

COURT FILE NUMBER 2101-05682
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ATB FINANCIAL

Clerk's stamp

DEFENDANTS W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

APPLICANT BDO CANADA LIMITED, in its capacity as receiver and manager of W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

DOCUMENT **APPLICATION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **MLT AIKINS LLP**
2100, 222 3 Ave, SW
Calgary, Alberta T2P 0B4
Attention: Ryan Zahara
Counsel for the Receiver, BDO Canada Limited
Phone: 403.693.5420
Fax: 403.508.4349
File: 0128056.00003

NOTICE TO RESPONDENTS: Service List appended as Schedule "A"

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Justice.

To do so, you must be in Court when the application is heard as shown below:

Date: April 21, 2022
Time: 2:00 p.m.
Where: Calgary Courts Centre, via WebEx
Before Whom: The Honourable Madam Justice B.E.C. Romaine

Go to the end of this document to see what else you can do and when you must do it.

Remedy Claimed or Sought:

1. Capitalized terms not otherwise defined herein shall have the meaning given to them in the Fourth Report dated April 11, 2022 (the "**Fourth Report**") of BDO Canada Limited, in its capacity as the Court-appointed receiver (the "**Receiver**" or "**BDO**") of the Debtors, W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a W.A. Grain & Pulse Solutions) ("**130 Alberta**"), New Leaf Essentials (West) Ltd., New Leaf Essentials (East) Ltd. and 1887612 Alberta Ltd. (collectively, "**W.A. Grain**" or the "**Debtors**").
2. The Receiver respectfully seeks an Order from this Honourable Court for the following relief in the form of **Schedule "B"** hereto:
 - a. abridging, if necessary, the time for service of this Application and materials in support thereof, and an Order declaring service of same to be good and sufficient;
 - b. approving the assignment of the Receiver's rights and interests under the Statement of Claim filed on April 4, 2022 in Court of Queen's Bench Action No. 2201-03947 on behalf of 130 Alberta against Wildrose Commodities Holdings Ltd. (the "**Wildrose Claim**") to ATB Financial ("**ATB**") pursuant to the ATB Security (as defined below);
 - c. approving the Receiver's proposal for the destruction of W.A. Grain's corporate records in the Receiver's possession;
 - d. approving the accounts of the Receiver and its legal counsel, MLT Aikins LLP, including unbilled work in process and estimated costs to complete and authorizing the Receiver to pay all approved unpaid fees and disbursements;
 - e. approving the Receiver's proposed distribution of proceeds realized from the sale of 130 Alberta's Pambrun Plant to Farm Credit Canada ("**FCC**");
 - f. approving the proposed final distribution of proceeds to ATB;
 - g. approving the Receiver's activities, including approval of the Receiver's Final Statement of Receipts and Disbursements;

- h. approving the discharge of the Receiver in respect of the assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof the Debtors;
- i. approving the release of BDO from any and all liability that it now has or may have by reason of, or in any way arising out of, the acts or omissions of BDO while acting in its capacity as Receiver herein, save and except for any gross negligence or willful misconduct on the Receiver's part, upon the filing of the Receiver's Discharge Certificate; and
- j. such further and other relief as the circumstances may require and as this Honourable Court deems appropriate.

Grounds for Making the Application:

Background

- 3. W.A. Grain purchased grain from producers or resellers for its six processing plants located in Vanguard, Saskatchewan ("**Vanguard Plant**"), Ponteix, Saskatchewan ("**Ponteix Plant**"), Pambrun, Saskatchewan ("**Pambrun Plant**", and together with the Vanguard Plant and the Ponteix Plant, the "**Saskatchewan Plants**"), Bashaw, Alberta ("**Bashaw Plant**"), Bowden, Alberta ("**Bowden Plant**") and Slemon, Prince Edward Island ("**PEI Plant**") (collectively with the Saskatchewan Plants, the Bashaw Plant and the Bowden Plant, the "**Processing Plants**").
- 4. The Canada Grain Commission (the "**CGC**") regulated the Processing Plants, excluding the PEI Plant. Through 130 Alberta, the Debtors held Primary Elevator Licences at each Processing Plant and a Grain Dealer License (collectively the "**Grain Licenses**").
- 5. On April 19, 2021, the CGC suspended all of the Grain Licences until April 30, 2021, restricting any movement of inventory onto or off of the Processing Plants and their respective grain elevators.
- 6. On May 1, 2021, the CGC granted 130 Alberta, through the Receiver, short term conditional Grain Licences (the "**Conditional Licences**") allowing it to remove and sell, but

not accept, inventory at the Processing Plants. The Conditional Licences were renewed monthly through to August 31, 2021.

