attend EMS-TGF-Monitor call	0.6
6/24/2024	Sleeth, Jorden	Call with R. Gillespie of BMO re: variance analysis, other updates	0.6
6/24/2024	Sleeth, Jorden	SISP process - review process letter and circulate to M&A team.	0.2
6/24/2024	Sleeth, Jorden	Various - review professional fees to date, circulate comments to TGF.	0.3
6/24/2024	DeLottinville, Sean	Weekly status, dataroom review and preparation, process letter drafting and reviewing	5.5
6/25/2024	Ambachtsheer, Todd	Review template APA and provide comments on same	1.0
6/25/2024	Hong, Matthew	Attend client premise; [REDACTED]; external client meeting; address creditor emails; consolidate invoices for CRA audit	2.4
6/25/2024	Dave, Sumit	Additional update to variance analysis after discussing with Todd A. on variances relating to customer receipts and raw materials, Attending disbursement meeting with the management, and providing payment approvals for disbursements to be done on June 25, 2024.	8.2
6/25/2024	Hamam, Paul	Process letter review and misc.	0.4

Date	Name	Narrative	Hours
6/25/2024	Roter, Zac	Dataroom setup, touchpoints, information consolidation with client for data room.	2.9
6/25/2024	Robbins, Zachary	Review leases; Lease Mapping	4.7
6/25/2024	DeLottinville, Sean	Dataroom review and preparation, model review	5.4
6/26/2024	Ambachtsheer, Todd	Review variance analysis; discuss cash flows with S. Dave	2.0
6/26/2024	Hong, Matthew	Attend client premise; prepare payment schedule and prepayment schedule for TGF's review; review GST/HST audit notice; prepare net payment account to creditor listing; [REDACTED]	7.2
6/26/2024	Dave, Sumit	Preparing forward cash flow after discussing with Ramesh N. to incorporate latest changes such as additional budget for pre-filing payments, improving timing impact on salaries and benefits, amongst others; providing payment approvals for disbursement to be done on June 26, 2024 and additional updates to variance analysis after discussing with Jorden S., Dentons, and TGF.	8.4
6/26/2024	Hamam, Paul	[REDACTED]	2.1
6/26/2024	Roter, Zac	Calls with potential buyers, Data room and file management, Buyers list tracking, request list preparation for data room and call with client for clarification, financial model building	6.3
6/26/2024	Robbins, Zachary	Lease mapping	1.0
6/26/2024	Sleeth, Jorden	Review and comment on agency supply agreement; review and comment on variance report	0.5
6/26/2024	Sleeth, Jorden	Review TGF changes to process letter; update call with S. Delotinville re: VDR status, memo to TGF re: same; consider GT comments for annual FS	0.8
6/26/2024	DeLottinville, Sean	Dataroom review and preparation, buyer calls, discussion with management on dataroom	5.6
6/27/2024	Dave, Sumit	Payment approvals for disbursements to be done on June 27, 2024, attending disbursement meeting, and discussing with Ruby D. on HST filings and audit related concerns.	3.8
6/27/2024	Hamam, Paul	Dataroom review internally and with Ramesh	1.1
6/27/2024	Hong, Matthew	External call with management; draft up HST/GST request, triangular set-off discussion with EMS and call with Todd re. matter	4.8
6/27/2024	Roter, Zac	Buyers list tracking, touchpoints, and data room information compilation.	2.4
6/27/2024	Ambachtsheer, Todd	Disbursement call; fianlize DIP reporting; call on agency; discuss Exceldor	1.5

Date	Name	Narrative	Hours
6/27/2024	Robbins, Zachary	Internal Meeting; Meeting with Management; Dataroom Opening and Management	2.0
6/27/2024	DeLottinville, Sean	Dataroom review and preparation, discussion with management on dataroom, financial review	6.3
6/28/2024	Roter, Zac	Email on remaining action items surrounding financials for data room and remapping to tie out external FS with internal	1.8
6/28/2024	Hamam, Paul	Calls and emails with purchasers, review EDR updates	1.3
6/28/2024	Hong, Matthew	Respond to creditor inquiries; consolidate and send CRA responses to accounting team; internal discussions with Sumit re. outstanding items; update monitoring dashboard	2.6
6/28/2024	Robbins, Zachary	Call with Management; Forecast Model / Equipment Listing	3.8
6/28/2024	Dave, Sumit	Preparing Actuals Vs budgeted Cash flows for week ended June 30 from the bank statement as an advance preparation for the upcoming short week, including discussions with Nadeem A. and Farrukh to understand variances; Providing payment approvals for disbursement to be done on June 28, 2024.	3.0
6/28/2024	Sleeth, Jorden	Various - call with Exceldor, update to R. Kennedy (TGF); updates with T. Ambachtsheer and M. Hong.	0.8
6/28/2024	Sleeth, Jorden	[REDACTED]; review Dentons comments to APA.	0.8
6/28/2024	DeLottinville, Sean	Dataroom review and preparation, discussion with management on dataroom, model review	6.7
Total			131.6



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8004985163

Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: July 15, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 12289 3605 RT0001
QST Registration: 1000870419 TQ0002

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to July 6, 2024.

Please see attached appendices for details.

Expense

Out-of-pocket Expenses.

Sales Tax

HST applicable	62,207.50
HST applicable	496.76
Administrative Expense	1,866.23
HST at 13.00 %	<u>8,394.16</u>
Total Amount Due (CAD)	<u>72,964.65</u>

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8004985163

July 15, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8004985163	72,964.65	Payment for invoice 8004985163

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	4.30	900.00	3,870.00
Ambachtsheer, Todd	Partner	Monitor	8.00	900.00	7,200.00
Hamam, Paul	Senior Managing Director	SISP	3.90	900.00	3,510.00
Dave, Sumit	Manager	Monitor	32.00	500.00	16,000.00
Lin, Mu-Shan Martin	Manager	Monitor	5.20	500.00	2,600.00
DeLottinville, Sean	Executive Director	SISP	18.00	600.00	10,800.00
Hong, Matthew	Staff	Monitor	26.00	375.00	9,750.00
Robbins, Zachary	Staff	SISP	6.50	375.00	2,437.50
Gao, Peiqi	Staff	SISP	16.00	375.00	6,000.00
Conorton, Laura	Administrative Staff	Monitor	0.20	200.00	40.00
Total Professional Hours and Fees			120.10		62,207.50
Courtesy discount					-
Out-of-pocket Expenses					496.76
Total Fees and Expenses (CAD)					62,704.26



Appendix #2
Work performed up to July 6, 2024

Date	Name	Narrative	Hours
7/1/2024	Gao, Peiqi	Daily touchpoint, EOI internal discussion, insurance policy	2.5
7/2/2024	Conorton, Laura	Website updates	0.2
7/2/2024	Ambachtsheer, Todd	Disbursement call; call on communications; review KERP emails; discuss security deposit;	1.5
7/2/2024	Hamam, Paul	[REDACTED]	0.8
7/2/2024	Hong, Matthew	Attend client premise; meeting with client re. weekly disbursements, [REDACTED] [REDACTED]	6.5
7/2/2024	Sleeth, Jorden	[REDACTED]	0.5
7/2/2024	Sleeth, Jorden	Call with R. Kennedy (TGF) [REDACTED]	0.3
7/2/2024	Gao, Peiqi	VDR and daily touchpoint	1.5
7/2/2024	Dave, Sumit	Variance Analysis for week ending June 30; discussions with Nadeem A. on variances; payment approvals for July 2, 2024 with verification of invoices	8.0
7/2/2024	DeLottinville, Sean	Buyer discussions, status update, [REDACTED]	4.0
7/3/2024	Ambachtsheer, Todd	Disbursement discussions; discussions on SISP; discuss Exceldor amounts; review agency staffing	1.5
7/3/2024	Hong, Matthew	Attend client premise; respond to legal inquiry from Exceldor; perform accounts payable analysis related to pre-filing amounts; internal teams call with Jorden, Todd, Martin, and Sumit re. project status; [REDACTED] [REDACTED]	6.9
7/3/2024	Lin, Mu-Shan Martin	Review payables analysis. Discuss with M. Hong re. same. Discuss with S. Dave re. pre-filing payables and setoff amounts.	5.2
7/3/2024	Hamam, Paul	Status update with team on due diligence questions.	0.6
7/3/2024	Sleeth, Jorden	Various - team call re: variance reporting, A/P analysis, SISP update, supplier updates, weekly priorities; review variance analysis and provide comments	1.1
7/3/2024	Gao, Peiqi	Bidder questions and daily touchpoint	5.0
7/3/2024	Dave, Sumit	Addressing comments on variance reporting after discussions with Todd A., Jorden S. TGF, and Dentons.; Payment approval for July 3, 2024 with invoice verification; Discussion with Matt H. on set-off, & Nadeem A. on transportation agency billing	7.7

Date	Name	Narrative	Hours
7/3/2024	DeLottinville, Sean	Responses to buyer questions	2.0
7/4/2024	Hong, Matthew	Attend client premise; communicate with Rob re. legal inquiries and email communications with Todd; AP analysis with Martin	6.8
7/4/2024	Hamam, Paul	Calls on SISP; internal discussions	1.0
7/4/2024	Robbins, Zachary	Buyer Questions	3.0
7/4/2024	Ambachtsheer, Todd	Disbursement meeting; finalize DIP reporting; issues re: Exceldor; discuss agency staffing	2.5
7/4/2024	Sleeth, Jorden	[REDACTED]	0.3
7/4/2024	Sleeth, Jorden	Final review of variance analysis; call with R. Kennedy (TGF) re: SISP update; call with R. Kennedy (Dentons) re: Exceldor response.	0.6
7/4/2024	Gao, Peiqi	Bidder questions, Management call, bidder call, internal call	7.0
7/4/2024	Dave, Sumit	Discussing AP analysis with Matt H. and Martin L.; payment approvals for July 4, 2024 verifying all invoices; [REDACTED]	7.8
7/4/2024	DeLottinville, Sean	Buyer calls, responses to buyer questions, meeting with management	6.0
7/5/2024	Hamam, Paul	Buyer calls and prep for calls.	1.5
7/5/2024	Sleeth, Jorden	SISP - call with EMS management re: buyer questions and available data	0.5
7/5/2024	Sleeth, Jorden	SISP - attend calls with buyers re: diligence questions	1.0
7/5/2024	Ambachtsheer, Todd	Call on SISP questions; calls with potential bidders	2.5
7/5/2024	Hong, Matthew	Attend client premise; reconcile all agency payments made and review invoices related to outstanding AP with key agencies; review email correspondence with Ramesh [REDACTED] update weekly monitoring dashboard	5.8
7/5/2024	Robbins, Zachary	1 hr Call with Management; 2 hrs Buyer Questions; 0.5 hrs Buyer Call	3.5
7/5/2024	Dave, Sumit	Agency disbursement analysis - assessing invoices, tracing it to bank statements and email approvals; Payment approvals for July 05, 2024	8.5
7/5/2024	DeLottinville, Sean	Buyer calls, responses to buyer questions, meeting with management	6.0
Total			120.1



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8005013693

Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: July 25, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 122893605RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to July 13, 2024.

Please see attached appendices.

Sales Tax

HST applicable	44,212.50
Administrative Expense	1,326.38
HST at 13.00 %	<u>5,920.05</u>
Total Amount Due (CAD)	<u>51,458.93</u>

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8005013693

July 25, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8005013693	51,458.93	Payment for invoice 8005013693

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	1.3	900.00	1,170.00
Ambachtsheer, Todd	Partner	Monitor	1.0	900.00	900.00
Hamam, Paul	Senior Managing Director	SISP	1.2	900.00	1,080.00
Dave, Sumit	Manager	Monitor	31.8	500.00	15,900.00
Lin, Mu-Shan Martin	Manager	Monitor	1.2	500.00	600.00
DeLottinville, Sean	Executive Director	SISP	19.0	600.00	11,400.00
Hong, Matthew	Staff	Monitor	10.1	375.00	3,787.50
Robbins, Zachary	Staff	SISP	9.0	375.00	3,375.00
Gao, Peiqi	Staff	SISP	16.0	375.00	6,000.00
Total Professional Hours and Fees			90.6		44,212.50
Courtesy discount					-
Out-of-pocket Expenses					-
Total Fees and Expenses (CAD)					44,212.50



Appendix #2
Work performed up to July 13, 2024

Date	Name	Narrative	Hours
7/8/2024	Ambachtsheer, Todd	Weekly update call; transition call with J. Sleeth.	1.0
7/8/2024	Hamam, Paul	EMS update call, review of YVF questions with team.	1.2
7/8/2024	Sleeth, Jorden	Call with EMS and TGF team re: SISP update, operations update, plans for week of July 8; call with Exceldor counsel re: insolvency questions, poultry traceability questions; call with RVB and Ramesh re: pre-filing legal invoices.	1.3
7/8/2024	Hong, Matthew	Attend client premise, review invoices from People Workforce.	0.8
7/8/2024	Dave, Sumit	Prepare actual vs budget cash flow for week ended July 7, 2024; payments approval for July 8, 2024; and perform agency disbursement analysis by comparing all approvals against actual payments.	8.3
7/8/2024	Gao, Peiqi	Internal touchpoints, buyers follow up.	1.7
7/8/2024	DeLottinville, Sean	Buyers follow up, weekly update meeting, dataroom prep.	4.2
7/9/2024	Hong, Matthew	Attend client premise; attend bi-weekly disbursement meeting with client; send out follow up req. for monitoring dashboard; finalize agency analysis with S. Dave.	0.7
7/9/2024	Dave, Sumit	Variance reporting for week ending July 7, payment approvals for July 9, attend disbursement meeting, discuss variance with R. Nedadur and N. Ahmed, negotiation with domina for pre-filing amount.	7.6
7/9/2024	Gao, Peiqi	NAV system reach through.	0.5
7/9/2024	DeLottinville, Sean	Dataroom prep, buyer calls and follow up.	2.0
7/10/2024	Hong, Matthew	Call with creditors re. CCAA proceedings, address review notes from T. Ambachtsheer on monitoring dashboard internal report; [REDACTED]	1.7
7/10/2024	Robbins, Zachary	Buyer questions and schedules and call with management.	4.6
7/10/2024	Dave, Sumit	Payment approval for July 10, 2024; supplier negotiation over pre-filing with EDI, and discussion with Bafar USA regarding inventory held, update comments on variance reporting from lawyers, [REDACTED]	7.8
7/10/2024	Gao, Peiqi	AR and inventory listing, standard costing, call with Management, internal regroup, PB Q&A list.	6.8
7/10/2024	DeLottinville, Sean	Standard costing example, drafting responses to buyer questions.	4.8

