



Court File No. 35-1799420T

ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE
JUSTICE

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TUESDAY THE 16th DAY
OF FEBRUARY, 2016

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

ABINGDON MEAT PACKERS LIMITED and
DESIMONE INVESTMENTS LIMITED

Respondents

ANCILLARY ORDER

THIS MOTION, made by Albert Gelman Inc. ("**AGI**"), in its capacity as court appointed Receiver (in such capacities, the "**Receiver**"), without security, of all of the assets, undertakings and properties of Abingdon Meat Packers ("**AMPL**") Limited and Desimone Investments Limited ("**DIL**") (collectively the "**Debtors**") appointed pursuant to the order of the Honourable Justice Miller dated May 26, 2015 (the "**Appointment Order**") for an Order for the following relief:

- a) An order that the time for service, filing and confirmation of the Notice of Motion and Motion Record be abridged so that this motion is properly returnable today and hereby dispensing with further service and confirmation hereof;

- b) An Order approving the Receiver's Second Report to the Court dated January 12, 2016 (the "**Second Report**") and the Confidential Second Report dated January 12, 2016 (the "**Second Confidential Report**");
- c) An Order sealing the Confidential Report until the Transaction, as defined in the Second Report, is complete and funds are received by the Receiver;
- d) An Order that the Statement of Receipts and Disbursements as detailed in the Second Report (the "**Statement of Receipts and Disbursements**") be approved;
- e) An Order that the fees and disbursements of the Receiver as detailed in the Second Report (the "**Receiver's Fees**") and payment of same be approved;
- f) An Order that the fees and disbursements of counsel to the Receiver, Harrison Pensa LLP, as detailed in the Second Report (the "**Counsel Fees**") and payment of same be approved;
- a. An Order that, after payment of the Receiver's Fees and Counsel Fees herein approved, the sums due under all charges as set out in the Appointing Order and all realty taxes owing as against the Real Property (the "**Realty Taxes**") and subject to the Receiver maintaining sufficient reserves:
 - i. to satisfy all charges as set out in the Appointing Order, and
 - ii. as the Receiver deems necessary to complete the administration of the Receivership proceedings;

the Receiver be authorized to make a distribution from proceeds on hand following the completion of the Transaction to:

- a) Canada Revenue Agency ("**CRA**") for sums due to CRA on Property Claims filed representing deemed trusts;
- b) O'Neil's Farm Equipment (1971) Ltd. in the sum of \$4,138.90;
- c) Bank of Montreal ("**BMO**") in a sum not to exceed the full amount of the indebtedness owing to BMO plus accruing interest and costs owed to BMO pursuant to its security and thereafter such

subsequent distributions not to exceed the full amount of the indebtedness owing to BMO plus accruing interest and costs owed to BMO pursuant to its security on such dates and terms as determined by the Receiver to BMO as the Receiver deems appropriate.

- g) An Order that AGI be released and discharged from any and all liability that AGI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of AGI, prior to the date of this Order, while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, AGI be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings prior to the date of this Order including any claims made as against the proceeds subject to the distribution, save and except for the Receiver's gross negligence or willful misconduct;
- h) Such further and other relief as counsel may request and this honourable court may permit.

was heard this day at the Court House, 80 Dundas Street, London, Ontario.

ON READING the Notice of Motion, the Second Report and the Second Confidential Report with Appendices, Affidavit of Service of Cathy Coleiro sworn January 13, 2016 and on hearing submissions from counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Cathy Coleiro sworn January 13, 2016 filed,

1. **THIS COURT ORDERS** that the time for service, filing and confirmation of the Notice of Motion and Motion Record be abridged so that this motion is properly returnable today and hereby dispensing with further service and confirmation hereof;

2. **THIS COURT ORDERS** that the Second Report, the Second Confidential Report and the activities and conduct of the Receiver as detailed therein are hereby approved.
3. **THIS COURT ORDERS** that the Second Confidential Report be sealed until such time that the Transaction is complete and funds are received by the Receiver.
4. **THIS COURT ORDERS** that the Statement of Receipts and Disbursements is hereby approved.
5. **THIS COURT ORDERS** that the Receiver's Fees and payment of same are hereby approved.
6. **THIS COURT ORDERS** that the Counsel Fees and payment of same are hereby approved.
7. **THIS COURT ORDERS** that, after payment of the Receiver's Fees and Counsel Fees herein approved, the sums due under all charges as set out in the Appointing Order and all realty taxes owing as against the Real Property (the "**Realty Taxes**") and subject to the Receiver maintaining sufficient reserves:

iii. to satisfy all charges as set out in the Appointing Order, and

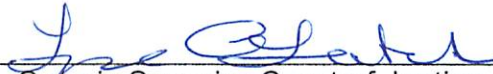
iv. as the Receiver deems necessary to complete the administration of the Receivership proceedings;

the Receiver be authorized to make a distribution from proceeds on hand following the completion of the Transaction to:

- a) Canada Revenue Agency ("**CRA**") for sums due to CRA on Property Claims filed representing deemed trusts;
- b) O'Neil's Farm Equipment (1971) Ltd. in the sum of \$4,138.90;
- c) Bank of Montreal ("**BMO**") in a sum not to exceed the full amount of the indebtedness owing to BMO plus accruing interest and costs owed to BMO pursuant to its security and thereafter such subsequent distributions not to exceed the full amount of the

indebtedness owing to BMO plus accruing interest and costs owed to BMO pursuant to its security on such dates and terms as determined by the Receiver to BMO as the Receiver deems appropriate;

8. **THIS COURT ORDERS** that AGI be released and discharged from any and all liability that AGI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of AGI, prior to the date of this Order, while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, AGI shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings prior to the date of this Order including any claims made as against the proceeds subject to the distribution herein, save and except for the Receiver's gross negligence or willful misconduct.



Justice, *Ontario* Superior Court of Justice
– in Bankruptcy and Insolvency

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- and -
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Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

PROCEEDING COMMENCED AT
LONDON

ANCILLARY ORDER

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TCH/162431