7. The CGC further stipulated, and the Receiver agreed, that the Receiver would maintain the proceeds for all inventory sold at any location, including third party locations, and elevators not regulated by the CGC, in trust.

Procedural History

8. On April 26, 2021, pursuant to the Order of the Honourable Justice D.R. Mah (the “**Receivership Order**”), BDO was appointed as receiver and manager over all of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof of the Debtors.
9. On June 10, 2021, the Honourable Justice M.J. Lema granted an Order approving the sale of substantially all of the inventory of W.A. Grain pursuant to the terms of an Inventory Sale Agreement between the Receiver and Bridge Agri Partners Inc.
10. Also on June 10, 2021, Justice M.J. Lema granted an Order approving the Receiver’s proposed Sales and Solicitation Process (the “**SSP Order**”).
11. Pursuant to the SSP Order, the Receiver marketed the Bowden Plant, the Bashaw Plant and the Saskatchewan Plants, individually and together. At the conclusion of the SSP, the Receiver requested the Court’s approval of the following Asset and Purchase Agreements (collectively, the “**APAs**”):
 - a. APA for the sale of the Bowden Plant to Global Foods Inc.;
 - b. APA for the sale of the Bashaw Plant to 2371394 Alberta Ltd.; and
 - c. APA for the sale of the Saskatchewan Plants to GP Acres Grain Inc.
12. On September 23, 2021, the Honourable Justice C. Dario approved the APAs.
13. On December 10, 2021, the Honourable Justice E.J. Sidnell granted an interim distribution order, which, among other things, approved the distribution of sale proceeds realized from the sale of the Vanguard Plant to FCC, approved an interim distribution of \$7,500,000.00 to

ATB and directed that the distribution of sale proceeds realized from the sale of the Pambrun Plant to FCC would be determined at a later application.

14. Also on December 10, 2021, the Honourable Justice E.J. Sidnell granted a claims process order, which approved the Receiver's proposed claims process to address Priority Producer Claims to be paid out of funds realized from the sale of Like Grain (as defined in the Third Report of the Receiver, dated November 30, 2021 (the "**Third Report**")).
15. Lastly, on December 10, 2021, the Honourable Justice E.J. Sidnell adjourned the Receiver's request for approval of a distribution to claimants with Priority Producer Claims and BIA 81.2 Claims (each as defined in the Third Report), and directed the Receiver to make supplemental submissions on January 24, 2022.
16. On January 24, 2022, the Honourable Justice E.J. Sidnell granted a further interim distribution order, which approved the distribution to admitted BIA 81.2 Claims, approved the disallowance of BIA 81.2 Claims filed by grain producers who also had Priority Producer Claims, and approved a further interim distribution to ATB up to \$2,500,000.00.

Assignment of Rights under Wildrose Claim

17. On April 4, 2022, on behalf of 130 Alberta, the Receiver filed the Wildrose Claim under Court of Queen's Bench Action No. 2201-03947, seeking damages in the amount of \$17,538.90 USD arising from unpaid accounts receivable amounts owing from Wildrose Commodities Holdings Ltd. to 130 Alberta.
18. As of the date of filing, the Receiver has not received a response to the Wildrose Claim and seeks to assign its rights and interests under and to the Wildrose Claim to ATB pursuant to the ATB Security.

Company Books and Records

19. The Receiver took possession of 257 boxes of books and records (the "**Records**") of W.A. Grain and arranged to store them at a third-party storage facility during its appointment. The former Director of W.A. Grain has declined to take possession of the Records.

20. The Canada Revenue Agency does not require companies to maintain records for more than six years. As approximately 134 of the 257 boxes of Records are older than six years, the Receiver plans to destroy those 134 boxes and prepay the storage fees and ultimate destruction charges for the 123 remaining boxes, with a final destruction date of April 2027.