Date	Name	Narrative	Hours
7/11/2024	Hong, Matthew	Update service listing, review and address T. Ambachtsheer's review comments re. monitoring dashboard, attend bi-weekly disbursement meeting, [REDACTED]	1.6
7/11/2024	Robbins, Zachary	Call with management and buyers and buyer questions and schedules.	3.4
7/11/2024	Dave, Sumit	Payment approval for July 11, 2024; attend disbursement meeting; discussion with S. Kaushal on reconciling prepayments made to vendors.	3.0
7/11/2024	Lin, Mu-Shan Martin	Attend payables call. Discuss with F. Khalid re. EDI invoices.	1.2
7/11/2024	Gao, Peiqi	[REDACTED]	3.7
7/11/2024	DeLottinville, Sean	Dataroom upload, discussions with buyers, discussions with management on buyer questions.	4.4
7/12/2024	Dave, Sumit	Payment approvals for July 12, confirmation on agency analysis for pre-filing vs post-filing before approving disbursement, [REDACTED] preparation of actual cashflow for this week.	5.1
7/12/2024	Hong, Matthew	Attend client premise; respond to creditor request and set up client site tour time; review Olymel emails; request and receive inventory evaluation as of May; update monitoring dashboard.	5.3
7/12/2024	Robbins, Zachary	Address buyer questions.	1.0
7/12/2024	Gao, Peiqi	EOI summary deck preparation, internal touchpoints, Q&A list and US buyer email.	3.3
7/12/2024	DeLottinville, Sean	Dataroom upload, discussions with buyers, discussions with management on buyer questions.	3.6
Total			90.6



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8005013692

Deloitte Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: July 25, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 122893605RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to July 20, 2024.

Please see attached appendices.

HST applicable 45,000.00

Expense

Out-of-pocket Expenses.

HST applicable 2,135.44
Administrative Expense 1,350.00

Sales Tax

HST at 13.00 % 6,303.11

Total Amount Due (CAD) 54,788.55

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8005013692

July 25, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8005013692	54,788.55	Payment for invoice 8005013692

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Ambachtsheer, Todd	Partner	Monitor	7.3	900.00	6,570.00
Hamam, Paul	Senior Managing Director	SISP	2.2	900.00	1,980.00
Dave, Sumit	Manager	Monitor	32.1	500.00	16,050.00
Lin, Mu-Shan Martin	Manager	Monitor	2.0	500.00	1,000.00
DeLottinville, Sean	Executive Director	SISP	13.7	600.00	8,220.00
Hong, Matthew	Staff	Monitor	19.1	375.00	7,162.50
Robbins, Zachary	Staff	SISP	6.0	375.00	2,250.00
Gao, Peiqi	Staff	SISP	14.9	375.00	5,587.50
Total Professional Hours and Fees			97.3		48,820.00
Courtesy discount					(3,820.00)
Out-of-pocket Expenses					2,135.44
Total Fees and Expenses (CAD)					47,135.44



Appendix #2
Work performed up to July 20, 2024

Date	Name	Narrative	Hours
7/15/2024	Hong, Matthew	Attend client premise; [REDACTED], review monitoring dashboard, [REDACTED]; meeting with R. Nedadur to discuss follow up question on weekly monitoring.	5.3
7/15/2024	Ambachtsheer, Todd	Various - review buyer queries; all hands call re: operations and SISP updates/issues; calls with S. Dave and M. Hong re: weekly reporting; call with R. Nedadur.	3.4
7/15/2024	DeLottinville, Sean	Review post-Phase 1 request list.	1.0
7/15/2024	Dave, Sumit	Prepare actual cash flow for week ended July 14; payment approvals for July 15, 2024.	2.6
7/15/2024	Gao, Peiqi	Post EOL IRL preparation.	2.5
7/16/2024	Robbins, Zachary	Prepare EOI summary.	3.2
7/16/2024	Ambachtsheer, Todd	Various - calls with Monitor team re: disbursements; review variance analysis and provide comments, discuss same with S. Dave; update call with R. Kennedy (TGF) and R. Kennedy (Dentons).	2.9
7/16/2024	Hong, Matthew	Attend client premise; update monitoring dashboard; communicate with R. Vanden Broek [REDACTED], bi-weekly client disbursement meeting.	6.3
7/16/2024	DeLottinville, Sean	Prepare phase 1 LOI summary.	4.2
7/16/2024	Dave, Sumit	Variance reporting for the week ended July 14, 2024; Attending disbursement meeting; discussion with R. Nedadur and N. Ahmed on variances; Discussion with Mariam M. and N. Ahmed [REDACTED]	8.3
7/16/2024	Gao, Peiqi	[REDACTED]	3.9
7/17/2024	Ambachtsheer, Todd	[REDACTED]	1.0
7/17/2024	Robbins, Zachary	[REDACTED]	1.8
7/17/2024	Hong, Matthew	Attend client premise, meeting with M. Lin and S. Dave re. monitoring dashboard, discussion with R. Vanden Broek re. [REDACTED], review of inventory costing workbook, update monitoring dashboard.	4.2
7/17/2024	DeLottinville, Sean	[REDACTED]	4.0

Date	Name	Narrative	Hours
7/17/2024	Dave, Sumit	Revise variance reporting after discussions with T. Ambachtsheer; payment approvals for July 17; discussion with J. Fornear on proforma reconciliation for RGill; discussion with R. Nedadur on Euler Claims and forecast cash flow.	7.8
7/17/2024	Gao, Peiqi	Attend EOI calls, prepare question list, touch base with team.	4.5
7/18/2024	Hong, Matthew	Attend client premise, bi-weekly disbursement meeting, respond to creditor emails/request, populate monitoring dashboard with set off amounts and pre-filing payments.	2.5
7/18/2024	DeLottinville, Sean	Clarification calls with bidders, and request list preparation.	3.3
7/18/2024	Dave, Sumit	Attend disbursement meeting; payment approval for July 18, 2024; [REDACTED]; prepare professional fees tracker for BMO; approve agencies payments; [REDACTED]	7.9
7/18/2024	Lin, Mu-Shan Martin	Discuss with S. Dave re. professional fees summary. Review and update summary.	1.4
7/18/2024	Gao, Peiqi	[REDACTED]	2.5
7/18/2024	Hamam, Paul	[REDACTED]	2.2
7/19/2024	Hong, Matthew	Respond to creditor emails, update monitoring dashboard, email to D. Patel re. inventory costing workbook and review of workbook.	0.8
7/19/2024	DeLottinville, Sean	Clarification calls with bidders, and request list preparation.	1.2
7/19/2024	Robbins, Zachary	Drafting request list.	1.0
7/19/2024	Dave, Sumit	Prepare payment approvals for July 19, 2024; meeting with insurance company and R. Nedadur regarding AR insurance and claims; Meeting with R. Nedadur, R. Deguzman, and N. Ahmed regarding HST audit; Discussion with WasteCo regarding pre-filing amount.	5.5
7/19/2024	Lin, Mu-Shan Martin	Discuss with S. Dave re. approval for Hamilton expenses.	0.6
7/19/2024	Gao, Peiqi	[REDACTED]	1.5
Total			97.3



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8005085939

Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: August 20, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth
GST/HST Registration: 122893605RT0001
QST Registration: 1000870419TQ0002

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to July 27, 2024.

Please see attached appendices for details.

HST applicable 52,632.50

Expense

Out-of-pocket Expenses.

Taxi, Car Rentals, Fuel.

HST applicable 540.01
Administrative Expense 1,578.98

Sales Tax

HST at 13.00 % 7,117.69

Total Amount Due (CAD) 61,869.18

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8005085939

August 20, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8005085939	61,869.18	Payment for invoice 8005085939

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567C

PO Box 4567, Stn A

Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567U

PO Box 4567, Stn A

Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	8.3	900.00	7,470.00
Ambachtsheer, Todd	Partner	Monitor	12.3	900.00	11,070.00
Hamam, Paul	Senior Managing Director	SISP	6.4	900.00	5,760.00
Dave, Sumit	Manager	Monitor	17.8	500.00	8,900.00
Lin, Mu-Shan Martin	Manager	Monitor	2.6	500.00	1,300.00
DeLottinville, Sean	Executive Director	SISP	13.0	600.00	7,800.00
Hong, Matthew	Staff	Monitor	11.0	375.00	4,125.00
Robbins, Zachary	Staff	SISP	6.0	375.00	2,250.00
Gao, Peiqi	Staff	SISP	10.5	375.00	3,937.50
Conorton, Laura	Administrative Staff	Monitor	0.1	200.00	20.00
Total Professional Hours and Fees			88.0		52,632.50
Courtesy discount					-
Out-of-pocket Expenses - taxi, car rentals, fuel					540.01
Total Fees and Expenses (CAD)					53,172.51



Appendix #2
Work performed up to July 27, 2024

Date	Name	Narrative	Hours
7/18/2024	Ambachtsheer, Todd	Disbursement call; finalize variance reporting; discussion re: supplier issues; discuss cash flows	3.2
7/19/2024	Ambachtsheer, Todd	Call with BMO; follow up on outstanding issues for R. Gillespie; discuss creditor queries	2.1
7/22/2024	Hamam, Paul	Attend weekly update call.	1.0
7/22/2024	Hong, Matthew	Attend client premise, meeting with D. Patel [REDACTED] [REDACTED] [REDACTED]	1.4
7/22/2024	Conorton, Laura	Update website.	0.1
7/22/2024	Sleeth, Jorden	SISP - attend call re: tour schedules, IRL updates.	0.8
7/22/2024	Robbins, Zachary	Attend meeting with Management. Create schedules for dataroom.	3.0
7/22/2024	Lin, Mu-Shan Martin	[REDACTED]	0.9
7/22/2024	Dave, Sumit	Approve expenses for July 22, 2024; Prepare actual cash flow for week ended July 14, 2024.	4.5
7/22/2024	Ambachtsheer, Todd	Attend update call; discuss cash flows; follow up on BMO requests; discuss variance reporting.	2.2
7/22/2024	DeLottinville, Sean	Attend weekly update call, plan site tour, and IRL discussion.	3.0
7/22/2024	Gao, Peiqi	Post EOI IRL updates, attend client call, file and email inventory workbook.	4.0
7/22/2024	Sleeth, Jorden	Various - update call with EMS, TGF and Dentons; [REDACTED] [REDACTED]; review BMO emails and invoices; review draft BMO responses.	1.5
7/23/2024	Lin, Mu-Shan Martin	Attend client premise. Discuss monitoring dashboard with S. Dave and M. Hong.	0.8
7/23/2024	Hong, Matthew	[REDACTED] attend bi-weekly disbursement meeting with client; call with M. Lin re. Monitoring Dashboard.	2.2
7/23/2024	Dave, Sumit	Attend disbursement meeting; approve expenses for July 23, 2024; Prepare variance analysis; [REDACTED] [REDACTED]	8.2

Date	Name	Narrative	Hours
7/23/2024	Robbins, Zachary	Create inventory schedule.	2.0
7/23/2024	Ambachtsheer, Todd	Disbursement call; discuss SISP and variance reporting; review variance reporting.	2.3
7/23/2024	DeLottinville, Sean	Attend Q&A review for buyers.	1.0
7/23/2024	Gao, Peiqi	[REDACTED]	2.5
7/23/2024	Sleeth, Jorden	[REDACTED], review draft plans pre: call.	0.8
7/23/2024	Sleeth, Jorden	Review and comment on weekly variance report.	0.5
7/24/2024	Dave, Sumit	Approve expenses for July 24, 2024; [REDACTED] and A/R inventory; address final comments on variance reporting.	5.1
7/24/2024	Hong, Matthew	[REDACTED]	4.3
7/24/2024	Robbins, Zachary	Prepare gross margin schedule.	1.0
7/24/2024	DeLottinville, Sean	[REDACTED]	3.0
7/24/2024	Gao, Peiqi	[REDACTED]	4.0
7/24/2024	Sleeth, Jorden	Review and provide comments re: variance analysis; [REDACTED]; review BMO requests and respond.	2.3
7/25/2024	Hong, Matthew	Respond to payment approvals and review invoices for post-filing amounts.	0.2
7/25/2024	Hamam, Paul	[REDACTED]	4.5
7/25/2024	DeLottinville, Sean	[REDACTED]	4.0
7/25/2024	Sleeth, Jorden	Various - review and respond to BMO reporting requests; [REDACTED]	1.0
7/26/2024	Ambachtsheer, Todd	Call with BMO; [REDACTED]	2.5
7/26/2024	Hamam, Paul	[REDACTED]	0.9
7/26/2024	Hong, Matthew	Attend client premise; call with M. Lin re. payment approvals for July 26, internal requests with T.Ambachtsheer re. updated cash balance, breakdown of working capital, review of DIP loan agreement, various email and calls with creditors re. status of CCAA.	2.9
7/26/2024	DeLottinville, Sean	[REDACTED]	2.0



Date	Name	Narrative	Hours
7/26/2024	Lin, Mu-Shan Martin	Approve payment requests.	0.9
7/26/2024	Sleeth, Jorden	[REDACTED] call with R. Gillespie (BMO); catch up with R. Nedadur, T. Ambachtsheer.	1.4
Total			88.0



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5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8005085938

Deloitte Restructuring Inc.
Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date:	August 20, 2024
Client No.:	1123210
WBS#:	EAS00748
Engagement Partner:	Jorden Sleeth
GST/HST Registration:	122893605RT0001
QST Registration:	1000870419TQ0002

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to August 3, 2024.

Please see attached appendices for details.

