

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

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

**ABINGDON MEAT PACKERS LIMITED and
DESIMONE INVESTMENTS LIMITED**

Respondents

NOTICE OF MOTION

Albert Gelman Inc. ("**AGI**") in its capacity as court-appointed receiver (the "**Receiver**") appointed pursuant to order of the Honourable Justice Miller dated May 26, 2015 (the "**Appointment Order**") of the Property (as defined in the Appointment Order) of Abingdon Meat Packers ("**AMPL**") Limited and Desimone Investments Limited ("**DIL**") (collectively the "**Debtors**") will make a motion to the Court on **Tuesday July 21, 2015** at 10:00 a.m., or as soon after that time as the motion can be heard at the court house, 80 Dundas Street, London, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard

orally.

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THE MOTION IS FOR:

- (a) An Order abridging the time for service, filing and confirmation of the Notice of Motion and the Motion Record and directing that any further service of the Notice of Motion and the Motion Record be dispensed with such that this motion is properly returnable;
- (b) An Order approving the Receiver's First Report to the Court dated June 29, 2015 (the "**First Report**") and the activities of the Receiver as set out therein;
- (c) An Order approving the sales and marketing process in respect of the Property of AMPL and DIL as set out in paragraphs 69 through 74 of the First Report (the "**Sales Process**");
- (d) An Order that the Confidential Appendices to the First Report be sealed until such a time as any transaction for the sale of the Property is complete and funds are received by the Receiver or further order of the Court;
- (e) An Order that the fees and disbursements of the Receiver as detailed in the First 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 First Report (the "**Counsel Fees**") and payment of same be approved;

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- (g) authorizing the Receiver to take such steps as are necessary and appropriate to facilitate the completion of the Sales Process;
- (h) such further and other relief as to this Honourable Court may seem just.

THE GROUNDS FOR THE MOTION ARE:

- (a) AGI was appointed Receiver of AMPL and DIL's Property pursuant to the Appointment Order;
- (b) AMPL carried on business as an abattoir from premises located at 1607 Abingdon Road, Caistor Centre, Ontario (the "**Premises**"). The Premises is owned by DIL.
- (c) The Applicant, the Bank of Montreal ("**BMO**") is the senior secured creditor and lender to AMPL and DIL.
- (d) AMPL is a bankrupt. Deloitte Restructuring Inc. is the Trustee in Bankruptcy.
- (e) BMO holds a General Security Agreement from each of AMPL and DIL. BMO also holds a Charge/Mortgage of Land in the principal sum of \$4,300,000 over the Premises.
- (f) As detailed in the First Report, the Receiver was the former private receiver of the Debtor's Property (the "**Private Receiver**") appointed by BMO. The activities of the Private Receiver are reported on the First Report.

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- (g) As reported in the First Report, the Property of the Debtors is secured and insured by the Receiver.

Sealing Order

- (h) The First Report contains certain confidential appendices that the Receiver seeks a sealing order in respect of as such documents contain sensitive commercial information as to the value to the Debtors' assets, the disclosure of which would hinder the Receiver's ability to market such assets.

The Sales Process

- (i) The Sales Process, as reported in the First Report, is recommended by the Receiver and includes a form of offer, a form of terms and conditions, details of how the Property would be exposed to the market with a deadline to be set for the submission of offers following the Receiver's exposure of the Property to the market. The Receiver recommends the Sales Process as same will involve a process with integrity and will encourage a competitive environment for the solicitation of offers.

Accounts of the Receiver

- (j) The Appointment Order requires the Receiver and its legal counsel to pass their accounts from time to time.

- (k) The Receiver and its legal counsel have properly incurred fees and disbursements as detailed in the First Report.
- (l) The Receiver seeks the approval of the Receiver's fees and its counsel's fees and payment of same.
- (m) Section 243 of the BIA.
- (n) Rules 1.04, 2.01, 2.03, 3.02, 16 and 37 of the Rules of Civil Procedure (Ontario);
- (o) Further sections 137(2) (Sealing Order) of the *Courts of Justice Act*; and
- (p) Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) The First Report of AGI dated June 29 , 2015;
- (b) Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

HARRISON PENZA LLP

Barristers & Solicitors

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Lawyers for Bank of Montreal

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Trustee in bankruptcy of Abingdon Meat Packers Limited

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AND

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AND

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TO: **Ministry of Environment and Climate Change**
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AND

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