Fees and Disbursements

21. Paragraph 18 of the Receivership Order provides that the Receiver and its counsel shall be paid their reasonable fees and disbursements, in each case, incurred at their standard rate and charge. Each of the Receiver and its counsel were granted a charge for their professional fees and disbursements.
22. This Court has approved the Receiver and its legal counsel's fees and disbursements up to November 15, 2021. From November 15, 2021 to April 7, 2022, the Receiver issued three invoices totaling \$72,524.33, which includes disbursements and GST (the "**Professional Accounts**"). The Receiver anticipates issuing a final account not to exceed \$12,500.00, exclusive of GST, attending to all matters required to be discharge from its appointment (the "**Final Professional Accounts**").
23. From November 1, 2021 to March 31, 2022, the Receiver's legal counsel, MLT Aikins LLP ("**MLT Aikins**"), has rendered four invoices totalling \$57,375.24, which includes disbursements and GST (the "**Legal Accounts**"). MLT Aikins anticipates issuing a final account not to exceed \$12,500.00, exclusive of GST, to conclude the proceedings (the "**Final Legal Accounts**").
24. The Receiver is seeking this Court's approval of the Professional Accounts, the Final Professional Accounts, the Legal Accounts and the Final Legal Accounts (collectively, the "**Final Accounts**").

Proposed Final Distributions to Secured Creditors

25. A copy of the Receiver's consolidated Final Statement of Receipts and Disbursements (the "**Final R&D Statement**"), as at April 7, 2022, is attached at Appendix "A" to the Fourth Report. The Final R&D Statement indicates the Receiver maintains approximately \$923,122.00 in its trust account.

26. The Receiver proposes making a final distribution to the secured creditors as set out below.

FCC

27. FCC holds a first-ranking mortgage from 130 Alberta on the Pambrun Plant and a first-ranking general security agreement from 130 Alberta, among other security (the “**FCC Security**”).

28. The Receiver has received an independent legal opinion confirming the validity, enforceability and priority of FCC Security.

29. The Receiver allocated, and FCC agreed to pay, \$83,733.00 in costs incurred and associated with taking possession of and selling the Pambrun Plant. As the sale of the Pambrun Plant realized \$150,000.00, the Receiver proposes paying the net amount of \$66,267.00 to FCC.

ATB

30. ATB holds a number of general security agreements from the W.A. Grain companies and a mortgage of a lease from New Leaf Essentials (West) Ltd., among other security (the “**ATB Security**”).

31. The Receiver has received an independent legal opinion confirming the validity, enforceability and priority of the ATB Security and further confirming that the ATB Security ranks first on all of the estates, with the exception of the Vanguard Plant and Pambrun Plant, where the FCC Security ranks first.

32. To date, the Receiver has distributed \$10,000,000.00 to ATB. After paying the necessary fees to destroy the Records and satisfy the Final Professional Accounts, the Receiver proposes paying the remaining funds (the “**Remaining Funds**”) to ATB.

Approval of Receiver’s Activities and Request for Discharge

33. All of the actions of the Receiver and its legal counsel in the course of the administration of the receivership of the Debtors are reasonable and appropriate in the circumstances.

34. Subject to the few remaining administrative tasks set out in the Fourth Report, the Receiver has now substantially completed the administration of the estate and respectfully recommends that its discharge be effective upon filing a certificate substantially in the form attached as Schedule "A" to the Distribution and Discharge Order with the Court.
35. The Receiver relies on such further and other grounds in support of its Application as counsel may advise and this Honourable Court may permit.

Material or Evidence To Be Relied Upon:

- (a) The Receivership Order granted by Justice Mah on April 26, 2021;
- (b) The First Report of the Receiver dated May 31, 2021;
- (c) The Second Report of the Receiver dated September 10, 2021;
- (d) The Third Report of the Receiver dated November 30, 2021;
- (e) The Supplement to the Third Report of the Receiver dated January 4, 2022;
- (f) The Fourth Report of the Receiver dated April 11, 2022;
- (g) All Orders granted in the within Receivership proceedings;
- (h) All pleadings, affidavits and other materials filed in this action;
- (i) The inherent jurisdiction of this Honourable Court to control its own process; and
- (j) Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Rules:

36. Rules 11.27 and 13.5 and Part 6, Division 4 of the Alberta *Rules of Court*.

Applicable Acts and Regulations

37. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.