Sales Tax

HST applicable	53,812.50
Administrative Expense	1,614.38
HST at 13.00 %	<u>7,205.49</u>
Total Amount Due (CAD)	<u>62,632.37</u>

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8005085938

August 20, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8005085938	62,632.37	Payment for invoice 8005085938

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	10.8	900.00	9,720.00
Hamam, Paul	Senior Managing Director	SISP	2.4	900.00	2,160.00
Dave, Sumit	Manager	Monitor	22.6	500.00	11,300.00
Lin, Mu-Shan Martin	Manager	Monitor	12.8	500.00	6,400.00
DeLottinville, Sean	Executive Director	SISP	15.0	600.00	9,000.00
Hong, Matthew	Staff	Monitor	17.3	375.00	6,487.50
Robbins, Zachary	Staff	SISP	5.0	375.00	1,875.00
Gao, Peiqi	Staff	SISP	18.0	375.00	6,750.00
Conorton, Laura	Administrative Staff	Monitor	0.6	200.00	120.00
Total Professional Hours and Fees			104.5		53,812.50
Courtesy discount					-
Out-of-pocket Expenses					-
Total Fees and Expenses (CAD)					53,812.50



Appendix #2
Work performed up to August 3, 2024

Date	Name	Narrative	Hours
7/29/2024	Lin, Mu-Shan Martin	Discuss BLG invoice with F. Khalid. Provide update to team. Discuss with R. Deguzman re. AR and inventory schedule. Send email update to the team. Prepare and review AR and inventory schedules.	4.2
7/29/2024	Hong, Matthew	Attend client premise; review KERP employee listing provided; respond to creditor emails via shared mailbox; update monitoring dashboard.	2.2
7/29/2024	Hamam, Paul	Attend weekly update call.	1.0
7/29/2024	DeLottinville, Sean	Attend weekly update call, prepare buyer questions.	2.0
7/29/2024	Gao, Peiqi	Prepare YTD May24 Financials, [REDACTED]	5.5
7/29/2024	Sleeth, Jorden	[REDACTED]; all hands update call; review KERP analysis, and payment reviews.	5.5
7/30/2024	Lin, Mu-Shan Martin	Discuss with R. Deguzman re. AR and inventory workbook. Setup and prepare the workbook. Request additional support from R. Deguzman.	3.5
7/30/2024	Dave, Sumit	Approve expenses for July 30, 2024; prepare actual cash flows; attend disbursement meeting; discuss with R. Nedarur regarding asset disposition; [REDACTED]	7.7
7/30/2024	DeLottinville, Sean	Buyer question prep and review.	3.0
7/30/2024	Gao, Peiqi	Prepare YTD May 24 financial call and updates.	3.0
7/30/2024	Sleeth, Jorden	Email memo to Monitor team [REDACTED]	0.5
7/31/2024	Conorton, Laura	Correspondence with team and bank on opening new bank account. Prepare necessary forms and documents and create new account and filing.	0.6
7/31/2024	Lin, Mu-Shan Martin	[REDACTED]	1.4
7/31/2024	Hong, Matthew	Attend client premise; respond to creditor emails re. CCAA proceedings, call with M. Lin [REDACTED], review payments.	7.1
7/31/2024	Hamam, Paul	Attend internal team update.	0.8
7/31/2024	Dave, Sumit	Approve expenses for July 31, 2024; prepare variance analysis and discuss variances with R. Nedarur, and N. Ahmed; discuss with republic services regarding non-payment of pre-filing invoices.	8.1

Date	Name	Narrative	Hours
7/31/2024	DeLottinville, Sean	[REDACTED]	3.0
7/31/2024	Gao, Peiqi	Prepare process letter, KPI decks, and team status meeting.	3.0
7/31/2024	Robbins, Zachary	Redact KPI decks.	5.0
7/31/2024	Sleeth, Jorden	Call with BMO (R. Gillespie and A. MacFarlane) re: L/C, [REDACTED]	0.5
8/1/2024	Hamam, Paul	[REDACTED]	0.6
8/1/2024	Hong, Matthew	Attend client premise, review and approve creditor payments, attend bi-weekly disbursement meeting, call with M. Lin re. working capital and inventory reconciliation.	4.3
8/1/2024	Lin, Mu-Shan Martin	Review and update AR rolling workbook and email T. Ambachtsheer. Call M. Hong re. inventory roll.	2.5
8/1/2024	Dave, Sumit	Approve expenses for August 1, 2024; discuss with R. Deguzman and N. Ahmed regarding A/R and inventory rolls; prepare forecast to understand granularity of information; attend disbursement meeting.	4.3
8/1/2024	DeLottinville, Sean	[REDACTED]	3.0
8/1/2024	Gao, Peiqi	[REDACTED]	4.0
8/1/2024	Sleeth, Jorden	Various: call with RVB and R. Nedadur re: L/C issue, [REDACTED]; review variance report and provide comments; review LC memo to TGF.	1.8
8/1/2024	Sleeth, Jorden	[REDACTED]	0.8
8/2/2024	Dave, Sumit	Approve expenses for August 2, 2024; discuss with M. Lin regarding plan for variance reporting; labour agency approvals.	2.5
8/2/2024	Hong, Matthew	Attend client premise, respond to creditor email request, [REDACTED], call with S. Baker from industrial refrigeration re. CCAA, review inventory costing.	3.7
8/2/2024	Lin, Mu-Shan Martin	Review variance analysis and setoff workbook.	1.2
8/2/2024	DeLottinville, Sean	[REDACTED]	4.0
8/2/2024	Gao, Peiqi	Finalize process letter, [REDACTED] upload files.	2.5
8/2/2024	Sleeth, Jorden	Call with Rebecca Kennedy re: KERP; call with Robert Kennedy re: SISP, KERP, L/C renewal issue.	1.0

Date	Name	Narrative	Hours
8/2/2024	Sleeth, Jorden		0.7
Total			104.5



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8005085937

Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: August 20, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 122893605RT0001
QST Registration: 1000870419TQ0002

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to August 10, 2024.

Please see attached appendices for details.

HST applicable 59,405.00

Expense

Out-of-pocket Expenses.

Taxi, Car Rentals, Fuel.

HST applicable 1,048.54
Administrative Expense 1,782.15

Sales Tax

HST at 13.00 % 8,090.64

Total Amount Due (CAD) 70,326.33

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8005085937

August 20, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8005085937	70,326.33	Payment for invoice 8005085937

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567C

PO Box 4567, Stn A

Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567U

PO Box 4567, Stn A

Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	5.9	900.00	5,310.00
Ambachtsheer, Todd	Partner	Monitor	7.1	900.00	6,390.00
Hamam, Paul	Senior Managing Director	SISP	3.5	900.00	3,150.00
Dave, Sumit	Manager	Monitor	26.8	500.00	13,400.00
Lin, Mu-Shan Martin	Manager	Monitor	5.4	500.00	2,700.00
DeLottinville, Sean	Executive Director	SISP	22.3	600.00	13,380.00
Hong, Matthew	Staff	Monitor	16.7	375.00	6,262.50
Robbins, Zachary	Staff	SISP	7.0	375.00	2,625.00
Gao, Peiqi	Staff	SISP	16.5	375.00	6,187.50
Total Professional Hours and Fees			111.2		59,405.00
Courtesy discount					-
Out-of-pocket Expenses - taxi, car rentals, fuel					1,048.54
Total Fees and Expenses (CAD)					60,453.54



Appendix #2
Work performed up to August 10, 2024

Date	Name	Narrative	Hours
8/5/2024	DeLottinville, Sean	Weekly update, Q&A with management and buyers	2.8
8/6/2024	Sleeth, Jorden	Weekly all hands call - SISP update, operational issues	0.5
8/6/2024	Hong, Matthew	Weekly disbursement meeting with client, review creditor email request re. CCAA proceedings, outstanding amounts owed, and set off payments, call with M.Lin re. variance analysis.	5.1
8/6/2024	Lin, Mu-Shan Martin	Review variance analysis and discuss with S. Dave.	1.1
8/6/2024	DeLottinville, Sean	Q&A with management and buyers	3.2
8/6/2024	Gao, Peiqi	[REDACTED]	2.5
8/6/2024	Dave, Sumit	Attending disbursement meeting, preparing actual cash flow, discussions with M. Lin and M. Hong regarding variance analysis; approving expenses for August 6, 2024.	7.8
8/6/2024	Hamam, Paul	[REDACTED]	0.5
8/6/2024	Ambachtsheer, Todd	Discuss SISP; disbursement meeting	2.4
8/7/2024	Hong, Matthew	Attend client premise, draft detailed variance analysis breakdown, attend meeting with R.Nedatur re. inventory breakdown, call with various creditors re. outstanding invoice amounts and CCAA.	5.7
8/7/2024	Sleeth, Jorden	Call with R. Gillespie and John Gil re: SISP update, reporting update; review L/C and circulate queries to TGF	0.5
8/7/2024	Lin, Mu-Shan Martin	Review variance analysis and discuss with S. Dave. Leave comments for S. Dave. Update variance analysis and send to T. Ambachtsheer. [REDACTED]	4.3
8/7/2024	DeLottinville, Sean	In-person discussions with management and buyer	4.3
8/7/2024	Gao, Peiqi	[REDACTED]	3.5
8/7/2024	Dave, Sumit	approving expenses for August 7, 2024; additional investigation on the direct cost structure with R. Nedarur, and N. Ahmed; investigation on variances on SG&A with R. Nedarur, and D. Patel; drafting of variance report and discussions with M. Lin on VA.	7.7
8/7/2024	Hamam, Paul	Buyer calls, discussions with SD re: info requests and responses.	1.0

Date	Name	Narrative	Hours
8/8/2024	Hong, Matthew	Attend client premise, all hands weekly disbursement meeting, respond to creditor request and review payments to be made to SSCS team, call with D. McLeod.	3.1
8/8/2024	DeLottinville, Sean	Review and respond to bidder queries, emails/dcw management re: same.	4.7
8/8/2024	Gao, Peiqi	[REDACTED]	5.0
8/8/2024	Dave, Sumit	Attending disbursement meeting, discussion with T. Ambachtsheer, and R. Nedarur on Variances identified; Approving expenses for August 8, 2024.	7.6
8/8/2024	Sleeth, Jorden	[REDACTED], draft memo for TGF and Dentons; [REDACTED]	1.5
8/8/2024	Sleeth, Jorden	Call with RVB, R. Nedadur, T. Ambachtsheer re: HST audit, Variance analysis; [REDACTED]; detailed review of Variance analysis report and provide comments; [REDACTED]	1.6
8/8/2024	Hamam, Paul	Buyer calls, discussions with SD re: info requests and responses.	1.0
8/8/2024	Ambachtsheer, Todd	Review cash flow reporting; call with BMO; disbursement meeting	3.5
8/9/2024	Sleeth, Jorden	Various - call with J. Gil (BMO) re: SISP, KERP, other updates; review variance analysis.	0.8
8/9/2024	DeLottinville, Sean	Buyer Q&A, discussions with management	7.3
8/9/2024	Robbins, Zachary	[REDACTED]	7.0
8/9/2024	Gao, Peiqi	Equipment listing, management calls, internal call, file to upload	5.5
8/9/2024	Hong, Matthew	[REDACTED]	2.8
8/9/2024	Dave, Sumit	Approving expenses for August 9, 2024; Discussion with J. Sleeth on changes to variance reporting, [REDACTED]	3.7
8/9/2024	Sleeth, Jorden	SISP - Updates to TGF and SISP team [REDACTED]	1.0
8/9/2024	Hamam, Paul	Buyer calls, discussions with SD re: info requests and responses.	1.0
8/9/2024	Ambachtsheer, Todd	Finalize variance analysis	1.2
Total			111.2



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8005089226

Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: August 21, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 122893605RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 07, 2024 for the period to August 17, 2024.

Please see attached appendices for details.

HST applicable 63,222.50

Expense

Out-of-pocket Expenses

Taxi, Car rentals, Fuel, Courier

HST applicable 1,323.41
Administrative Expense 1,896.68

Sales Tax

HST at 13.00 % 8,637.54

Total Amount Due (CAD) 75,080.13

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8005089226

August 21, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8005089226	75,080.13	Payment for invoice 8005089226

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567C

PO Box 4567, Stn A

Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567U

PO Box 4567, Stn A

Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	9.8	900.00	8,820.00
Ambachtsheer, Todd	Partner	Monitor	24.1	900.00	21,690.00
Hamam, Paul	Senior Managing Director	SISP	5.0	900.00	4,500.00
Dave, Sumit	Manager	Monitor	15.1	500.00	7,550.00
Lin, Mu-Shan Martin	Manager	Monitor	9.4	500.00	4,700.00
Hong, Matthew	Staff	Monitor	18.4	375.00	6,900.00
Robbins, Zachary	Staff	SISP	4.0	375.00	1,500.00
Gao, Peiqi	Staff	SISP	31.0	375.00	11,625.00
Roter, Zac	Staff	SISP	2.5	375.00	937.50
Total Professional Hours and Fees			119.3		68,222.50
Courtesy discount					(5,000.00)
Out-of-pocket Expenses - taxi, car rentals, fuel, courier					1,323.41
Total Fees and Expenses (CAD)					64,545.91



