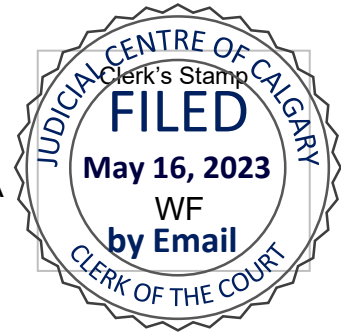


ENTERED



COURT FILE NUMBER 2201-12935
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF FORAGE SUBORDINATED DEBT LP III
DEFENDANTS ENTERRA FEED CORPORATION, ENTERRA FEED US CORPORATION, ENTERRA FEED US SALES CORPORATION, and ENTERRA FEED MARION CORPORATION

\$50.00
COM
May 24, 2023

DOCUMENT **APPLICATION (DISCHARGE OF RECEIVER)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT MLT AIKINS LLP
Barristers and Solicitors
2100, 222 3rd Avenue S.W.
Calgary, Alberta T2P 0B4
Phone: 403.693.5420
Fax: 403.508.4349
Attention: Ryan Zahara
File: 0052752.00005

NOTICE TO RESPONDENTS: Service List attached hereto as **Schedule "A"**.

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

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

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

Date: May 24, 2023
Time: 10:00 a.m.
Where: Calgary Courts Centre, 601 – 5th Street SW, Calgary, Alberta
via WebEx
Before Whom: The Honourable Justice B.B. Johnston

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 Second Report dated May 15, 2023 (the **"Second Report"**) of FTI Consulting Canada Inc., in its capacity as the court-appointed receiver and manager (the **"Receiver"**) of all current and future assets, undertakings and property of Enterra Feed Corporation (the **"Debtor"** or **"Enterra"**).
2. The Receiver respectfully seeks the following from this Honourable Court:
 - (a) An Order substantially in the form of **Schedule "B"** hereto:
 - (i) abridging, if necessary, the time for service of this application (the **"Application"**) and materials in support thereof, and declaring service of the same to be good and sufficient;
 - (ii) discharging the Receiver as receiver and manager of Enterra;
 - (iii) approving the Receiver's activities, including the fees and disbursements of the Receiver and its legal counsel, as set out in the Second Report;
 - (iv) approving the Receiver's receipts and disbursements as outlined at paragraph 15 in the Second Report;
 - (v) approving the proposed distribution and Holdback as outlined and defined at paragraphs 39 and 41 in the Second Report; and
 - (vi) granting such further and other relief as the circumstances may require and as this Honourable Court shall deem appropriate.

Grounds for Making the Application:

A. Approval of Activities and Fees of the Receiver to Date

3. All of the actions and fees of the Receiver and its legal counsel in the course of the administration of the receivership of Enterra as described in the Second Report are reasonable and appropriate in the circumstances.

B. R&D

4. As outlined in the Second Report, the Receiver has prepared a Statement of Receipts and Disbursements from the date of the Receivership Order to May 12, 2023 (the “**R&D**”) which is outlined at paragraph 15 of the Second Report. As indicated in the R&D, the Receiver is holding \$581,371.00 of cash in trust.
5. The amounts as outlined in the R&D are reasonable and appropriate in the circumstances and the Receiver is seeking approval of those amounts by the Court.

C. Proposed Distribution

6. As outlined in the Second Report, Forage’s secured indebtedness is approximately \$9,951,781.00 (as of November 7, 2022), plus accruing interest and costs.
7. As a result of the cash held in trust by the Receiver, as reflected on the R&D, the Receiver recommends that the Court approve a final distribution to Forage in the amount of \$440,000.00. As outlined in the R&D, this will leave an approximate \$141,371.00 holdback of funds to complete any outstanding matters in respect of these proceedings.

Material or Evidence To Be Relied Upon:

- (a) The Second Report of the Receiver, dated May 15, 2023;
- (b) The Receivership Order granted by Justice C.M. Jones on November 14, 2023;
- (c) All pleadings, affidavits and other materials filed in this action; and
- (d) Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Rules:

- (a) Rules 6.3, 6.9, 6.28, 9.12, 9.14, 9.15 and 11.27 of the *Alberta Rules of Court*.

Applicable Acts and Regulations:

- (a) The *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended, including sections 243 and 249.

How the Application is Proposed to be Heard or Considered:

- (a) Via WebEx hearing before the Honourable Justice B.B. Johnston.

