

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 **ORDER (Claims Process)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT MLT AIKINS LLP
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DATE ON WHICH ORDER WAS PRONOUNCED: DECEMBER 10, 2021

LOCATION WHERE ORDER WAS PRONOUNCED: CALGARY, ALBERTA

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE E. J. SIDNELL

UPON THE APPLICATION by BDO Canada Limited, in its capacity as the court-appointed receiver and manager (the “**Receiver**”) of all current and future assets, undertakings and property of W.A. Grain Holdings Inc., 1309497 Alberta Ltd. (o/a W.A. Grain & Pulse Solutions) (the “**Debtor**”), 1887612 Alberta Ltd., New Leaf Essentials (West) Ltd. and New Leaf Essentials (East) Ltd. for an Order approving the Receiver’s proposed claims process for certain

creditors, as set out in the Third Report of the Receiver dated November 30, 2021 (the “**Third Report**”); **AND UPON HAVING READ** the Receivership Order dated April 26, 2021 (the “**Filing Date**”) of Justice Mah (the “**Receivership Order**”), the Third Report, the Receiver’s Brief of Law filed November 30, 2021 and the Affidavit of Service of Nishaljeet Khangura; **AND UPON HEARING** the submissions of counsel for the Receiver and all other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. 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.

DEFINED TERMS

2. Any capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Third Report.

APPROVAL OF CLAIMS PROCESS

3. The Receiver and the Canadian Grain Commission (the “**CGC**”) are hereby authorized to jointly run the claims process (the “**Priority Producer Claims Process**”) with respect to the priority claims of grain producers holding Primary Elevator Receipts (“**Priority Producer Creditors**”) and the Priority Producer Claims Process is hereby approved.
4. The Priority Producer Acknowledgment and Proposed Call for Priority Producer Claims, each as respectively attached at Appendices “B” and “C” of the Third Report, are hereby approved.
5. The Priority Producer Claims Process shall have the following milestones:
 - (a) As soon as reasonably possible, the CGC will issue the Priority Producer Creditors a claims package (“**Priority Producer Claim**”), including the standard Priority Producer Acknowledgment.
 - (b) By no later than December 14, 2021, the Receiver will publish a call for Priority Producer Claims for one day in the following publications:

- (i) Western Producer;
- (ii) Calgary Herald;
- (iii) Regina Leader Post; and
- (iv) Saskatoon Star Phoenix.

The CGC will also post notification on its website to ensure all Priority Producer Creditors holding Primary Elevator Receipts have an opportunity to participate in the Priority Producer Claims Process.

- (c) By no later than January 21, 2022 (the “**Priority Producer Claims Bar Date**”), the Priority Producer Creditors must submit a claim to the CGC or the Receiver.
- (d) Once the CGC receives the Priority Producer Claims from the Priority Producer Creditors, the CGC will provide copies of the same to the Receiver by no later than one Business Day following the Priority Producer Claims Bar Date, including the signed Priority Producer Acknowledgments.
- (e) The Receiver will provide the CGC with detailed information on amounts owed to each Priority Producer Creditor for Like Grain by percentage and value, where 100% is not available.
- (f) Direct costs associated with the Receiver’s time related to preparing for and conducting the Priority Producer Claims Process will be deducted from the overall amount of Like Grain proceeds and will be prorated amongst the Priority Producer Creditors.
- (g) The Receiver is authorized to distribute, in one payment, the funds payable for the accepted Priority Producer Claims to the CGC for the CGC to distribute to the Priority Producer Creditors, and the Receiver shall have no further obligation to pay or distribute any amounts to the Priority Producer Creditors from the Inventory Proceeds.

PRIORITY PRODUCER CLAIMS BAR DATE

- 6. Any Priority Producer Creditor who has a Priority Producer Claim against the Debtor as of the Filing Date and has not, as of the Priority Producer Claims Bar Date, submitted a Priority Producer Claim to the CGC or the Receiver, then in accordance with the Priority

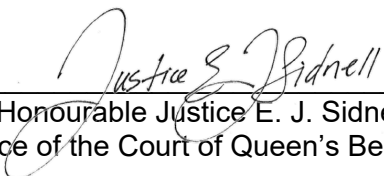
Producer Claims Process, such Priority Producer Claims shall be forever extinguished unless otherwise ordered by this Honourable Court.

NOTICE AND COMMUNICATION

7. Except as otherwise provided herein, the Receiver or the CGC may deliver any notice or other communication to be given under the Order to the Priority Producer Creditors or other interested persons by forwarding true copies thereof by recorded mail, courier, personal delivery, facsimile or email to such Priority Producer Creditors or persons at the address last shown on the books and records of the Debtor, and that any such notice by courier, personal delivery, facsimile or email shall be deemed to be received on the next Business Day following the date of forwarding thereof, or, if sent by recorded mail, on the seventh ~~Business Day~~ ^{25th day} after mailing within Alberta, the tenth Business Day after mailing within Canada, and the fifteenth Business Day after mailing internationally.
8. Any notice or other communication to be given under this Order by a Priority Producer Creditor to the Receiver or the CGC shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if delivered by recorded mail, courier, email, personal delivery or facsimile transmission and addressed to:
- BDO Canada Limited, Receiver of 1309497 Alberta Ltd.
110, 5800 – 2nd Street SW
Calgary, Alberta T2H 0H2
Attention: Jerri Beauchamp
Email: jbeauchamp@bdo.ca
Fax: 403.640.0591
- or
- Canadian Grain Commission
800 – 303 Main Street
Winnipeg, MB R3C 3G8
Attention: Jeanine Courteau, Head, Licensee Audits
Email: audit-verification@grainscanada.gc.ca
9. In the event that the day on which any notice or communication required to be delivered pursuant to the Priority Producer Claims Process is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day.

GENERAL

10. The Receiver is authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which Priority Producer Claims are submitted, completed and executed and may, if satisfied that a Priority Producer Claim has been adequately proven, waive strict compliance with the requirements of the Priority Producer Claims Process and this Order as to the submission, completion and execution of the Priority Producer Claims.
11. References in this Order to the singular shall include the plural, references to the plural shall include the singular, and to any gender shall include the other gender.
12. Notwithstanding the terms of this Order, the Receiver or any interested person may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or modify the Priority Producer Claims Process or this Order.
13. Service of this Order on the Service List by email, facsimile, recorded mail, courier or personal delivery shall constitute good and sufficient service of this Order, and no Persons, other than those on the Service List, are entitled to be served with a copy of this Order. Service is deemed to be effected the next Business Day following the transmission or delivery of such documents, except where by recorded mail, in which case service is deemed to be effective seven ⁹⁵ ~~Business Days~~ ⁹⁵ ~~Business Days~~ ⁹⁵ ~~Business Days~~ ⁹⁵ after mailing.
14. Service of this Order on any party not attending this application is hereby dispensed with.


 The Honourable Justice E. J. Sidnell
 Justice of the Court of Queen's Bench of Alberta