Appendix #2
Work performed up to August 17, 2024

Date	Name	Narrative	Hours
7/29/2024	Ambachtsheer, Todd	Weekly call; cash flow discussions;	2.4
7/30/2024	Ambachtsheer, Todd	Disbursement call; discuss variance analysis;	3.1
7/31/2024	Ambachtsheer, Todd	Discuss LC; cash flow discussions; variance review	1.4
8/1/2024	Ambachtsheer, Todd	Disbursement call; discuss cash flows and L/C; review and finalize variance analysis	2.7
8/2/2024	Ambachtsheer, Todd	Monitor team discussion; discuss SISP	1.8
8/12/2024	Hong, Matthew	Attend client premise; review payment approvals for August 12, discussion with S. Dave re. insurance payments made by SSCS, SG&A actuals breakdown	2.9
8/12/2024	Sleeth, Jorden	[REDACTED]	1.8
8/12/2024	Roter, Zac	Call to discuss information requests outstanding for buyer to submit their bid	1.0
8/12/2024	Hamam, Paul	Due diligence request list call with Rob and Ramesh.	1.2
8/12/2024	Gao, Peiqi	[REDACTED]	7.7
8/12/2024	Ambachtsheer, Todd	Discuss amount owing to trucker; cash flow and disbursement discussions	2.3
8/12/2024	Dave, Sumit	Approving expenses for the week ended August 12, 2024; preparing actual cash flows for week ended August 11 and preparing variance analysis comparing it to the budget.	7.8
8/13/2024	Sleeth, Jorden	[REDACTED]	2.0
8/13/2024	Hong, Matthew	Attend client premise; internal call with J.Sleeth, T.Ambachtsheer, and S.Dave re. revised cash flow and other items, call with S.Dave and M. Lin re. updated cash flow deliverable, consolidate transactions from cash flow	2.8
8/13/2024	Lin, Mu-Shan Martin	Discuss CFF and Monitor's Report with Deloitte team. Review variance analysis. Call S. Dave re. variance analysis. Email M. Hong re. transactions tracking.	4.2
8/13/2024	Robbins, Zachary	Create DD schedules and review responses to buyer questions	2.0
8/13/2024	Roter, Zac	Daily touchpoint and dataroom uploading/file cleaning	0.7

Date	Name	Narrative	Hours
8/13/2024	Hamam, Paul	[REDACTED]	0.8
8/13/2024	Gao, Peiqi	[REDACTED]	8.3
8/13/2024	Ambachtsheer, Todd	Discuss variance analysis and cash flows; discuss necessary model updates	3.1
8/13/2024	Sleeth, Jorden	Call with Monitor team re: projected cash flow Sept 30-Dec 31	0.6
8/13/2024	Dave, Sumit	Attending disbursement meeting; approving expenses for August 13, 2024; discussions with N. Ahmed on variances and unpaid leases; discussions with M. Lin on variances.	7.3
8/14/2024	Lin, Mu-Shan Martin	Call S. Dave re. variance analysis. Address comments on the variance analysis. Finalize variance for mail out.	3.2
8/14/2024	Hong, Matthew	Attend client premise; consolidate and reconcile bank statement entries, call with creditor re. cold storage inventory	4.4
8/14/2024	Robbins, Zachary	Responding to buyer questions and schedule creation	2.0
8/14/2024	Gao, Peiqi	[REDACTED]	5.0
8/14/2024	Ambachtsheer, Todd	Review variance analysis; discussions re: diligence materials; review variance analysis	1.9
8/14/2024	Sleeth, Jorden	[REDACTED]	0.8
8/15/2024	Roter, Zac	Daily touchpoint and dataroom uploading/file cleaning	0.8
8/15/2024	Hong, Matthew	[REDACTED]	1.1
8/15/2024	Hamam, Paul	[REDACTED]	1.0
8/15/2024	Gao, Peiqi	[REDACTED]	7.5
8/15/2024	Ambachtsheer, Todd	Disbursement call; [REDACTED]; final review and send variance analysis	2.6
8/15/2024	Sleeth, Jorden	ERV considerations - review variance analysis, balance sheets, memo to monitor team re: ERV analysis	1.0
8/15/2024	Sleeth, Jorden	[REDACTED]	2.1
8/16/2024	Hamam, Paul	[REDACTED]	2.0
8/16/2024	Lin, Mu-Shan Martin	[REDACTED]	2.0

Date	Name	Narrative	Hours
8/16/2024	Gao, Peiqi	[REDACTED], internal discussion	2.5
8/16/2024	Hong, Matthew	[REDACTED]	7.2
8/16/2024	Ambachtsheer, Todd	[REDACTED]; discuss cash flow	2.8
8/16/2024	Sleeth, Jorden	[REDACTED]; call with J. Gil (BMO)	0.8
8/16/2024	Sleeth, Jorden	[REDACTED]	0.7
Total			119.3



ATTN: Rob Vanden Broek
Eastern Meat Solutions Inc.
5090 Explorer Drive,
Suite 203
Mississauga ON L4W 4T9
Canada

Invoice 8005153499

Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: September 11, 2024
Client No.: 1123210
WBS#: EAS00748
Engagement Partner: Jorden Sleeth

GST/HST Registration: 122893605RT0001
QST Registration: 1012314163TQ0001

For professional services rendered

Fees

In connection to our engagement letter dated May 7, 2024 for the period to August 31, 2024.

Please see attached appendices.

HST applicable 88,140.00

Expense

Out-of-pocket Expenses - Taxi, Car rentals, Fuel, Mileage, Telephone.

HST applicable 758.08
Administrative Expense 2,644.20

Sales Tax

HST at 13.00 % 11,900.50

Total Amount Due (CAD) 103,442.78

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8005153499

September 11, 2024

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Eastern Meat Solutions Inc.	1123210	8005153499	103,442.78	Payment for invoice 8005153499

Contact:

Please send payment confirmation by email to: receivablesdebiturs@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Role	Hours	Rate	Amount
Sleeth, Jorden	Partner	Monitor	15.5	900.00	13,950.00
Hamam, Paul	Senior Managing Director	SISP	3.8	900.00	3,420.00
Lin, Mu-Shan Martin	Senior Manager	Monitor	2.6	600.00	1,560.00
Lin, Mu-Shan Martin	Manager	Monitor	21.2	500.00	10,600.00
DeLottinville, Sean	Executive Director	SISP	4.0	600.00	2,400.00
Brown, Rose	Manager	Monitor	0.3	500.00	150.00
Dave, Sumit	Manager	Monitor	70.9	500.00	35,450.00
Hong, Matthew	Staff	Monitor	48.2	375.00	18,075.00
Robbins, Zachary	Staff	SISP	2.0	375.00	750.00
Gao, Peiqi	Staff	SISP	1.0	375.00	375.00
Roter, Zac	Staff	SISP	3.6	375.00	1,350.00
Conorton, Laura	Administrative Staff	Monitor	0.3	200.00	60.00
Total Professional Hours and Fees			173.4		88,140.00
Out-of-pocket Expenses - taxi, car rentals, fuel, mileage, telephone					758.08
Total Fees and Expenses (CAD)					88,898.08



Appendix #2
Work performed up to August 31, 2024

Date	Name	Narrative	Hours
8/19/2024	Hamam, Paul	[REDACTED]	0.5
8/19/2024	Lin, Mu-Shan Martin	[REDACTED] Attend team status call. Prepare the Second Monitor Report. Attend client site.	6.3
8/19/2024	Sleeth, Jorden	[REDACTED]	1.2
8/19/2024	Dave, Sumit	Approving expenses for August 19, 2024; preparing actual cash flows for the period ended Aug 18 and variance analysis;.	8.3
8/20/2024	Hamam, Paul	[REDACTED]	1.4
8/20/2024	Hong, Matthew	Attend client premise; all hands weekly disbursement meeting; [REDACTED]	7.1
8/20/2024	Roter, Zac	[REDACTED]	0.6
8/20/2024	Lin, Mu-Shan Martin	[REDACTED]	2.5
8/20/2024	Sleeth, Jorden	[REDACTED]	1.5
8/20/2024	Sleeth, Jorden	Update call with with A MacFarlane re: SISP status	0.3
8/20/2024	Dave, Sumit	Attending disbursement meeting; approving expenses for August 20, 2024; discussing variance analysis with M. Lin, and N. Ahmed.	7.6
8/21/2024	Lin, Mu-Shan Martin	[REDACTED] Discuss the same with J. Sleeth and M. Hong. Review variance analysis. Discuss the same with S. Dave. Attend client site. [REDACTED]	7.2
8/21/2024	Roter, Zac	Facilitation of buyer requests in CDD phase and APA review	2.0
8/21/2024	Hong, Matthew	Attend client premise; ERV analysis, discussion with D. Feregotto re. SSCS	9.3
8/21/2024	Sleeth, Jorden	[REDACTED]	0.8
8/21/2024	Sleeth, Jorden	Status call with M. Lin, M. Hong and S. Dave	0.5
8/21/2024	Hamam, Paul		0.4

Date	Name	Narrative	Hours
8/21/2024	Dave, Sumit	Approving expenses for Aug 21, 2024; discussing variance analysis with R. Nedarur; other discussions with R. Nedarur regarding insurance receipts.	7.7
8/22/2024	Roter, Zac	[REDACTED]	0.5
8/22/2024	Hong, Matthew	[REDACTED] respond to various client emails	6.6
8/22/2024	Lin, Mu-Shan Martin	Prepare the Second Monitor Report.	5.2
8/22/2024	Sleeth, Jorden	[REDACTED]	2.2
8/22/2024	Sleeth, Jorden	[REDACTED]	1.0
8/22/2024	Hamam, Paul	[REDACTED]	0.5
8/22/2024	Dave, Sumit	Attending disbursement meeting; approving expenses for Aug 22, 2024; Analysing historical payments for cash flow forecast; discussing A/R issue with N. Ahmed.	7.9
8/23/2024	Sleeth, Jorden	[REDACTED]	2.0
8/23/2024	Sleeth, Jorden	Review draft Monitor report, [REDACTED] [REDACTED]	2.0
8/23/2024	Hong, Matthew	Attend client premise; [REDACTED] [REDACTED] update cash flow forecast	5.4
8/23/2024	Dave, Sumit	Payment approvals for Aug 23, 2024; working on cash flow forecast; [REDACTED] [REDACTED]	8.1
8/26/2024	Lin, Mu-Shan Martin	Attend client site. [REDACTED]	0.8
8/26/2024	Hong, Matthew	Attend client premise, detailed breakdown of cash flow	6.7
8/26/2024	Sleeth, Jorden	[REDACTED]	0.3
8/26/2024	Sleeth, Jorden	[REDACTED]	1.0
8/26/2024	Dave, Sumit	Approving expenses for Aug 26, 2024; preparing cash flows from bank statement as of August 25, 2024	7.8
8/27/2024	Hong, Matthew	Attend client premise, call with creditors re. outstanding payments, consolidated cash flow, agency analysis, all hands disbursement meeting	6.4
8/27/2024	Hamam, Paul		1.0

Date	Name	Narrative	Hours
8/27/2024	DeLottinville, Sean	[REDACTED]	2.0
8/27/2024	Sleeth, Jorden	[REDACTED]	1.0
8/27/2024	Sleeth, Jorden	[REDACTED]	0.5
8/27/2024	Dave, Sumit	Approving expenses for Aug 27, 2024; preparing variance analysis as of August 25, 2024; attending disbursement meeting; Discussions with R. Nedarur and A. Ahmed.	8.1
8/28/2024	Brown, Rose	Trust Bank Adm - Request banking print out to confirm incoming wire, Prepare Banking Folders.	0.3
8/28/2024	Lin, Mu-Shan Martin	Review variance analysis and leave comments. Team status call.	1.8
8/28/2024	Robbins, Zachary	[REDACTED]	2.0
8/28/2024	Hong, Matthew	Attend client premise, detailed analysis of consolidated cash flow, respond to creditor request, internal call with J. Sleeth, M.Lin, and D. Sumit, review confed agreement	5.5
8/28/2024	DeLottinville, Sean	[REDACTED]	1.0
8/28/2024	Gao, Peiqi	Internal touchpoint	0.5
8/28/2024	Roter, Zac	Internal status update meeting.	0.5
8/28/2024	Sleeth, Jorden	[REDACTED]	0.8
8/28/2024	Dave, Sumit	Approving expenses for Aug 28, 2024; discussing variances with R. Nedarur, J. Fornear, and M. Lin; Discussions with R. Nedarur and A. Ahmed regarding insurance; develop new cash flow, variance analysis.	7.7
8/29/2024	Conorton, Laura	Correspondence with bank and team on receipt of funds	0.3
8/29/2024	Hong, Matthew	Attend client premise; weekly disbursement meeting; address creditor inquiries	1.2
8/29/2024	DeLottinville, Sean	[REDACTED]	1.0
8/29/2024	Gao, Peiqi	[REDACTED]	0.5
8/29/2024	Dave, Sumit	Approving expenses for Aug 29, 2024; attending disbursement meeting; Working on developing new cash flow forecast.	3.8
8/30/2024	Sleeth, Jorden	[REDACTED]	0.4
8/30/2024	Dave, Sumit	Approving expenses for Aug 30, 2024; preparing revised cash flow forecast, discussing assumptions with R. Nedarur	3.9
Total			173.4

This is Exhibit “C” referred to in the Affidavit of Jordan Sleeth
sworn September 19, 2024



Commissioner for Taking Affidavits (or as may be)

EXHIBIT "C"

Billing rates of Deloitte representatives acting during the Debtors' CCAA Proceedings
For the period May 5, 2024 to August 31, 2024

Name	Level	Role	Rate
Sleeth, Jorden	Partner	Monitor / SISP	900.00
Ambachtsheer, Todd	Partner	Monitor	900.00
Hamam, Paul	Senior Manager Director	SISP	900.00
Lin, Mu-Shan Martin ¹	Senior Manager	Monitor	600.00
Lin, Mu-Shan Martin ¹	Manager	Monitor	500.00
DeLottinville, Sean	Executive Director	SISP	600.00
Brown, Rose	Manager	Monitor	500.00
Dave, Sumit	Manager	Monitor	500.00
Hong, Matthew	Staff	Monitor	375.00
Robbins, Zachary	Staff	SISP	375.00
Gao, Peiqi	Staff	SISP	375.00
Roter, Zac	Staff	SISP	375.00
Ayotte, Mélanie	Administrative Staff	Monitor	200.00
Conorton, Laura	Administrative Staff	Monitor	200.00

¹Rate increased over engagement period as this practitioner was promoted in August 2024.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF EASTERN MEAT SOLUTIONS INC., SIERRA CUSTOM FOODS INC., SIERRA SUPPLY CHAIN SERVICES INC., SIERRA REALTY CORPORATION, RVB HOLDINGS INC., VANDENBROEK HOLDINGS (2008) INC., SIERRA REALTY CALGARY CORPORATION AND EASTERN MEAT SOLUTIONS (USA) CORP.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF JORDEN SLEETH

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON M5K 0A1
Fax: (416) 863-4592

Michael Schaffer (LSO# 39268J)
Tel: 416-863-4457
michael.schaffer@dentons.com

Robert J. Kennedy (LSO # 47407O)
Tel: (416) 367-6756
robert.kennedy@dentons.com

Valerie Cross (LSBC # 511475)
Tel: 1-604-648-6541
valerie.cross@dentons.com

Lawyers for Deloitte Restructuring Inc., the Monitor

Appendix “D”
to the Second Report of the Monitor

Court File No.: CV-24-00720622-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,
c. C-36, AS AMENDED

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
EASTERN MEAT SOLUTIONS INC., SIERRA CUSTOM FOODS INC., SIERRA
SUPPLY CHAIN SERVICES INC., SIERRA REALTY CORPORATION, RVB
HOLDINGS INC., VANDEN BROEK HOLDINGS (2008) INC., SIERRA REALTY
CALGARY CORPORATION AND EASTERN MEAT SOLUTIONS (USA) CORP.**

(the “**Applicants**”)

AFFIDAVIT OF ROBERT KENNEDY
(Sworn September 20, 2024)

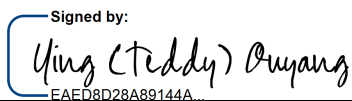
I, **ROBERT KENNEDY**, of the City of Pickering, in the Province of Ontario, **SWEAR**
AND SAY AS FOLLOWS:

1. I am a Partner with Dentons Canada LLP (“**Dentons**”), as such, I have knowledge of the matters to which I hereinafter depose.
2. Pursuant to the Amended and Restated Initial Order of Justice Penny granted May 31, 2024 (the “**Amended and Restated Initial Order**”), Deloitte Restructuring Inc. was appointed Monitor of Eastern Meat Solutions Inc., Sierra Custom Foods Inc., Sierra Supply Chain Services Inc., Sierra Realty Corporation, RVB Holdings Inc., Vanden Broek Holdings (2008) Inc., Sierra Realty Calgary Corporation, and Eastern Meat Solutions (USA) Corp. in the within proceedings (the “**Monitor**”).