How the Application is Proposed to be Heard or Considered

38. Before the Honourable Justice B.E.C. Romaine, via WebEx.

WARNING TO THE RESPONDENTS:

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

Schedule "A" – Service List

COURT FILE NUMBER: 2101-05682

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE: CALGARY

PLAINTIFF ATB FINANCIAL

DEFENDANTS W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a WA GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

APPLICANT BDO CANADA LIMITED, in its capacity as receiver and manager of W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.

DOCUMENT

SERVICE LIST

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT:

MLT AIKINS LLP
 Barristers & Solicitors
 2100, 222 3rd Avenue S.W.
 Calgary, Alberta T2P 0B4
 Phone: 403.693.5420
 Facsimile: 403.508.4349
 Attention: Ryan Zahara
 File: 128056.00003

Updated April 11, 2022

PARTY	ROLE	SERVICE VIA
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<p>W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (O/A WA GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., 1887612 ALBERTA LTD.</p>	<p><i>Counsel for W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a WA Grain & Pulse Solutions), New Leaf Essentials (West) Ltd., New Leaf Essentials (East) Ltd., 1887612 Alberta Ltd.</i></p> <p>MHR LAW 1, 5401-49 Avenue Olds, AB T4H 1G3</p> <p>Dan Harder danh@mhrlaw.ca corporate@mhrlaw.ca</p>	<p>Email</p>
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<p>AVRIO SUBORDINATED DEBT LIMITED PARTNERSHIP II</p>	<p><i>Counsel for Avrio Subordinated Debt Limited Partnership III</i></p> <p>MCCARTHY TETRAULT LLP 4000, 421 7th Avenue SW Calgary, AB T2P 4K7</p> <p>Walter Macleod wmacleod@mccarthy.ca</p>	<p>Email</p>

<p>FORAGE SUBORDINATED DEBT LIMITED PARTNERSHIP II 502, 400 Crowfoot Crescent NW Calgary, AB T3G 5H6</p> <p>rlethebe@foragecapitalpartners.com</p>		Email
<p>CWB NATIONAL LEASING INC. 1525 Buffalo Place Winnipeg, MB R3T 1L9</p> <p>Fax: 204-954-9099</p>		Mail
<p>FARM CREDIT CANADA 2nd Floor, 12040 – 149 Street NW Edmonton, AB T5V 1P2 Fax: 780-495-5665</p> <p>Attention: Jay Penner Jay.Penner@fcc-fac.ca</p>	<p><i>Counsel for Farm Credit Canada</i></p> <p>MILLER THOMSON LLP 3000, 700-9th Avenue SW Calgary, AB T2P 3V4</p> <p>Nicole T. Taylor-Smith ntaylorsmith@millერთhompson.com</p>	Email
<p>MERIDIAN ONECAP CREDIT CORP. 204-3185 Willingdon Green Burnaby, BC V5G 4P3</p>		Mail
<p>PRINCE EDWARD ISLAND CENTURY 2000 FUND INC. 94 Euston Street PO Box 1176 Charlottetown PEI C1A 7M8</p> <p>Attention: Jamie Aitkin jdoyle@gov.pe.ca</p> <p>Attention: Jason Doyle jaaiken@gov.pe.ca</p>	<p><i>Counsel for Prince Edward Island Century 2000 Fund Inc.</i></p> <p>Stewart McKelvey LLP 65 Grafton St Charlottetown, PE C1A 1K8</p> <p>Attention: Gary G. Demeulenaere, Q.C</p> <p>gdemeulenaere@stewartmckelvey.com</p>	Email
<p>THE GUARANTEE COMPANY OF NORTH AMERICA 402-260 Hearst Way Kanata, ON K2L 3H1</p>	<p><i>Counsel for the Guarantee Company of North America</i></p> <p>McKercher LLP 374 Third Avenue South</p>	Email

