

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

THE HONOURABLE) TUESDAY, THE 5TH DAY
)
JUSTICE *Pattillo*) OF NOVEMBER, 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 Third Report of the Receiver dated October 23, 2014 (the “**Third Report**”) and the activities of the Receiver set out therein; (b) approving the distribution by the Receiver to Quality Meat Packers Holdings Limited (“**QMPHL**”) in the amount of \$2,100,000 in respect of amounts owing to QMPHL under the

security granted to it by the Debtors; (c) approving the interim distribution of \$680,000 to the secured lessor, Royal Bank of Canada; (d) approving the \$20,000 credit bid sale of the intellectual property of the Debtors to QMPHL; and (e) 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 Third Report, the Fee Affidavit of John Hendriks sworn on October 15, 2014 and the Fee Affidavit of Jeremy Nemers sworn on October 23, 2014 (collectively, the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Receiver, counsel for QMPHL 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 Mona Markussen sworn October 27, 2014.

1. **THIS COURT ORDERS** that the Third Report of the Receiver dated October 23, 2014 (the “**Third Report**”) and the activities of the Receiver as set out therein be and the same are hereby approved.
2. **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 \$2,100,000 to the secured creditor, QMPHL, in respect of amounts owing to QMPHL under the security granted to it by the Debtors.
3. **THIS COURT ORDERS** the Receiver be and the same is hereby authorized and directed to distribute \$680,000 to Royal Bank of Canada on account of its secured debt and a

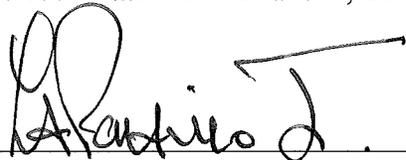
final distribution of the remaining balance, if any, of the \$5,000 floor repair reserve as described at paragraphs 46 and 47 of the Third Report.

4. **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 QMPHL and Royal Bank of Canada by the Receiver pursuant to this Order are final and irreversible and shall be binding upon the trustees in bankruptcy 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 provincial legislation.

5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver in the sum of \$125,102.43 for the period June 14, 2014 to October 10, 2014 and the fees and disbursements of Aird & Berlis LLP, in its capacity as counsel to the Receiver, in the sum of \$34,499.48 for the period June 27, 2014 to October 14, 2014, as set out in the Fee Affidavits, be and are hereby approved.



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)**

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