3. The Monitor retained Dentons as counsel to advise it with regard to the matters related to its appointment and the exercise of its powers and performance of its duties.
4. The Amended and Restated Initial Order provides at paragraph 33 that the Monitor, and counsel to the Monitor, shall be paid their reasonable fees and disbursements at their standard rates and charges.
5. The Dentons fees and disbursements for the period of May 8, 2024 to August 31, 2024 (the “**Fee Period**”), are summarized in the invoices rendered to the Monitor (the “**Invoices**”). The Invoices are a fair and accurate description of the services provided, the disbursements incurred and the amounts charged by Dentons. I am advised by the Monitor that it has reviewed the Invoices and that it considers the fees and disbursements as fair and reasonable. A copy of the Invoices, with minor redactions to protect confidentiality, are attached and marked as **Exhibit “A”**.
6. Attached and marked as **Exhibit “B”** is a schedule summarizing the Invoices, the total billable hours charged, the total fees charged (both prior to and after the application of the applicable discount) along with the average hourly rate charged.
7. Attached and marked as **Exhibit “C”** is a schedule summarizing the respective years of call and standard billing rates of each of the solicitors at Dentons who acted for the Monitor.
8. The Dentons rates and disbursements are consistent with those in the market for these types of matters and have been previously approved by this Honourable Court in similar proceedings.

9. I make this affidavit in support of the motion for, among other things, approval of the fees and disbursements of Dentons and for no other or improper purpose.

SWORN by video conference by Robert Kennedy of the City of Pickering in Province of Ontario, before me at the City of Toronto in the Province of Ontario on September 20, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

Signed by:

EAED8D28A89144A...

Commissioner for Taking Affidavits
Ying Ouyang (LSO # P11287)

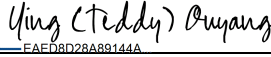
Signed by:

54FD26D7145748A...

ROBERT KENNEDY

THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF ROBERT KENNEDY SWORN
BEFORE ME THIS 20th DAY OF SEPTEMBER, 2024.

Signed by:


FAED8D28A89144A

A Commissioner for Taking Affidavits, etc.

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Deloitte Restructuring Inc.
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9
Canada
Attention: Jorden Sleeth
Senior Vice President

INVOICE # 3852102

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
May 28, 2024	569588-000017	Robert Kennedy

**Deloitte Restructuring Inc.
Re: Eastern Meat Solutions Inc.**

Professional Fees	\$ 86,422.50
Less: Discount	(1,422.50)
Net Professional Fees	\$ 85,000.00
HST (13.0%) on \$85,000.00	11,050.00
Total Amount Due	<u>\$ 96,050.00 CAD</u>

Payment Options:

Cheques:

Cheques payable to Dentons Canada LLP
and mailed to the following address:
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
reference your payee account number (client ID) as 569588. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Wire Transfer / EFT:

Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	ID	Description of Work	Hours
08-May-24	RJK	Correspondence to and from Jorden Sleeth.	0.2
09-May-24	SL	[REDACTED]	2.1
09-May-24	VC	[REDACTED]	0.3
09-May-24	RJK	Various correspondence to and from Jorden Sleeth. Conversation with Rebecca Kennedy re: restructuring matters. Conversation with Jorden Sleeth re: next steps. Review correspondence from Jorden Sleeth. Review attachments. [REDACTED] Conference with Valerie Cross.	2.4
10-May-24	SL	[REDACTED]	3.5
10-May-24	VC	[REDACTED]	1.0
10-May-24	RJK	Review company materials. Review Grant Thornton report. Conference with Mike Schafler and Valerie Cross. [REDACTED]	3.3
11-May-24	RJK	Continue review of materials. Conversation with Rebecca Kennedy.	2.2
13-May-24	SL	[REDACTED]	1.1
13-May-24	MDS	Meeting with clients to discuss draft order, next steps. Review materials.	0.6
13-May-24	VC	Call with Rob Kennedy re filing. [REDACTED]	0.5
13-May-24	RJK	Review file materials. Review draft initial order. Preparation for conference call with Deloitte. Attend conference call with Deloitte. Review initial affidavit. Various correspondence to and from Jorden Sleeth and Todd Ambachtsheer. Conversation with Rebecca Kennedy re: CCAA materials. Correspondence to Rebecca Kennedy, DJ Miller and Adam Drieger re: CCAA materials.	2.8
14-May-24	SL	[REDACTED]	2.5
14-May-24	VC	[REDACTED]	2.1
14-May-24	RJK	Review motion materials. Correspondence to and from Jorden Sleeth. Review file documentation. Various conversations with Jorden Sleeth re: CCAA matters. Review correspondence from Valerie Cross. Review draft initial order.	2.2
15-May-24	SL	[REDACTED]	0.3

DENTONS CANADA LLP

Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3852102

Page 3 of 6

Matter # 569588-000017

Date	ID	Description of Work	Hours
15-May-24	SL	Drafting consent to act as proposed monitor for Deloitte.	0.8
15-May-24	MDS	Reviewing various draft materials.	0.7
15-May-24	VC	Review further revisions to affidavit. Conference with Rob Kennedy on same.	1.5
15-May-24	RJK	Review correspondence from Todd Ambachtsheer. Review summary re: charges. Conference with Valerie Cross. Review revised Affidavit.	1.6
16-May-24	SL	[REDACTED]	3.3
16-May-24	SL	Revising and finalizing consent to act as proposed monitor for Deloitte.	0.5
16-May-24	MDS	Reviewing and commenting on draft monitor's report. Emails with team regarding various pre-filing matters.	0.8
16-May-24	VC	Review further revised affidavit and provide further comments. Review and revise draft monitor's report. Review and revise initial communications.	3.8
16-May-24	RJK	Review revised affidavit. Conference with Valerie Cross re: affidavit and initial order. Various correspondence to and from Jorden Sleeth. Review draft consent. Review correspondence from Todd Ambachtsheer re: consent. Review correspondence from Jorden Sleeth re: affidavit. Review revisions. Correspondence from and to Valerie Cross. Review correspondence from Todd Ambachtsheer. Conversation with Todd Ambachtsheer. Review draft report. Conference with Valerie Cross and Mike Schafler. Work on pre-filing report. Review comments from Mike Schafler and Valerie Cross. Compile comments.	4.4
17-May-24	SL	Reviewing and revising letters to customers.	1.1
17-May-24	SL	[REDACTED]	0.5
17-May-24	SL	[REDACTED]	1.8
17-May-24	VC	Emails re report, consent to act and communications with monitor and debtor. Attend call with Deloitte and debtor re finalizing materials. Conference with associate on set-off research.	4.1
17-May-24	RJK	Work on Monitor's pre-filing report. Various correspondence to and from Jorden Sleeth. Conference with Valerie Cross re: CCAA materials. Review executed consent. Review revised initial order. Review correspondence from Todd Ambachtsheer. Review and work on revised pre-filing report. Attend conference call re: CCAA materials. Review correspondence from Todd Ambachtsheer re: cash flows. Review cash flow. Review further revised Monitor's pre-filing report. Review draft communications. Review correspondence from Valerie Cross. Review correspondence from Alex McFarlane. Review correspondence from DJ Miller. Review revised pre-filing report. Attend conference call with company counsel. Review correspondence to Justice Penny.	4.2
18-May-24	SL	[REDACTED]	2.2
18-May-24	MDS	Reviewing affidavit and related materials for hearing next week.	1.0

DENTONS CANADA LLP

Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3852102

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Matter # 569588-000017

Date	ID	Description of Work	Hours
18-May-24	RJK	Conversation with Rebecca Kennedy re: pre-filing report. Review correspondence from Jorden Sleeth. Review draft pre-filing report.	0.8
19-May-24	SL	[REDACTED]	4.1
19-May-24	VC	Emails with Deloitte and TGF to finalize court materials. Review further revised monitor's report and comment. Review and revise factum. Review and revise additional customer comms.	3.3
19-May-24	RJK	Review correspondence from Mike Schafler. Review correspondence from Todd Ambachtsheer. Review correspondence from Jorden Sleeth. Review and consider revisions. Review correspondence from Valerie Cross. Review correspondence from Jorden Sleeth. Review correspondence from Valerie Cross re: affidavit. Review correspondence from Jorden Sleeth. Review revised report. Review draft factum.	1.7
20-May-24	SL	[REDACTED]	1.7
20-May-24	MDS	Reviewing revised Monitor's Report, Factum and related emails during the course of the day, all relating to tomorrow's intended filing.	1.3
20-May-24	VC	Emails re factum with TGF; emails re communications with Deloitte. Review pleadings and prepare for court. Review further updates on monitor's report, employees and cold storage. Emails with Deloitte and TGF to finalize cash flow and court materials.	3.7
20-May-24	VC	Emails with Deloitte and TGF to finalize court materials. Review further revised monitor's report and comment. Review and revise factum. Review and revise additional customer communications.	0.3
20-May-24	RJK	Review various correspondence re: factum. Review factum. Review various correspondence re: motion materials. Review correspondence from Jorden Sleeth re: communications. Work on pre-filing report. Review cash flow. Conference with Valerie Cross.	2.1
21-May-24	SL	Hearing for application of initial order before Justice Penny.	0.5
21-May-24	SL	[REDACTED]	0.9
21-May-24	SL	[REDACTED]	0.3
21-May-24	MDS	Prepare (including meeting with team and reviewing updated materials) and attend on filing application.	1.7
21-May-24	VC	[REDACTED] Review caselines and prepare report for uploading. Review further revised preliminary report and update for filing. Circulate report. Emails with TGF re service of materials. Attend hearing.	3.5
21-May-24	RJK	Review revised report. Review cash flows. Conversation with Rebecca Kennedy re: CCAA materials. Review revised cash flows. Conversation with Jorden Sleeth (x2). Conference with Mike Schafler. Preparation for initial order motion. Attend conference call re: CCAA motion. Attend motion. Conference with Valerie Cross re: CCAA matters (x2).	4.4
22-May-24	SL	Saving and organizing client document to file.	0.1
22-May-24	SL	Reviewing EMS Globe and Mail Newspaper Ad.	0.4

DENTONS CANADA LLP

Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3852102

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Matter # 569588-000017

Date	ID	Description of Work	Hours
22-May-24	SL	[REDACTED]	0.2
22-May-24	VC	Circulate report to service list. Update service list. Update call with debtor counsel and monitor. Emails with monitor on various employment issues.	1.4
22-May-24	RJK	Review correspondence from Adam Drieger. Review Order and endorsement. Review various correspondence re: service of Court materials. Attend conference call re: CCAA matters. Conversation with Jorden Sleeth re: DIP term sheet terms. [REDACTED] [REDACTED] Review various correspondence re: pre-filing claims.	1.5
23-May-24	SL	Reviewing Deloitte's notice to creditors of CCAA filing and revising same.	0.6
23-May-24	SL	Commissioning affidavit of service for Teddy Ouyang.	0.1
23-May-24	RJK	Review correspondence from Matt Hong. Review draft notice of creditors. Review correspondence from Adam Drieger. Review draft SISP. Review and consider draft DIP term sheet. Review correspondence from Todd Ambachtsheer. Review correspondence [REDACTED] Consider ARIO motion matters.	3.4
24-May-24	SL	Review SISP.	0.2
24-May-24	SL	[REDACTED]	1.5
24-May-24	SL	Saving and organizing documents related to the comeback hearing in file.	0.4
24-May-24	VC	Call with Rob Kennedy re file developments. Call with Deloitte re DIP. Review and revise SISP. Review DIP comments. Review Sierra meeting materials.	3.9
24-May-24	RJK	Review report. Review draft SISP. Review correspondence from Todd Ambachtsheer. Review DIP term sheet. Various conversations with Jorden Sleeth re: DIP and SISP. Various conversations with Todd Ambachtsheer. re: DIP and SISP. Review various correspondence [REDACTED] [REDACTED]. Conversation with Rebecca Kennedy. Consider DIP terms. Revise SISP. Review various correspondence [REDACTED] Attend conference call [REDACTED] [REDACTED]	4.4
Total			107.8

Timekeeper	Hours	Rate	Fees
Michael Schafner	6.1	1,070.00	6,527.00
Robert Kennedy	41.6	1,030.00	42,848.00
Sarah Lam	30.7	455.00	13,968.50
Valerie Cross	29.4	785.00	23,079.00
Total	107.8		\$86,422.50

TOTAL PROFESSIONAL FEES**\$ 86,422.50****Less: Discount****(1,422.50)****NET PROFESSIONAL FEES****\$ 85,000.00**

\$ 96,050.00 CAD

DENTONS

Dentons Canada LLP
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 Toronto-Dominion Centre
 Toronto, ON, Canada M5K 0A1

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 F 416 863 4592

dentons.com

Deloitte Restructuring Inc.
 8 Adelaide Street West, Suite 200
 Toronto ON M5H 0A9
 Canada
 Attention: Jorden Sleeth
 Senior Vice President

INVOICE # 3858474

GST/HST # R121996078
 QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
June 14, 2024	569588-000017	Robert Kennedy

**Deloitte Restructuring Inc.
 Re: Eastern Meat Solutions Inc.**

Professional Fees	\$ 69,498.50
Less: Discount	(1,498.50)
Net Professional Fees	\$ 68,000.00
HST (13.0%) on \$68,000.00	8,840.00
Total Amount Due	<u>\$ 76,840.00 CAD</u>

Payment Options:

Cheques:

Cheques payable to Dentons Canada LLP
 and mailed to the following address:
 77 King Street West, Suite 400
 Toronto-Dominion Centre
 Toronto, ON Canada M5K 0A1

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
 You will require your invoice number and amount to pay.

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
 referencing invoice number in message. Auto-deposit
 is setup on our accounts and therefore no password
 required.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
 reference your payee account number (client ID) as 569588. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Wire Transfer / EFT:

Bank of Montreal
 1st Canadian Place, Toronto, ON M5X 1A3
 Swift Code: BOFMCAM2

Bank ID: 001 Transit: 00022
 CAD Funds Bank Account: 0004-324 (or 00020004324)
 Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
 Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	ID	Description of Work	Hours
25-May-24	RJK	Review various correspondence re: SISP. Review revised SISP. Work on SISP. Correspondence to Adam Drieger. Review correspondence re: Yorkshire. Correspondence to Adam Drieger re: Yorkshire. Review draft SISP Order. correspondence to Jordan Sleeth and Todd Ambachtsheer. Correspondence to Adam Drieger re: SISP Order.	2.1
26-May-24	VC	Attend to emails with Deloitte on ARIO, SISP and DIP.	0.3
26-May-24	RJK	Work on comments re: ARIO. Correspondence to Jordan Sleeth and Todd Ambachtsheer. Review correspondence from Todd Ambachtsheer. Correspondence to Todd Ambachtsheer. Review DIP term sheet and cash flows. Review draft affidavit.	1.9
27-May-24	KP	Review draft termination letter. Email correspondence to Valerie Cross providing feedback on termination letter.	1.1
27-May-24	SL	Review and work on numerous EMS and Sierra documents, as well as other documents, in connection with the comeback hearing, to the file.	1.3
27-May-24	SL	[REDACTED]	4.2
27-May-24	MDS	Reviewing draft correspondence, come back affidavit, related emails.	0.3
27-May-24	VC	Attend call with TGF and Deloitte re DIP. Attend call with BLG re DIP. [REDACTED] [REDACTED] Review further revised SISP. Emails with employment team. Attend subsequent call with BMO. Drafty supplier letter. Emails with TGF re same. Emails with FF counsel.	8.5
27-May-24	RJK	Review correspondence from Howard Silverman. Review revised term sheet. [REDACTED] [REDACTED] Conversation with Rebecca Kennedy re: DIP term sheet. Various correspondence to and from Jordan Sleeth. Attend conference call with TGF re: DIP term sheet. [REDACTED] [REDACTED] Attend conference call with BLG. Correspondence to and from Jordan Sleeth re: stand-by fee cost. Review BMO call agenda. Review and revise draft affidavit. Various correspondence to and from Deloitte re: motion materials. Review various correspondence re: Yorkshire. Various conversations with Jordan Sleeth. Review template termination letter. Conference with Valerie Cross [REDACTED] Review various correspondence [REDACTED] Review various correspondence [REDACTED] Review various correspondence [REDACTED] Review revised DIP term sheet. Review correspondence from Alex MacFarlane re: DIP term sheet and ARIO. Review draft correspondence [REDACTED] Review revised ARIO. Preparation for conference call with BMO. Conversation with Jordan Sleeth. Attend conference call with representatives of BMO and BLG. Various correspondence to and from Alex MacFarlane. Review	6.8

Date	ID	Description of Work	Hours
		correspondence from Howard Silverman. Conversation with Rebecca Kennedy. Review various correspondence re: revised DIP term sheet. Review revised DIP term sheet. Review various correspondence re: supplier correspondence. Review correspondence from Tom Heliotis. Review correspondence from Rob Vanden Broek. Review correspondence re: default and notice provisions.	
28-May-24	SL	[REDACTED]	0.4
28-May-24	SL	[REDACTED]	0.3
28-May-24	SL	Saving documents, in connection with comeback hearing, to file.	0.4
28-May-24	MDS	Discussion with Robert Kennedy and, later, Company counsel as to privilege protocol and come back hearing. Further review of materials.	0.8
28-May-24	VC	[REDACTED] Emails [REDACTED] Review and revise draft monitor's report. Conference with Rob Kennedy [REDACTED] Emails with TGF re same. Review further revised monitor's report.	4.2
28-May-24	RJK	Review various correspondence re: supplier matters. Work on supplier matters. Conference with Valerie Cross. Review draft first report. Conference with Valerie Cross re: first report. Work on suppliers letter. Review correspondence from Virginie Gauthier. [REDACTED] [REDACTED] Review revised DIP term sheet. Various correspondence to and from Rebecca Kennedy and Adam Drieger. Attend to Court matters re: initial order materials. Review company motion record re: ARIO motion. [REDACTED] [REDACTED] Review initial comments on Monitor's Report. Review revised cash flow. Work on Monitor's Report.	6.8
29-May-24	SL	Saving and organizing to the file, various drafts of documents, in connection with the comeback hearing as well as letters to suppliers.	0.5
29-May-24	SL	[REDACTED]	0.9
29-May-24	SL	[REDACTED]	1.6
29-May-24	VC	Cashflows call with TGF and Deloitte. Review revised report and provide comments. Emails with Sierra counsel. [REDACTED] [REDACTED] Draft new letters to various critical suppliers.	5.5
29-May-24	RJK	Review correspondence from Virigine Gauthier. Review correspondence from Rebecca Kennedy. Review cash flows. Work on Monitor's Report. Correspondence to Jorden Sleeth and Todd Ambachtsheer re: Monitor's Report. Review correspondence from Jorden Sleeth [REDACTED] Conference with Val Cross. Review various correspondence re: supplier matters. Review correspondence from Todd Ambachtsheer [REDACTED] [REDACTED] Review correspondence [REDACTED] Conference with Val Cross re: administration matters. Review various correspondence [REDACTED] [REDACTED] Review correspondence from Martin Lin. Review correspondence from Caroline Tardif. Review service list. Review	5.3

Date	ID	Description of Work	Hours
		correspondence from Shurabi Srikaruna. Review factum. Conversation with Jorden Sleeth. Review correspondence from Adam Drieger. Review comments on Monitor's First Report. Review update on supplier matters. Review correspondence from DJ Miller. [REDACTED] [REDACTED] Review revised cash flow.	
30-May-24	RA	Receive and review email from Valerie Cross. Conducting NUANs and corporate searches with respect to Ajit Transport Inc. Receive, review, compile and forward same. Correspondence with summary of same. Various correspondence regarding the foregoing.	0.5
30-May-24	SL	[REDACTED]	1.2
30-May-24	SL	[REDACTED]	0.3
30-May-24	SL	[REDACTED]	2.2
30-May-24	SL	Reviewing First Report and Appendix.	0.6
30-May-24	SL	Updating service list and circulating same.	0.5
30-May-24	MDS	Reviewing materials ahead of tomorrow's comeback motion.	0.6
30-May-24	VC	Review further revised report and provide comments. Review new cash flow and notes and provide comments. Review revised supplier letters and share with company. Emails to counsel of other suppliers. Call with [REDACTED] Finalize and serve report. [REDACTED] Review revised ARIO. Prepare for court hearing: read factum and motion record.	9.0
30-May-24	RJK	Review revisions to monitor's report. Review correspondence from Jorden Sleeth. Conversation with Jorden Sleeth re: monitor's report. Work on Monitor's report. Correspondence to Jorden Sleeth and Todd Ambachtsheer. Conference with Valerie Cross re: monitor's report and other matters. Review various correspondence re: supplier correspondence. Review correspondence from Todd Ambachtsheer [REDACTED] [REDACTED] Review cash flows. Conversation with Jorden Sleeth re: finalizing Monitor's report (x2). Correspondence from and to Valerie Cross re: monitor's report. Review correspondence from Martin Lin. Review finalized Monitor's report. Conference with Amanda Campbell re: finalizing and serving Monitor's report. Review various correspondence [REDACTED] Review correspondence from Shurabi Srikaruna. Review correspondence from Caroline Tardif. Review various correspondence [REDACTED] [REDACTED] Review correspondence from James Sculthorpe. Conversation with Rebecca Kennedy re: ARIO motion. Conference with Valerie Cross. Preparation for motion.	5.3
31-May-24	SL	[REDACTED] [REDACTED] Attending comeback hearing before Justice Penny and taking notes during same. [REDACTED] [REDACTED]	1.9

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Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3858474

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Matter # 569588-000017

Date	ID	Description of Work	Hours
31-May-24	MDS	Prepare for and attend on come back hearing. Later, review and consider correspondence from Exceldor.	0.6
31-May-24	VC	Prepare for and attend court and court debrief meeting. [REDACTED] Review and revise Maple Leaf contract further. Emails re Exceldor. [REDACTED]	3.9
31-May-24	RJK	Review motion materials, monitor's report and preparation for motion. Conference with Valerie Cross. Attend preparation call. [REDACTED] [REDACTED] Conversation with Rebecca Kennedy. Attend motion. [REDACTED] [REDACTED] Conference with Valerie Cross. Review correspondence from DJ Miller. Review correspondence from Commercial List. Review endorsement and Order. Review correspondence from Caroline Tardif. [REDACTED] [REDACTED]	4.9
Total			84.7

Timekeeper	Hours	Rate	Fees
Karina Pylypczuk	1.1	665.00	731.50
Michael Schafler	2.3	1,070.00	2,461.00
Rennie Ali	0.5	295.00	147.50
Robert Kennedy	33.1	1,030.00	34,093.00
Sarah Lam	16.3	455.00	7,416.50
Valerie Cross	31.4	785.00	24,649.00
Total	84.7		\$69,498.50

TOTAL PROFESSIONAL FEES	\$ 69,498.50
Less: Discount	(1,498.50)
NET PROFESSIONAL FEES	\$ 68,000.00

TAXES

HST (13.0%) on Professional Fees of \$68,000.00 \$ 8,840.00

TOTAL TAXES **8,840.00****TOTAL AMOUNT DUE** **\$ 76,840.00 CAD**

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Deloitte Restructuring Inc.
 8 Adelaide Street West, Suite 200
 Toronto ON M5H 0A9
 Canada
 Attention: Jorden Sleeth
 Senior Vice President

INVOICE # 3860250

GST/HST # R121996078
 QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
June 30, 2024	569588-000017	Robert Kennedy

**Deloitte Restructuring Inc.
 Re: Eastern Meat Solutions Inc.**

Professional Fees	\$ 51,463.00
Less: Discount	(1,463.00)
Net Professional Fees	\$ 50,000.00
Disbursements	80.30
HST (13.0%) on \$50,080.30	6,510.44
Total Amount Due	<u>\$ 56,590.74 CAD</u>

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Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	ID	Description of Work	Hours
01-Jun-24	VC	[REDACTED]	0.2
02-Jun-24	VC	[REDACTED] Call with Rob Kennedy.	0.5
03-Jun-24	MDS	[REDACTED]	0.4
03-Jun-24	RJK	Preparation for professionals meeting. Attend meeting and discuss strategy. Conference with Todd Ambachtsheer re: SISP matters. [REDACTED] [REDACTED] Various correspondence to and from Todd Ambachtsheer. Review SISP.	4.3
04-Jun-24	RJK	Review correspondence from Shurabi Srikaruna. Review draft notice of disclaimer. Review correspondence from Jorden Sleeth. Review various correspondence lease disclaimer. Review correspondence from Shurabi Srikaruna re: revised lease disclaimer. Review various correspondence [REDACTED]	1.3
05-Jun-24	RJK	Various correspondence to and from Todd Ambachtsheer. Conversation with Todd Ambachtsheer. [REDACTED] [REDACTED] Conversation with Rebecca Kennedy. Review correspondence from Todd Ambachtsheer. Correspondence to Rebecca Kennedy, DJ Miller, Adam Drieger and Shurabi Srikaruna. Review various correspondence re: SISP matters. Review SISP.	2.4
06-Jun-24	SL	Reviewing and saving documents in connection with EMS suppliers and other financial documents to the file.	0.2
06-Jun-24	VC	Call re sale of machinery. Review Sierra reservation of rights letter. [REDACTED]	1.2
06-Jun-24	RJK	Review motion materials. Various correspondence re: stay extension motion. Consider strategy. Various correspondence to and from Monitor. Review various correspondence and attachments re: restructuring strategy. Attend conference call with Monitor re: strategy and next steps. Conference with team re: next steps.	4.4
06-Jun-24	RJK	Conference call with Jorden Sleeth and Rebecca Kennedy re: SISP and restructuring matters. [REDACTED] [REDACTED] Consider SISP matters. [REDACTED] [REDACTED] Conference with Valerie Cross. Review correspondence from Todd Ambachtsheer [REDACTED] [REDACTED] Conversation with Rebecca Kennedy.	2.6
07-Jun-24	MDS	Reviewing further emails regarding s. 81.1 BIA issue.	0.2
07-Jun-24	RJK	Review correspondence from Valerie Cross. [REDACTED] [REDACTED] Review correspondence from DJ Miller. Review correspondence from Jorden Sleeth. [REDACTED]	2.1