	<p>Saskatoon, SK S7K 1M5</p> <p>Attention: Colin Ouellette c.ouellette@mckercher.ca</p>	
<p>CANADIAN GRAIN COMMISSION / GOVERNMENT OF CANADA Head, Licensing, Industry Services</p> <p>Attention: Lorena Morales lorena.morales@grainscanada.gc.ca</p>	<p><i>Counsel for Canadian Grain Commission</i></p> <p>Department of Justice of Canada Prairie Region – National Litigation Sector 300, 10423 – 101 Street NW Edmonton, AB T5H 0E7</p> <p>Rolinda Mack Rolinda.Mack@justice.gc.ca</p>	Email
<p>INTACT INSURANCE COMPANY 1200 St. Laurent Blvd., Unit 004A P.O. Box 22 Ottawa, Ontario K1K 3B8</p> <p>Jay Rampersad jay.rampersad@intact.net</p> <p>Carmela Morrone carmela.morrone@intact.net</p>	<p><i>Counsel for Intact Insurance Company</i></p> <p>McKercher LLP 374 Third Avenue South Saskatoon, SK S7K 1M5</p> <p>Colin Ouellette c.ouellette@mckercher.ca</p>	Email
<p>CANADA REVENUE AGENCY 220 4th Avenue SE Calgary, AB T2G 0L1</p> <p>Fax: 403-264-5843</p>		Fax / Mail

Schedule "B" – Discharge Order

COURT FILE NUMBER 2101-05682
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF ATB FINANCIAL
DEFENDANTS W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.
APPLICANT BDO CANADA LIMITED, in its capacity as receiver and manager of W.A. GRAIN HOLDINGS INC., 1309497 ALBERTA LTD. (o/a W.A. GRAIN & PULSE SOLUTIONS), NEW LEAF ESSENTIALS (WEST) LTD., NEW LEAF ESSENTIALS (EAST) LTD., and 1887612 ALBERTA LTD.



DOCUMENT **DISTRIBUTION AND DISCHARGE ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
MLT AIKINS LLP
2100, 222 3 Ave, SW
Calgary, Alberta T2P 0B4
Attention: Ryan Zahara
Counsel for the Receiver, BDO Canada Limited
Phone: 403.693.5420
Fax: 403.508.4349
File: 0128056.00003

DATE ON WHICH ORDER WAS PRONOUNCED: APRIL 21, 2022
LOCATION OF HEARING OR TRIAL: CALGARY, ALBERTA
NAME OF JUDGE WHO MADE THIS ORDER: HONOURABLE JUSTICE B.E.C. ROMAINE

UPON THE APPLICATION (the "**Application**") of BDO Canada Limited, in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertakings, property and assets of W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a W.A. Grain & Pulse Solutions) ("**130 Alberta**"), New Leaf Essentials (West) Ltd., New Leaf Essentials (East) Ltd., and 1887612 Alberta Ltd. (collectively, the "**Debtors**"), for an Order declaring service of the materials in respect of this Application to be good and sufficient; approving the assignment of the Receiver's rights under the

Statement of Claim filed on April 4, 2022 in Court of Queen's Bench Action No. 2201-03947 against Wildrose Commodities Holdings Ltd. (the "**Wildrose Claim**") to ATB Financial ("**ATB**"); approving the Receiver's proposal for the destruction of the Debtors' corporate records in the Receiver's possession; approving the accounts of the Receiver and the Receiver's legal counsel; approving the final distribution of proceeds; and approving all of the Receiver's activities, and discharge of the Receiver; **AND UPON HAVING READ** the Receiver's Fourth Report dated April 11, 2022 (the "**Fourth Report**"); **AND UPON HAVING READ** the Affidavit of Service of Joy Mutuku, sworn on April ____, 2022; **AND UPON** hearing counsel for the Receiver and counsel for any other interested parties in attendance; **AND UPON** being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED THAT:

1. All capitalized terms not otherwise defined herein shall have the meaning given to them in the Fourth Report.
2. Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this Application, and time for service of this Application is abridged to that actually given.
3. The Receiver's rights and interests under the Wildrose Claim are hereby assigned to ATB.
4. The Receiver's proposal regarding the destruction of the Debtors' corporate records, as set out in further detail in paragraph 25 of the Fourth Report, is hereby approved.
5. The Receiver's accounts for fees and disbursements, as set out in the Receiver's Fourth Report, are hereby approved without the necessity of a formal passing of its accounts.
6. The accounts of the Receiver's legal counsel MLT Aikins LLP, for its fees and disbursements, as set out in the Fourth Report, are hereby approved without the necessity of a formal assessment of its accounts.
7. The Receiver's activities as set out in the Fourth Report and the Statement of Receipts and Disbursements as attached to the Fourth Report, are hereby ratified and approved.

