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www.farberfinancial.com

December 6, 2016

**TO THE CREDITORS OF
PROSPERITY FOODS LTD.**

We wish to advise you that Prosperity Foods Ltd. filed a Notice of Intention to Make a Proposal on December 2nd, 2016, pursuant to Section 50 of the *Bankruptcy and Insolvency Act*. A copy of this Notice is enclosed herewith.

Prosperity Foods Ltd. is not bankrupt, but has availed itself of a procedure whereby an insolvent person, with creditor and Court approval, restructures its financial affairs. Our role as Trustee in this matter is to assist with the development of the Proposal, to liaise with creditors to explain same to them and to aid in the decision that creditors will ultimately make regarding the Proposal. We also monitor the cash flow of Prosperity Foods Ltd. during this process.

All liabilities of Prosperity Foods Ltd. as at December 2nd, 2016 are frozen by force of the *Act* and will be subject to the Proposal mentioned above. Please note that during this process, Prosperity Foods Ltd. is not bankrupt but is continuing to proceed under protection from the legislation.

Prosperity Foods Ltd. has thirty (30) days from the date of filing the Notice of Intention to Make a Proposal to lodge a Proposal with ourselves, subject to Court extension. Once this Proposal is filed with the Official Receiver, the Trustee is required to call a Meeting of Creditors within twenty-one (21) days thereafter.

Please feel free to contact Diane Falcione at (416) 496-3678 or by email at dfalcione@farberfinancial.com should you require any further information with respect to this matter.

Yours very truly,

A. FARBER & PARTNERS INC.

The Trustee acting *in re* the proposal of
Prosperity Foods Ltd.



Per: John Hendriks, CPA, CA, CIRP, LIT



**IN THE MATTER OF THE PROPOSAL OF PROSPERITY FOODS LTD. A COMPANY
DULY INCORPORATED PURSUANT TO THE LAWS OF THE PROVINCE OF ONTARIO
WITH A HEAD OFFICE IN THE CITY OF TORONTO
IN THE PROVINCE OF ONTARIO**

NOTICE OF INTENTION TO MAKE A PROPOSAL

TAKE NOTICE THAT:

1. The undersigned Prosperity Foods Ltd., an insolvent person, pursuant to Subsection 50.4(1) of the *Bankruptcy and Insolvency Act*, intends to make a Proposal to its creditors.
2. A Farber & Partners Inc., of 150 York Street, Suite 1600, Toronto, Ontario, a licensed Trustee, has consented to act as Trustee under the Proposal and a copy of the Consent is attached hereto.
3. A list of the names of the known creditors with claims amounting to \$250 or more and the amounts of their claims is attached.
4. Pursuant to Section 69 of the *Bankruptcy and Insolvency Act*, all proceedings against the company are stayed as of the date of filing this Notice with the Official Receiver in my locality.

DATED AT TORONTO this 2nd day of December, 2016.

PROSPERITY FOODS LTD.

Per: Ira Day

District of:
 Division No. -
 Court No.
 Estate No.

- FORM 33 -

Notice of Intention To Make a Proposal
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of
 Prosperity Foods Ltd.
 of the City of Toronto, in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
407 ETR Express Toll Route Marion Richardson/Collections	6300 Steeles Ave W Woodbridge ON L4H 1J1		4,326.74
4Refuel Canada LP	215-9440 202 Street Langley BC V1M 4A6		947.82
7992009 Canada Inc - Groupe PR International	1630 Place De Lierre Laval QC H7G 4X7		38,068.40
Acklands Grainger Cisco	5937 Dixie Road Mississauga ON L4W 1E8		313.14
Aoda Foods International Limited	849 Canyon Street Mississauga ON L5H 4L6		6,075.00
Asaya Inc.	318 - 7357 Woodbine Avenue Markham ON L3R 6L3		8,864.89
B&R Staffing Inc.	2200 Martin Grove Road, Unit 203 Etobicoke ON M9V 5H9		34,576.50
Barcode Application Solutions	203 - 5080 Timberlea Boulevard Mississauga ON L4W 4M2		11,509.05
Barry Callebaut Canada Inc.	P.O. Box 3939, Commerce Court Postal Station Toronto ON M5L 1K1		92,381.79
BCB International Inc.	1010 Niagara Street Buffalo NY 14213-1501 United States		390.46
Bedemco Inc.	325 - 3 Barker Avenue, White Plains NY 10601 United States		4,545.28
Bell Canada	P.O. Box 9000, Station Don Mills North York ON M3C 2X7		662.23
Butler Operation Inc.	4778 Bloomington Road, RR 4 Stouffville ON L4A 7X5		766.82
Caldic Canada Inc.	6980 Creditview Road Mississauga ON L5N 8E2		12,200.00