DENTONS CANADA LLP

Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3860250

Page 3 of 5

Matter # 569588-000017

Date	ID	Description of Work	Hours
		Correspondence from and to Caroline Tardif. Conversation with Rebecca Kennedy re: restructuring matters. Review correspondence from Jorden Sleeth. Conversation with Rebecca Kennedy. Various conversations with Jorden Sleeth re: SISP matters. Review teaser and buyer list. Review various correspondence re: SISP matters.	
08-Jun-24	RJK	Review teaser. Correspondence to Jorden Sleeth re: teaser comments. Review draft NDA. Work on comments. Various correspondence re: NDA. Correspondence from and to Rebecca Kennedy. Prepare redline. Correspondence to Rebecca Kennedy, DJ Miller and Adam Driegerr e: NDA.	1.2
09-Jun-24	SL	Reviewing, saving and organizing EMS related documents to file.	0.2
10-Jun-24	SL	Reviewing, saving and organizing EMS related documents to file.	0.2
10-Jun-24	RJK	Review various correspondence re: supplier matters. Review SISP. Attend update call. Various correspondence to and from Jorden Sleeth Consider amendments. Review SISP. Review correspondence from Adam Drieger.	2.3
11-Jun-24	SL	Reviewing and saving SISP NDA into file.	0.1
11-Jun-24	RJK	Review Exceldor correspondence. Review and consider re: section 81.1 claim. Draft correspondence to Caroline Tardif re: section 81.1 claim. Various correspondence to and from Todd Ambachtsheer and Jorden Sleeth re: Exceldor. review various correspondence re: NDAs. Conversation with Rebecca Kennedy re: administration matters. Review correspondence from Ramesh Nedadur. Review correspondence	2.1
12-Jun-24	SL	Reviewing, saving and organizing documents related to EMS NDA in file.	0.1
12-Jun-24	VC	Review draft letter to Confed. Emails with TGF re suppliers.	0.2
12-Jun-24	RJK	Review correspondence from Valerie Cross Conversation with Rebecca Kennedy. Review correspondence from Daniel Hirsh. Various correspondence to and from Jorden Sleeth. Conversation with Jorden Sleeth re: SISP matters and strategy. Review correspondence from Rebecca Kennedy Correspondence to Rebecca Kennedy Review and consider SISP matters. Review various correspondence	2.6
13-Jun-24	VC	Call to Deloitte re same.	0.7
13-Jun-24	RJK	Review various correspondence re: manulife lease disclaimer. Review various correspondence Work on SISP matters. Conversation with Rebecca Kennedy. Revise Correspondence to Richard Stone. Review correspondence re: teaser and target list.	2.4

Date	ID	Description of Work	Hours
14-Jun-24	RJK	Review correspondence from Richard Stone. [REDACTED] Review complied agreement. Review correspondence from Rebecca Kennedy re: administration matter. Review correspondence from Todd Ambachtsheer. Attend update conference call. Review correspondence from Jorden Sleeth re: KERP. Consider KERP matters. Review correspondence from Matt Smith. Review correspondence from Jorden Sleeth re: pre-filing accounts. Conversation with Jorden Sleeth re: update and strategy. Review correspondence from Jorden Sleeth re: cash flow reporting. Review correspondence from Matt Smith. [REDACTED] [REDACTED] Conversation with Rebecca Kennedy. Review correspondence from Jorden Sleeth. Consider SISP matters.	3.2
17-Jun-24	SL	Reviewing EMS SISP email, amending the phase 1 and phase 2 bid deadline dates, to known potential bidders. Saving various documents in connection with EMS to the file.	0.6
17-Jun-24	VC	Weekly EMS catch up. Call with TGF. Review SISP order and prepare communications re SISP extension. Emails with Deloitte re same.	2.3
17-Jun-24	RJK	Review correspondence from Jorden Sleeth. Review marketing update. Attend group update call. Review SISP. Conversation with Rebecca Kennedy. Conversation with Jorden Sleeth. Review SISP and consider strategy. Review various correspondence re: NDAs. [REDACTED] [REDACTED] Conference with Valerie Cross re: administration matters. Review draft correspondence re: SISP. Various conversations with Jorden Sleeth. Correspondence from and to Caroline Tardif re: Exceldor. Review various correspondence [REDACTED] Conversation with Rebecca Kennedy.	3.1
18-Jun-24	SL	Reviewing and saving SISP and disclaimer documents to file.	0.2
18-Jun-24	LS	Conduct a research on repossession of goods and locate the Form 75 under s 81.1(a) of the BIA.	1.4
18-Jun-24	VC	Call re CIM. Review and revise CIM.	3.1
18-Jun-24	RJK	Correspondence to and from Jorden Sleeth re: CIM. Review marketing update. Review draft CIM. Review various correspondence re: debonner payments. Review Exceldor issue. Conference with Li Song. Various correspondence to and from Todd Ambachtsheer. Various conversations with Jorden Sleeth. Conversation with Caroline Tardif. Review correspondence [REDACTED] Review SISP deadline correspondence and update. Review CIM comments. Review correspondence from Caroline Tardif. [REDACTED] Review various correspondence re: CIM comments. Conversation with Valerie Cross.	3.4
19-Jun-24	VC	Call with Deloitte re SISP. Emails re NDAs, CIM and SISP.	2.2
19-Jun-24	RJK	Review various correspondence re: disclaimer. Review and revise disclaimer. Correspondence from Marco Gaspar. [REDACTED] [REDACTED] Review various correspondence re: Loblaws. Work on Exceldor issue. Various correspondence to and from Jorden Sleeth and Todd Ambachtsheer re: Excledor. Review various correspondence re: NDAs. Conversation with Jorden Sleeth. Attend conference call re: SISP	2.9

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Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3860250

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Matter # 569588-000017

Date	ID	Description of Work	Hours
		update. Review correspondence from Jordan Sleeth re: updates. Conference with Valerie Cross [REDACTED] Review various correspondence from Sean DeLotinville. Review correspondence from Valerie Cross [REDACTED] Review revised CIM. Review correspondence from Paul Hamam. Consider SISP matters.	
		Total	54.3

Timekeeper	Hours	Rate	Fees
Li Song	1.4	300.00	420.00
Michael Schafner	0.6	1,070.00	642.00
Robert Kennedy	40.3	1,030.00	41,509.00
Sarah Lam	1.6	455.00	728.00
Valerie Cross	10.4	785.00	8,164.00
Total	54.3		\$51,463.00

TOTAL PROFESSIONAL FEES	\$ 51,463.00
Less: Discount	<u>(1,463.00)</u>
NET PROFESSIONAL FEES	\$ 50,000.00

TAXABLE DISBURSEMENTS

Searches	\$ 80.30
TOTAL TAXABLE DISBURSEMENTS	\$ 80.30

TOTAL DISBURSEMENTS	\$ 80.30
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TOTAL FEES AND DISBURSEMENTS	\$ 50,080.30
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TAXES

HST (13.0%) on Professional Fees of \$50,000.00	\$ 6,500.00
HST (13.0%) on Taxable Disbursements of \$80.30	10.44

TOTAL TAXES	<u>6,510.44</u>
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TOTAL AMOUNT DUE	<u>\$ 56,590.74 CAD</u>
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Deloitte Restructuring Inc.
 8 Adelaide Street West, Suite 200
 Toronto ON M5H 0A9
 Canada
 Attention: Jorden Sleeth
 Senior Vice President

INVOICE # 3864020

GST/HST # R121996078
 QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
July 11, 2024	569588-000017	Robert Kennedy

**Deloitte Restructuring Inc.
 Re: Eastern Meat Solutions Inc.**

Professional Fees	\$ 25,979.00
HST (13.0%) on \$25,979.00	3,377.27
Total Amount Due	\$ <u>29,356.27</u> CAD

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Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3864020

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Matter # 569588-000017

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	ID	Description of Work	Hours
20-Jun-24	SL	Reviewing and saving new versions of documents in connection with potential bidders and NDAs of EMS.	0.7
20-Jun-24	VC	[REDACTED] Review and revise confidential bidder NDA. Review and revise further draft of CIM. Call with Rob Kennedy re same.	4.9
20-Jun-24	RJK	Review correspondence from Todd Ambachtsheer. Work on Exceldor 81.1 claim matters. Correspondence to Jorden Sleeth and Todd Ambachtsheer. Conversation with Rebecca Kennedy re: Exceldor. Correspondence to Caroline Tardif. Review correspondence from Valerie Cross. Review revised CIM. Conversation with Jorden Sleeth. Review various correspondence re: NDAs. [REDACTED] [REDACTED] Conversation with Valerie Cross re: administration matters. Review variance report. Review correspondence from Caroline Tardif. Correspondence from and to Todd Ambachtsheer. Review revised CIM. Review communication re: SISP.	2.8
21-Jun-24	SL	Review, saving and organizing documents in connection with EMS to file.	0.2
21-Jun-24	VC	Emails with Deloitte on CIM and SISP timelines. Review final CIM. [REDACTED] [REDACTED] Call with Deloitte, TGF and company on CIM and SISP. Review final CIM.	4.1
21-Jun-24	RJK	Review correspondence from Caroline Tardif. Review correspondence from Jorden Sleeth re: Exceldor. Various correspondence to and from Todd Ambachtsheer re: Exceldor. Correspondence to and from Jorden Sleeth. Review correspondence from Caroline Tardif. Review various correspondence re: CIM. Review revised CIM. Review various correspondence re: SISP. Review draft bidder correspondence . Correspondence from and to Caroline Tardif. Review correspondence from DJ Miller. Attend conference call re: CIM and SISP matters. Review correspondence from Jorden Sleeth. Review buyer list. Review various correspondence re: BMO. Review variance report. Review correspondence re: TEC.	3.6
24-Jun-24	VC	Weekly update call with Deloitte and company.	0.5
24-Jun-24	RJK	Review correspondence from Jorden Sleeth. Review agenda. Conversation with Jorden Sleeth re: update call. Attend update conference call. [REDACTED] Consider debtor issue. Review draft APA. Review correspondence from Jorden Sleeth. Review SISP process letter. Conversation with Rebecca Kennedy.	1.6
25-Jun-24	VC	Review and revise APA. Review and revise approval and vesting order and monitor's certificate. Emails with Deloitte re same.	3.1
25-Jun-24	RJK	Correspondence to Caroline Tardif. Various correspondence to and from Jorden Sleeth and Todd Ambachtsheer. Review template APA	1.2

DENTONS CANADA LLP

Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3864020

Page 3 of 3

Matter # 569588-000017

Date	ID	Description of Work	Hours
26-Jun-24	VC	Review and comment on agency supply agreement. Review and comment on variance reporting.	1.2
26-Jun-24	RJK	Review correspondence from Jorden Sleeth. Review revised SISP letter. Review correspondence from Rebecca Kennedy. Review correspondence from Jorden Sleeth re: bidding party. Review correspondence re: data room. Review agency agreement. Review various correspondence re: agency agreement. Review correspondence and attachments re: variance reporting. Review correspondence from Daniel Hrish. [REDACTED]	1.7
28-Jun-24	SL	[REDACTED]	0.4
28-Jun-24	SL	Reviewing email correspondence related to the restructuring of EMS.	0.5
28-Jun-24	VC	[REDACTED]	0.8
28-Jun-24	RJK	Review Exceldor claim matters. Conversation with Todd Ambachtcheer. Review correspondence from Jorden Sleeth. Review template APA. [REDACTED] Review correspondence from Todd Ambachtsheer. Consider SISP matters. [REDACTED] Review correspondence from Sean DeLottinville.	2.4
Total			29.7

Timekeeper	Hours	Rate	Fees
Robert Kennedy	13.3	1,030.00	13,699.00
Sarah Lam	1.8	455.00	819.00
Valerie Cross	14.6	785.00	11,461.00
Total	29.7		\$25,979.00

TOTAL PROFESSIONAL FEES \$ **25,979.00**

TAXES

HST (13.0%) on Professional Fees of \$25,979.00 \$ 3,377.27

TOTAL TAXES **3,377.27**

TOTAL AMOUNT DUE **\$ 29,356.27 CAD**

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Deloitte Restructuring Inc.
 8 Adelaide Street West, Suite 200
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 Canada
 Attention: Jorden Sleeth
 Senior Vice President

INVOICE # 3872088

GST/HST # R121996078
 QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
August 14, 2024	569588-000017	Robert Kennedy

**Deloitte Restructuring Inc.
 Re: Eastern Meat Solutions Inc.**

Professional Fees	\$ 22,671.00
HST (13.0%) on \$22,671.00	2,947.23
Total Amount Due	\$ <u>25,618.23</u> CAD

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Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3872088

Page 2 of 3

Matter # 569588-000017

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	ID	Description of Work	Hours
02-Jul-24	SL	Reviewing, organizing, and saving documents to file.	0.2
02-Jul-24	VC	[REDACTED]	0.3
02-Jul-24	RJK	Voicemail left with Caroline Tardif. Review correspondence from Todd Ambachtsheer. Correspondence to Caroline Tardif. Review SISP and LOI. Conference re: sale process matters and next steps. Conversation with Jorden Sleeth.	1.4
03-Jul-24	SL	Reviewing Week 5 Variance Analysis.	0.8
03-Jul-24	VC	Emails with Deloitte re payment of various suppliers. Review and revise variance report.	0.8
03-Jul-24	RJK	Review correspondence from Caroline Tardif. Correspondence to and from Jorden Sleeth. Review various correspondence [REDACTED] [REDACTED] Review various correspondence re: supplier. Review various correspondence re: Exceldor. Review variance report.	1.2
08-Jul-24	VC	Attend weekly update call.	0.7
09-Jul-24	VC	Emails with Deloitte re supplier disruptions.	0.1
09-Jul-24	RJK	Review correspondence from Todd Ambachtsheer re: supplier issue. [REDACTED] Review correspondence from Sumit Dave. Review attachment emails. Consider supplier issues and next steps.	0.4
10-Jul-24	SL	Reviewing week 6 variance analysis report.	0.7
10-Jul-24	VC	Emails with Deloitte re supplier disruptions. Review and revise variance report.	0.3
10-Jul-24	RJK	Review various correspondence re: supplier issue. Correspondence to Todd Ambachtsheer and Jorden Sleeth re: supplier. Review correspondence from Todd Ambachtsheer re: bidding party. Review SISP. Review correspondence from Sumit Dave. Review variance reporting. Review correspondence from Rebecca Kennedy re: SISP. [REDACTED]	1.6
11-Jul-24	RJK	Review correspondence from Rebecca Kennedy. Review SISP. Review correspondence from Ramesh Nedadur. Review correspondence from Rob Vanden Broek. Review correspondence from Todd Ambachtsheer. Review Rachel Gillespie correspondence.	1.1
12-Jul-24	RJK	Review various correspondence re: SISP matters. Review SISIP. Conversation with Todd Ambachtsheer. Attend conference re: SISP matters and variance reporting.	0.7
16-Jul-24	RJK	[REDACTED] Review correspondence from Adam Drieger. Conversation with Todd Ambachtsheer re: SISP matters. Conversation with Rebecca Kennedy and Todd Ambachtsheer re:	2.2

