

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) MONDAY, THE 31st
)
MR. JUSTICE McEWEN) DAY OF JANUARY 2022

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 NORTH AMERICAN FUR PRODUCERS INC.,
NAFA PROPERTIES INC., 3306319 NOVA SCOTIA LIMITED, NORTH
AMERICAN FUR AUCTIONS INC., NAFA PROPERTIES (US) INC.,
NAFA PROPERTIES STOUGHTON LLC, NORTH AMERICAN FUR
AUCTIONS (US) INC., NAFPRO LLC (WISCONSIN LLC), NAFA
EUROPE CO-OPERATIEF UA, NAFA EUROPE B.V., DAIKOKU SP.Z
OO and NAFA POLSKA SP. Z OO

(the “**Applicants**”)

ORDER

**(Re: Stay Extension, Approval of Activities, Conduct and Fees of the Monitor
and its Counsel and Sealing of Confidential Appendices)**

THIS MOTION, made by the Applicants for an Order for the relief set out in the Notice of Motion of the Applicants dated January 25, 2022, was heard this day by video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Applicants, the Eighth Report of the Monitor dated January 28, 2022 (the “**Eighth Report**”), including Seventh Report of the Monitor dated September 27, 2021 (the “**Seventh Report**”) without appendices, the Fee Affidavit of Jordan Sleeth sworn on January 27, 2022 (the “**Monitor Fee Affidavit**”), the Fee Affidavit of Asim Iqbal

sworn on January 28, 2022 (“**MT Fee Affidavit**”, and collectively with the Monitor Fee Affidavit, the “**Fee Affidavits**”) and the confidential appendix and confidential exhibits to the Fee Affidavits, and upon hearing the submissions of counsel for the Applicants, counsel to the Monitor, counsel to the Canadian Imperial Bank of Commerce, as agent for the lenders party to the Fourth and Restated Credit Agreement dated as of September 27, 2019, as may be amended or amended and restated from time to time (in such capacity, the “**Agent**”), and counsel for Farm Credit Canada (“**FCC**”) no one appearing for any other person on the Service List, although properly served as appears on the Affidavit of Service of Ariyana Botejue, sworn January 26, 2022, filed;

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record herein is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that terms not otherwise defined in this Order shall have the meaning set out in the Initial Order of Justice McEwen dated October 31, 2019 (as amended and restated) (the “**Initial Order**”).

EXTENSION OF THE STAY PERIOD

3. **THIS COURT ORDERS** that the Stay Period is hereby extended from January 31, 2022 to and including April 29, 2022.
4. **THIS COURT ORDERS** that upon the filing of the Monitor’s certificate on or before April 29, 2022, substantially in the form set out in Schedule “A” hereto (the “**Monitor’s Certificate**”), certifying that:
 - (1) The Applicants, the Agent and FCC have approved the cash flow forecast and consented to extend the Stay Period from April 29, 2022 to and including July 29, 2022, or such other earlier date as each of the Agent and the Applicants consent (the “**Extended Stay Date**”); and
 - (2) The Monitor has confirmed that there are sufficient funds to support the Extended Stay Date based upon the cash flow forecast, which the Monitor will file with the Court on a confidential basis,

the Stay Period shall immediately be extended to the Extended Stay Period set out in the Monitor’s Certificate without further order of this Court.

5. **THIS COURT ORDERS** that the Monitor may rely on written notice or correspondence from the Applicants, the Agent and FCC, or their respective counsel, with respect to the consent as set out in paragraph 4 of this Order and shall incur no liability, whatsoever, with respect to reliance upon such written notice or correspondence, or the filing of the Monitor’s Certificate, save and except for any gross negligence or willful misconduct on its part.

APPROVAL OF MONITOR REPORTS AND ACTIONS

6. **THIS COURT ORDERS** that the Seventh Report and the Eighth Report and the actions, decisions and conduct of the Monitor as set out in each of the Reports are hereby authorized and approved.