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Creditor	Address	Account#	Claim Amount
Cargill Cocoa & Chocolate NA	300 - 240 Graham Avenue Winnipeg MB R3C 0J7		13,263.02
CBSA Commercial Operations	2720 Britannia Road East, PO Box 40 Mississauga ON L4W 2P7		480.63
CDQ Co-Op	107 - 90 Freeport Boulevard N.E. Calgary AB T3J 5J9		31,820.58
Chep Canada	7400 East Danbro Crescent Mississauga ON L5N 8C6		1,848.79
City Of Toronto - Finance: Revenue Serv.	55 John Street, Metro Hall, 19th Floor Toronto ON M5V 3C6		322.41
Como Foods Inc.	5 - 2395 Drew Road Mississauga ON L5S 1T2		11,085.00
Copper Run Motor Freight Inc.	17 Strathdee Drive Etobicoke ON M9R 1A6		9,817.37
Creative Food Ingredients	4-3470 Laird Road Mississauga ON L5L 5Y4		3,016.56
CSA Transportation	355 Horner Avenue Toronto ON M8W 1Z7		2,900.00
Delices De La Foret	3400 Bl. Losh # 35 St-Hubert QC J3Y 5T6 Burkina Faso		11,617.50
Dynamic Foods	24 Viceroy Road, Unit 15 Vaughan ON L4K 2L9		17,540.00
EFS Network	P.O. Box 935197 Atlanta GA 31193-5197 Georgia		899.00
Enbridge Gas Distribution - Ontario Back Office Collections Department	PO Box 650 Scarborough ON M1K 5E3		1,998.77
Erb Group Of Companies	290 Hamilton Road New Hamburg ON N3A 1A2		551.52

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Creditor	Address	Account#	Claim Amount
Excel Plastics Inc.	290 Annagem Boulevard Mississauga ON L5T 2V5		3,297.08
G&K Services Canada Inc.	140 Sunpac Boulevard Brampton ON L6S 6E4		2,255.30
Gerrity Corrugated Paper Products Ltd.	75 Doney Crescent Concord ON L4K 1P6		11,695.92
Gertex Distributing Inc.	400 Flint Road, Unit 1 Toronto ON M3J 2J4		620.37
Golden Boy Foods Ltd.	7725 Lougheed Hwy Burnaby BC V5A 4V8		2,145.28
Golden Grove Peanut Company	P.O. Box 921 Warsaw NC 28398 United States		25,670.22
Golden Peanut & Tree Nuts	P.O. Box 508 Camilla GA 31730 United States		3,618.00
Grain Process Enterprises Limited	105 Commander Boulevard Scarborough ON M1S 3M7		1,669.00
Graphic Transportation Inc.	155 Delta Park Boulevard Brampton ON L6T 5M8		542.40
Great Southern Peanut, LLC	P.O. Box 529, 132 5th Street Leesburg GA 31763 United States		153,120.00
GTA Tech Inc.	164 Eglinton Avenue East, Suite 312 Toronto ON M4P 1G4		3,333.51
HD Supply Canada Inc.			308.66
Hershey Canada Inc.	P.O. Box 1179, Postal Station A Montreal QC H3C 2Y3		5,120.62
Humphrey Pecan, S.A. DE C.V.	Calzada Agroindustria 294, Parque Industrial Oriente Torreon, Coahuila 27275 Mexico		99,199.20
Imperial Oil (Esso)	P.O. Box 1700 Don Mills ON M3C 4J4		1,119.60