DENTONS CANADA LLP

Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3872088

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Matter # 569588-000017

Date	ID	Description of Work	Hours
		Exceldor matters. Review SISP. [REDACTED]	
17-Jul-24	SL	Reviewing and providing comments for weekly variance reporting report.	1.0
17-Jul-24	VC	[REDACTED]	1.7
17-Jul-24	RJK	Review bid summary. Conversation with Rebecca Kennedy. [REDACTED]	1.6
19-Jul-24	RJK	Review various correspondence re: environmental report and diligence. Conversation with Rebecca Kennedy. Review SISP and consider strategy.	0.7
22-Jul-24	VC	Attend weekly update call.	0.6
22-Jul-24	RJK	Review file re: environmental report. Preparation for update call. Attend update call. Review SISP. Review revised draft template APA. Consider SISP matters.	2.1
23-Jul-24	VC	Reviewing and commenting on revised APA.	1.2
24-Jul-24	SL	Reviewing week 8 variance analysis report.	0.6
24-Jul-24	RJK	Review KERP and administration matters. Review correspondence from Jorden Sleeth. Review payables listing. Review correspondence from Sumit Dave. Review variance reporting. Conversation with Alex MacFarlane. Review correspondence from Todd Ambachtsheer.	1.2
25-Jul-24	RJK	Various correspondence to and from Jorden Sleeth. Conversation with Jorden Sleeth re: administration matters. Review SISP. Review and consider proposed KERP matters. Review correspondence re: environmental report.	1.4
29-Jul-24	VC	Emails with Deloitte re APA.	0.1
30-Jul-24	RJK	Review various correspondence re: template APA. Review correspondence from Todd Ambachtsheer re: SISP matters. Review correspondence from Valerie Cross.	0.4
31-Jul-24	SL	Reviewing week 9 variance report.	0.3
		Total	25.4

Timekeeper	Hours	Rate	Fees
Robert Kennedy	16.0	1,030.00	16,480.00
Sarah Lam	3.6	455.00	1,638.00
Valerie Cross	5.8	785.00	4,553.00
Total	25.4		\$22,671.00

TOTAL PROFESSIONAL FEES \$ **22,671.00**

TAXES

HST (13.0%) on Professional Fees of \$22,671.00 \$ 2,947.23

TOTAL TAXES **2,947.23**

TOTAL AMOUNT DUE **\$ 25,618.23 CAD**

DENTONS

Dentons Canada LLP
 77 King Street West, Suite 400
 Toronto-Dominion Centre
 Toronto, ON, Canada M5K 0A1

T 416 863 4511
 F 416 863 4592

dentons.com

Deloitte Restructuring Inc.
 8 Adelaide Street West, Suite 200
 Toronto ON M5H 0A9
 Canada
 Attention: Jorden Sleeth
 Senior Vice President

INVOICE # 3877356

GST/HST # R121996078
 QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
September 9, 2024	569588-000017	Robert Kennedy

**Deloitte Restructuring Inc.
 Re: Eastern Meat Solutions Inc.**

Professional Fees	\$ 35,508.50
HST (13.0%) on \$35,508.50	4,616.11
Total Amount Due	\$ <u>40,124.61</u> CAD

Payment Options:

Cheques:

Cheques payable to Dentons Canada LLP
 and mailed to the following address:
 77 King Street West, Suite 400
 Toronto-Dominion Centre
 Toronto, ON Canada M5K 0A1

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
 You will require your invoice number and amount to pay.

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
 referencing invoice number in message. Auto-deposit
 is setup on our accounts and therefore no password
 required.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
 reference your payee account number (client ID) as 569588. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Wire Transfer / EFT:

Bank of Montreal
 1st Canadian Place, Toronto, ON M5X 1A3
 Swift Code: BOFMCAM2

Bank ID: 001 Transit: 00022
 CAD Funds Bank Account: 0004-324 (or 00020004324)
 Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
 Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3877356

Page 2 of 4

Matter # 569588-000017

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	ID	Description of Work	Hours
01-Aug-24	SL	Reviewing week 9 variance report.	0.3
01-Aug-24	VC	Review and comment on variance report.	0.4
02-Aug-24	VC	Emails on Calgary LC. Call with Rob Kennedy re same.	0.3
02-Aug-24	RJK	Review various correspondence re: LC issue. Consider LC issue. Review SISP and KERP matters. Conference with Valerie Cross. Correspondence to and from Jordan Sleeth. Conversation with Jordan Sleeth re: administration matters. Conference call with Rebecca Kennedy and Jordan Sleeth.	2.3
06-Aug-24	VC	Attend EMS weekly update call.	0.6
06-Aug-24	RJK	Attend update call. Review various correspondence re: LC matter. Review LC.	0.6
07-Aug-24	RJK	Conversation with Jordan Sleeth re: LC matters. Review LC documentation. Review correspondence from Jordan Sleeth. Consider BMO matters.	0.5
08-Aug-24	VC	Review SISP update. Review and revise variance reporting.	0.5
08-Aug-24	RJK	Review various correspondence re: SISP. Review correspondence re: environmental. Review correspondence re: LC issue. Review LC. Review draft variance reporting.	0.6
09-Aug-24	RJK	Review correspondence from Jordan Sleeth re: environmental. Review correspondence from Jordan Sleeth re: SISP. Review SISP. [REDACTED] Review KERP. Review correspondence from Marco Gaspar.	0.7
12-Aug-24	VC	Revise KERP letter. Review KERP and KEIP and draft email to Deloitte on same. [REDACTED]	1.7
12-Aug-24	RJK	Review correspondence from Valerie Cross. Review comments on KERP. Review correspondence from Jordan Sleeth. Review draft KERP letter and comments.	0.6
13-Aug-24	VC	Emails and calls with Deloitte [REDACTED] [REDACTED]	1.0
13-Aug-24	RJK	Review correspondence from Todd Ambachtsheer. Review correspondence from Valerie Cross. Consider supplier issue.	0.3
13-Aug-24	KK	[REDACTED]	0.3
14-Aug-24	VC	Review and revise variance reporting. [REDACTED]	0.8
14-Aug-24	RJK	Review correspondence from Martin Lin. Review variance reporting. Review SISP and consider sale process matters.	0.5
15-Aug-24	VC	[REDACTED]	0.1

DENTONS CANADA LLP

Deloitte Restructuring Inc.

Re: Eastern Meat Solutions Inc.

INVOICE 3877356

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Matter # 569588-000017

Date	ID	Description of Work	Hours
15-Aug-24	RJK	Review and consider SISP matters. Review bid materials. Review correspondence from Jorden Sleeth.	1.1
16-Aug-24	VC	[REDACTED]	2.2
16-Aug-24	RJK	Work on SISP matters. Attend conference call re: SISP. Review correspondence from Jorden Sleeth. Review and consider KERP matters.	1.2
19-Aug-24	VC	[REDACTED]	2.8
19-Aug-24	RJK	Work on SISP matters. Various correspondence from Jorden Sleeth. [REDACTED]	1.9
20-Aug-24	RJK	Correspondence from and to Jorden Sleeth. [REDACTED] [REDACTED] Work on SISP matters. Conversation with Jorden Sleeth. [REDACTED]	2.9
21-Aug-24	VC	Review and revise variance reporting.	0.4
21-Aug-24	RJK	Review variance reporting and commentary. Consider SISP matters.	0.6
22-Aug-24	VC	[REDACTED]	1.3
22-Aug-24	RJK	[REDACTED] Review correspondence from Jorden Sleeth. Conversation with Rebecca Kennedy. [REDACTED] [REDACTED]	1.6
23-Aug-24	VC	[REDACTED]	1.0
23-Aug-24	RJK	Conversation with Rebecca Kennedy re: SISP matters. [REDACTED] [REDACTED] Review correspondence from Jorden Sleeth. Review draft correspondence re: BMO. [REDACTED] [REDACTED] Review various correspondence re: variance reporting.	1.3
24-Aug-24	RJK	Review correspondence from Rebecca Kennedy re: SISP. Review correspondence from Rob Vanden Broek. Review correspondence from Jorden Sleeth.	0.4
26-Aug-24	VC	Attend weekly update call with Deloitte and TGF.	0.5
26-Aug-24	RJK	Attend EMS update call. [REDACTED] Conference with Valerie Cross. Review correspondence from Shurabi Srikuna. Review correspondence from Jorden Sleeth [REDACTED]	1.6
27-Aug-24	VC	Emails with TGF re court hearing.	0.1
27-Aug-24	RJK	Work on SISP matters. [REDACTED] Review correspondence from Jorden Sleeth. Work on security review matters.	1.6
28-Aug-24	VC	[REDACTED]	0.3
29-Aug-24	RJK	[REDACTED]	0.6
30-Aug-24	VC	[REDACTED] Review and comment on further revised APA.	1.1
30-Aug-24	RJK	Correspondence from and to Shurabi Srikuna re: motion scheduling. Correspondence to Jorden Sleeth. Consider SISP matters. [REDACTED]	1.6

Date	ID	Description of Work	Hours
		[REDACTED]	
		Total	38.2

Timekeeper	Hours	Rate	Fees
Kenneth Kraft	0.3	1,145.00	343.50
Robert Kennedy	22.5	1,030.00	23,175.00
Sarah Lam	0.3	455.00	136.50
Valerie Cross	15.1	785.00	11,853.50
Total	38.2		\$35,508.50

TOTAL PROFESSIONAL FEES	\$ 35,508.50
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TAXES

HST (13.0%) on Professional Fees of \$35,508.50	\$	4,616.11
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TOTAL TAXES	<u>4,616.11</u>
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TOTAL AMOUNT DUE	<u>\$ 40,124.61 CAD</u>
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THIS IS EXHIBIT "**B**" REFERRED TO IN THE
AFFIDAVIT OF ROBERT KENNEDY SWORN
BEFORE ME THIS 20th DAY OF SEPTEMBER, 2024.

Signed by:

Ying (Teddy) Ouyang

EAED8D38A80444A...

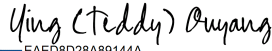
A Commissioner for Taking Affidavits, etc.

EXHIBIT “B”**Summary of Invoices and Calculation of Average Hourly Billing Rates of Dentons Canada LLP****The Period from May 8, 2024 to August 31, 2024**

Date	Invoice No.	Fees	Discount on Fees	Disbursements	Taxes(HST)	Hours	Average Rate	Total
May 28, 2024	3852102	86,422.50	-1,422.50	0.00	11,050.00	107.8	835.00	96,050.00
June 14, 2024	3858474	69,498.50	-1,498.50	0.00	8,840.00	84.7	716.67	76,840.00
June 30, 2024	3860250	51,463.00	-1,463.00	80.30	6,510.44	54.3	728.00	56,590.74
July 11, 2024	3864020	25,979.00	0.00	0.00	3,377.27	29.7	756.67	29,356.27
August 14, 2024	3872088	22,671.00	0.00	0.00	2,947.23	25.4	756.67	25,618.23
September 9, 2024	3877356	35,508.50	0.00	0.00	4,616.11	38.2	853.75	40,124.61
TOTALS:		\$291,542.50	(\$4,384.00)	\$ 80.30	\$37,341.05	340.1	\$ 774.46	\$324,579.85

THIS IS EXHIBIT "C" REFERRED TO IN THE
AFFIDAVIT OF ROBERT KENNEDY SWORN
BEFORE ME THIS 20th DAY OF SEPTEMBER, 2024.

Signed by:

Ying (Teddy) Ouyang

FAED8D28A89144A

A Commissioner for Taking Affidavits, etc.

EXHIBIT “C”

Billing Rates of Dentons Canada LLP

For the period May 8, 2024 to August 31, 2024

	<u>Rate</u>	<u>Year of Call</u>
Kenneth Kraft	\$1,145	1991
Michael Schafler	\$1,070	1997
Robert Kennedy	\$1,030	2002
Valerie Cross	\$785	2016 (BC)
Karina Pylypczuk	\$665	2016
Sarah Lam	\$455	2023
Li Song	\$300	Summer Law Student
Rennie Ali	\$295	Law Clerk

Court File No.: CV-24-00720622-00CL

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF EASTERN MEAT SOLUTIONS INC., SIERRA CUSTOM FOODS INC., SIERRA SUPPLY CHAIN SERVICES INC., SIERRA REALTY CORPORATION, RVB HOLDINGS INC., VANDENBROEK HOLDINGS (2008) INC., SIERRA REALTY CALGARY CORPORATION AND EASTERN MEAT SOLUTIONS (USA) CORP.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF ROBERT KENNEDY

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Lawyers for Deloitte Restructuring Inc., the Monitor

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF EASTERN MEAT SOLUTIONS INC., SIERRA CUSTOM FOODS INC., SIERRA SUPPLY CHAIN SERVICES INC., SIERRA REALTY CORPORATION, RVB HOLDINGS INC., VANDENBROEK HOLDINGS (2008) INC., SIERRA REALTY CALGARY CORPORATION AND EASTERN MEAT SOLUTIONS (USA) CORP.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

SECOND REPORT OF THE MONITOR

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Lawyers for Deloitte Restructuring Inc., the Monitor