APPROVAL OF FEES AND DISBURSEMENTS

7. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, Miller Thomson LLP, as set out in the Eighth Report and the Fees Affidavits be and are hereby approved.

SEALING OF CONFIDENTIAL EXHIBITS

8. **THIS COURT ORDERS** that Confidential Appendix “1” to the Eighth Report and Confidential Exhibit “B” to each of the Fee Affidavits shall be and are hereby sealed, kept confidential and shall not form part of the public record pending further Order of this Court.

INTERNATIONAL RECOGNITION

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor and the Applicants and their agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, and the Applicants as may be necessary or desirable to give effect to this Order or to assist the Monitor and the Applicants and their agents in carrying out the terms of this Order.

EFFECTIVENESS OF ORDER

10. **THIS COURT ORDERS** that, due to the COVID-19 pandemic, this Order is immediately effective and enforceable without the need for entry and filing until further direction from this Court.



Schedule A – Form of Monitor’s Certificate

Court File No. CV-19-00630241-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES’ CREDITORS
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AND IN THE MATTER OF A PLAN OF COMPROMISE OR
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(the “**Applicants**”)

MONITOR’S CERTIFICATE

RECITALS

A. Pursuant to an Order of Mr. Justice McEwen of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) October 31, 2019 (as amended and restated, and as may be further amended and restated from time to time, the “**Initial Order**”), Deloitte Restructuring Inc. was appointed as monitor of the Applicants (in such capacity, the “**Monitor**”).

B. Pursuant to an Order of the Court dated January 31, 2022, (the “**Stay Extension Order**”), the Court granted an extension of the Stay Period to and including April 29, 2022.

C. Pursuant to the Stay Extension Order, the Stay Period is to be further extended without further order of the Court to the date set out in a Monitor’s Certificate, which Monitor’s Certificate is filed on or before April 29, 2022, and certifies that:

- (1) The Applicants, FCC and the Agent have approved the cash flow forecast and consented to extend the Stay Period from April 29, 2022 to and including July 29, 2022, or such other earlier date as each of the Agent and the Applicants

consent (the “**Extended Stay Date**”); and

- (2) The Monitor has confirmed that there are sufficient funds to support the Extended Stay Date, with the cash flow forecast demonstrating same to be filed with the Court on a confidential basis.

D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the in the Initial Order.

THE MONITOR CERTIFIES the following:

1. The Applicants, FCC and the Agent have approved the cash flow forecast and consented to extend the Stay Period from April 29, 2022 to and including July 29, 2022 (the “**Extended Stay Date**”).
2. The Monitor has confirmed that there are sufficient funds to support the Extended Stay Date, with the cash flow forecast demonstrating same to be filed with the Court on a confidential basis.

This Certificate was executed by the Monitor at [Time] on [Date] 2022.

**Deloitte Restructuring Inc. in its capacity as
the Court Appointed Monitor to the
Applicants, and not in its personal capacity**

Per:

Name:

Title:

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 NORTH AMERICAN FUR PRODUCERS INC., NAFA PROPERTIES INC., 3306319 NOVA SCOTIA LIMITED, NORTH AMERICAN FUR AUCTIONS INC., NAFA PROPERTIES (US) INC., NAFA PROPERTIES STOUGHTON LLC, NORTH AMERICAN FUR AUCTIONS (US) INC., NAFPRO LLC (WISCONSIN LLC), NAFA EUROPE CO-OPERATIEF UA, NAFA EUROPE B.V., DAIKOKU SP.Z OO and NAFA POLSKA SP. Z OO (the "**Applicants**")

31 Jan 22

Order to go as per the draft filed and signed. The motion is unopposed and supported by the Monitor.
The stay extension is fair and reasonable. There is sufficient liquidity.
The activities are approved, as are the fees.
A sealing order shall also go as the Sierra Club criteria are met.



ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

ORDER
(Dated January 31, 2022)
(Re: Stay Extension, Approval of Conduct and Fees and Sealing of Confidential Appendices)

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