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Creditor	Address	Account#	Claim Amount
Jupiter Trading	106 Cloverleaf Street Woodbridge ON L4L 5H8		20,177.60
Lakeview Commodities Inc.	1288 Meredith Avenue Mississauga ON L5E 2E5		45,415.20
Lampman Pecan Company Inc.	101 West Bivar De Leon TX 76444 United States		99,000.00
Liftow Limited	3150 American Drive Mississauga ON L4V 1B4		15,922.28
Loma Systems Inc.	283 East Lies Road Carol Stream IL 60188 United States		661.05
Lynx Truck Transport	200 Rexdale Boulevard Etobicoke ON M9W 1R2		4,875.00
Maritime-Ontario Freight Lines Limited	1 Maritime-Ontario Boulevard Brampton ON L6S 6G4		2,584.57
Mascot Pecan	819 South Veterans Boulevard, PO Box 760 Glennville GA 30427 Georgia		54,432.00
Minimax Transportation Inc.	P.O. Box 92 Cornwall ON K6H 5R9		925.90
MLG Enterprises Limited	P.O. Box 52568, Turtle Creek Post Office Mississauga ON L5J 4S6		2,373.84
Moore Packaging Corporation	191 John Street Barrie ON L4N 6G1		20,636.03
NF Sales & Marketing NFLD.	18 Argyle Street, Suite 301 St. John's NL A1A 1V3		6,220.81
Nino D'aversa Bakery Ltd.	1 Toro Road Toronto ON M3J 2A4		1,992.00
Nith River Milling Inc.	P.O. Box 1315 Linwood ON N0B 2A0		19,678.50
North American Impex Inc.	20 Sims Crescent, Unit 2 Richmond Hill ON L4B 2N9		92,592.56

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Creditor	Address	Account#	Claim Amount
Ocean Spray International, Inc.	P.O. Box # 223049 Pittsburgh PA 15251-2049 United States		11,250.00
Oguzcan A.S.	75 Yil Cumhuriyet District Kocabaglar Street No 19 Oren/Kemalpasa		63,378.40
Ottawa Valley Grain Products	P.O. Box 456 Renfrew ON K7V 4A6		2,127.00
Perfection Foods	215 Fitzroy Street Charlottetown PE C1A 1S6		3,245.40
Poindexter Nut Co - U.S.	5414 East Floral Avenue Selma CA 93662 United States		15,678.00
Powell May International	2475 Skymark Avenue, Suite #1 Mississauga ON L4W 4Y6		31,370.63
Professional Ingredients	330 Queen Street South Mississauga ON L5M 1M2		13,616.50
Profex Logistics Services	32 - 3075 Ridgeway Drive Mississauga ON L5L 5M6		1,125.00
Receiver General (HST)	5001 Yonge Street Toronto ON M2N 6R9		20,445.53
RJP Packaging Inc.	3293 Lansdown Drive Burlington ON L7M 1S4		2,226.67
Ryder Truck Rental Canada Ltd.	P.O. Box 9464, Station A Toronto ON M5W 4E1		6,353.78
Sabre Health Direct Inc.	5025 Orbitor Drive, Building 3, Ste 300 Mississauga ON L4W 4Y5		463.38
Sacramento Valley Walnut Growers	896 O'Banion Road Yuba City CA 95991 United States		5,587.50
Safe Food Corporation	115 River Road, Suite 108 Edgewater NJ 07020 United States		6,304.00
Scala Wissel International Inc.	PO Box 226 Floral Park NY 11001 United States		1,895.50

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Creditor	Address	Account#	Claim Amount
Shashi Quality Foods	55 Esandar Drive Toronto ON M4G 4H2		13,046.59
Star Snacks LLC	105 Harbor Drive Jersey City NJ 07305 United States		58,140.00
Sunbelt Logistics Group	6299 Airport Road, Suite 402 Mississauga ON L4V 1N3		5,970.90
Sunco Foods Inc.	1100 - 1200 West 73rd Avenue Vancouver BC V6P 6G5		8,908.00
Tal Products	205 Limestone Crescent, Unit C Toronto ON M3J 2R1		9,006.12
Tamefield Warehousing	35 Automatic Road Brampton ON L6T 6C9		4,319.96
Telus Mobility	P.O. BOX # 5300 Burlington ON L4R 4S8		1,030.44
Terago Networks Inc.	P.O. Box 8956, Postal Station A Toronto ON M5W 2C5		423.75
The Hemisphere Group			52,365.90
The Toronto-Dominion Bank	2300 Steeles Avenue West, Suite 200 Vaughan ON L4K 5X6		1,400,000.00
The Treat Shoppe	5185 Tomken Road Mississauga ON L4W 1P1		372.90
Tifton Quality Peanuts, LLC	995 Bruce Lane Tifton GA 31794 United States		148,224.76
Torkin Manes Cohen & Arbus LLP	1500-151 Yonge Street Toronto ON M5C 2W7		7,999.17
Toronto Hydro Electric System Ltd.	P.O. Box 4490, Station A Toronto ON M5W 4H3		4,245.74
Toronto Salt & Chemical Ltd.	275 Glidden Road Brampton ON L6W 1H9		6,779.76

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List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Total Pac & Design Inc.	31 Country Estates Drive Markham ON L6C 1A4		3,243.73
Totally Nuts & More Inc	2000 Peel, Suite # 610 Montreal QC H3A 2W5		92,635.89
Totally Nuts & More Inc	2000 Peel, Suite # 610 Montreal QC H3A 2W5	USD	40,402.95
Traffic Tech Inc	6665 Cote De Liesse Montreal QC H4T 1Z5		6,595.00
TransX Group of Companies	7225 Transmark Court Mississauga ON L5S 1Z5		19,486.23
Trent Howard Inc.	1208 Birchview Drive Mississauga ON L5H 3C8		2,385.54
Unique Ingredients & Surfrut	6460 S. Mountainside Drive Gold Canyon AZ 85118 United States		8,420.00
Van Amerongen	14 Boswell Street Simcoe ON N3Y 4K2		7,546.50
Weinstein Raisin			23,843.00
Workplace Safety & Insurance Board	P.O. Box 4115 Toronto ON M5W 2V3		2,825.71
Zinda Products Canada Inc.	104 Avenue Liberte Quebec QC J5R 6X1		1,933.60
Total			3,139,211.20

Prosperity Foods Ltd.
 Insolvent Person

Court No.

File No.

In the matter of the proposal of
Prosperity Foods Ltd.
of the City of Toronto, in the Province of Ontario

Form 33
Notice of intention to make a proposal

A. FARBER & PARTNERS INC.

150 York Street, Suite 1600
Toronto ON M5H 3S5
Phone: (416) 497-0150 Fax: (416) 496-3839



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Toronto
Court No. 31-2195743
Estate No. 31-2195743

In the Matter of the Notice of Intention to make a
proposal of:

Prosperity Foods Ltd.
Insolvent Person
A. FARBER & PARTNERS INC.
Licensed Insolvency Trustee

Date of the Notice of Intention: December 02, 2016

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: December 05, 2016, 15:22

E-File/Dépôt Electronique

Official Receiver

25 St. Clair Avenue East, 6th floor, Toronto, Ontario, Canada, M4T1M2, (877)376-9902

Canada