8. The Receiver is authorized and directed to make the following distribution:
 - (a) \$66,267.00 payable to Farm Credit Canada, which represents the amount of funds realized from the sale of the Pambrun Plant, less costs of \$87,733.00 incurred and associated with the Receiver's taking possession of and selling the Pambrun Plant;
 - (b) all remaining funds payable to ATB, less a holdback (the "**Holdback**") in the amount of \$25,000.00 for legal and professional fees necessary to complete the administration of the Debtors' estates; and
 - (c) any remaining funds from Holdback after completion of the Receiver's duties to be distributed to ATB.
9. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
10. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
11. Upon the Receiver filing with the Clerk of the Court a Certificate of Discharge of a licensed Trustee employed by the Receiver confirming that:
 - (a) all matters set out in paragraphs 4 and 8 of this Order have been completed; and
 - (b) completion of the other matters outlined in the Fourth Report, including payment of any other incidental amounts necessary to complete the administration of the Receivership Proceedings,

then the Receiver shall be discharged as Receiver of the Debtors, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.

12. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the day of the transmission or delivery of such documents.
13. Service of this Order on any party not attending the Application is hereby dispensed with.

The Honourable Justice B.E.C. Romaine
Justice of the Court of Queen's Bench of Alberta

Schedule "A" – Discharge Certificate

COURT FILE NUMBER 2101-05682

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ATB FINANCIAL

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DOCUMENT **DISCHARGE CERTIFICATE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **MLT AIKINS LLP**
2100, 222 3 Ave, SW
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Attention: Ryan Zahara
Counsel for the Receiver, BDO Canada Limited
Phone: 403.693.5420
Fax: 403.508.4349
File: 0128056.00003

RECITALS

- A. Pursuant to an Order of the Honourable Justice D.R. Mah of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated April 26, 2021, BDO Canada Limited was appointed as the receiver (the "**Receiver**") of the undertakings, property and assets of W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a W.A. Grain & Pulse Solutions), New Leaf Essentials (West) Ltd., New Leaf Essentials (East) Ltd., and 1887612 Alberta Ltd. (collectively, the "**Debtors**").
- B. Pursuant to an Order of the Honourable Justice B.E.C. Romaine, dated April 21, 2022 (the "**Distribution and Discharge Order**"), BDO Canada Limited was discharged as the Receiver of the Debtors, to be effective upon the filing by the Receiver with the Court of a

Receiver's Discharge Certificate confirming that all outstanding matters in the Receivership been completed to the satisfaction of the Receiver pursuant to paragraph 11 of the Distribution and Discharge Order.

THE RECEIVER CERTIFIES the following:

1. All Receivership costs and expenses as set out in the Fourth Report of the Receiver, dated April 11, 2022 (the "**Fourth Report**"), including the Final Accounts (as defined in the Fourth Report), have been paid.
2. Pursuant to paragraph 4 of the Distribution and Discharge Order, all records of the Debtors have been either destroyed or placed into storage with final instructions for destruction in accordance with all statutory requirements for the retention and destruction of records.
3. Pursuant to paragraph 8 of the Distribution and Discharge Order, all proceeds have been distributed to the secured creditors and there are no residual funds available for distribution to the creditors.
4. The administration of the Receivership proceedings, as set out more fully in the Fourth Report, has been completed.

BDO Canada Limited, in its Capacity as Receiver and Manager of W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a W.A. Grain & Pulse Solutions), New Leaf Essentials (West) Ltd., New Leaf Essentials (East) Ltd., and 1887612 Alberta Ltd., and not in its personal or corporate capacity

Per: _____

Name:

Title: