

Court File No. CV-14-10537-00CL

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

THE HONOURABLE) TUESDAY, THE 15TH DAY
)
JUSTICE D.M. BROWN) OF JULY, 2014

QUALITY MEAT PACKERS HOLDINGS LIMITED

Applicant

- and -

**QUALITY MEAT PACKERS LIMITED AND
TORONTO ABATTOIRS LIMITED**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED**

**ORDER
(Fee Approval and Interim Distribution)**

THIS MOTION, made by A. Farber & Partners Inc., in its capacity as the Court-appointed receiver (the "**Receiver**") of all of the undertaking, property and assets of Quality Meat Packers Limited ("**QMP**") and Toronto Abattoirs Limited ("**TAL**") (collectively, the "**Debtors**"), for an Order, *inter alia*: (a) approving the Second Report of the Receiver dated July 3, 2014 (the "**Second Report**") and the activities of the Receiver set out therein; (b) approving the distribution by the Receiver to TD Asset Finance ("**TD**") in the amount of \$7,893.82 in respect of amounts owing to TD under the security granted to it by the Debtors; (c) approving the

distribution by the Receiver to Quality Meat Packers Holdings Limited (“QMPH”) in the amount of \$7,500,000.00 in respect of amounts owing to QMPH under the security granted to it by the Debtors; and (d) approving the fees and disbursements of the Receiver and its counsel, Aird & Berlis LLP, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report, the Fee Affidavit of John Hendriks sworn on July 3, 2014 and the Fee Affidavit of Ian Aversa sworn on July 3, 2014 (collectively, the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Receiver, counsel for QMPH and those other parties as appearing on the Counsel Slip, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Paula Hoosain sworn July 3, 2014.

1. **THIS COURT ORDERS** that the Second Report and the activities of the Receiver as set out therein be and the same are hereby approved.
2. **THIS COURT ORDERS** that the fees and disbursements of the Receiver in the sum of \$200,172.55 for the period May 5, 2014 to June 13, 2014 and the fees and disbursements of Aird & Berlis LLP, in its capacity as counsel to the Receiver, in the sum of \$55,161.60 for the period May 5, 2014 to June 26, 2014, as set out in the Fee Affidavits, be and are hereby approved.
3. **THIS COURT ORDERS** the Receiver be and the same is hereby authorized and directed to distribute from the monies on hand with the Receiver the sum of \$7,893.82 to the secured creditor, TD, in respect of amounts owing to TD under the security granted to it by the Debtors.

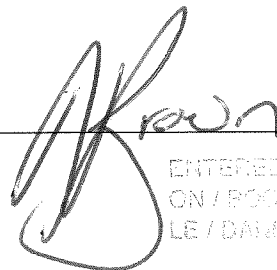
4. **THIS COURT ORDERS** the Receiver be and the same is hereby authorized and directed to distribute from the monies on hand with the Receiver the sum of \$7,500,000.00 to the secured creditor, QMPH, in respect of amounts owing to QMPH under the security granted to it by the Debtors.

5. **THIS COURT ORDERS AND DECLARES** that, notwithstanding:

- (a) the pendency of these proceedings; and
- (b) the bankruptcies pursuant to the *Bankruptcy and Insolvency Act* (the “**BIA**”) in respect of the Debtors and any order issued pursuant to any such bankruptcies,

the distributions and payments to be made to TD and QMPH by the Receiver pursuant to this Order are final and irreversible and shall be binding upon any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall any such distributions or payments constitute or be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial law, nor shall such distributions and payments constitute conduct which is oppressive, unfairly prejudicial to or which unfairly disregards the interest of any person pursuant to any applicable federal or provision legislation.

Natasha Brown
Registrar



ENTERED AT / INCORPORATED AT TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JUL 17 2014



QUALITY MEAT PACKERS HOLDINGS LIMITED

and

QUALITY MEAT PACKERS LIMITED et al.

Applicant

Respondents

Court File No.: CV-14-10537-00CL

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

Proceedings commenced at Toronto

**ORDER
(Fee Approval and Interim Distribution)**

AIRD & BERLIS LLP

Barristers and Solicitors

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