WARNING TO THE RESPONDENT:

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: 2201-12935

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE: CALGARY

PLAINTIFF: FORAGE SUBORDINATED DEBT LP III

DEFENDANTS: ENTERRA FEED CORPORATION, ENTERRA FEED US CORPORATION, ENTERRA FEED US SALES CORPORATION, and ENTERRA FEED MARION CORPORATION

DOCUMENT: **SERVICE LIST**

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

MLT AIKINS LLP
 Barristers & Solicitors
 2100 Livingston Place – 222 3rd Avenue SW
 Calgary, Alberta T2P 0B4
 Attention: Ryan Zahara
 Phone: 403.693.5420
 Facsimile: 403.508.4349
 File: 0052752.00005

Updated February 7, 2023

PARTY	COUNSEL
<p>FTI Consulting Canada Inc. (Receiver) 1610, 520 - 5 Ave SW Calgary, Alberta T2P 3R7</p> <p>Deryck Helkaa Email: deryck.helkaa@fticonsulting.com</p> <p>Brett Wilson Email: Brett.Wilson@fticonsulting.com</p>	<p><i>Counsel to FTI Consulting Canada Inc.</i></p> <p>MLT Aikins LLP 2100 Livingstone Place 222 - 3rd Avenue SW Calgary, Alberta T2P 0B4</p> <p>Ryan Zahara Email: rzahara@mltaikins.com</p>
<p>Enterra Feed Corporation 10th Floor, 595 Howe Street Vancouver, British Columbia V6C 2T5</p> <p>Email: corporaterecords@dumoulinblack.com</p> <p>TingleMerrett LLP #1250, 639 - 5th Avenue SW Calgary, Alberta T2P 0M9</p> <p>Jeffrey Helper Email: jhelper@tinglemerrett.com</p>	

<p>Forge Subordinated Debt Limited Partnership 111 #502, 400 Crowfoot Crescent NW Calgary, Alberta T3G 5H6</p> <p>Avrio Subordinated Debt Limited Partnership 111 #500, 400 Crowfoot Crescent NW Calgary, Alberta T3G 5H6</p> <p>Email: rlethebe@foragecapitalpartners.com</p>	<p><i>Counsel to Forge Subordinated Debt Limited Partnership 111</i></p> <p>McCarthy Tetrault LLP Suite 4000, 421 – 7th Avenue SW Calgary, Alberta T2P 4K9</p> <p>MacLeod, Walker W. Email: wmacleod@mccarthy.ca</p> <p>Erinn Wilson Email: erinnwilson@mccarthy.ca</p>
<p>Blueshore Leasing Ltd. 1250 Lonsdale Avenue North Vancouver, British Columbia V7M 2H6</p>	
<p>Vault Credit Corporation 41 Scarsdale Road Unit 5 Toronto, Ontario M3B 2R2</p> <p>Stewart Belland & Associates Inc. 12540 – 126 Avenue Edmonton, Alberta T5L 3C7</p> <p>Fax: 780.469.6815</p>	
<p>CWB National Leasing Inc. 1525 Buffalo Place Winnipeg, Manitoba R3T 1L9</p>	
<p>The Bank of Nova Scotia 4715 Tahoe Boulevard Mississauga, Ontario L4W 0B4</p> <p>Email: abautonsp@teranet.ca</p>	
<p>De Lage Landen Financial Services Canada Inc. 6450 Superior Court, Unit 1 Oakville, Ontario L6L 0C4</p> <p>Email: abautonsp@teranet.ca</p>	

<p>PNC Vendor Finance Corporation Canada 2-4145 North Service Road Burlington, Ontario L7L 6A3</p> <p>Email: absecparties@avssystems.ca</p>	
<p>Brandt Finance Ltd. Box 3856 Highway 1 E Regina, Saskatchewan S4P 3R8</p> <p>Email: jrachar@brandt.ca</p>	
<p>Wells Fargo Equipment Finance Company 1290 Central Parkway West, Suite 900 Mississauga, Ontario L5C 4R3</p> <p>Email: WFEFCCustomerCare@wellsfargo.com</p>	
<p>Grosvenor Food & Agtech Limited, As Security Agent The Quarry Hill, Eccleston Chester, England CH4 9HQ</p> <p>Email: anthony.james@grosvenor.com</p>	
<p>Bryan & Company LLP Suite 2900, 10180 101 Street Edmonton, Alberta T5J 3V5</p> <p>Email: jjkueber@bryanco.com</p>	
<p>The Westaskiwin Co-operative Association Limited 4707 – 40th Avenue Wetaskiwin, Alberta T9A 2B8</p> <p>Email: pprregistrations@bryanco.com</p>	
<p>Tyler Thomson 20 Sunhurst Place SE Email: Tyl.Thompson@outlook.com</p>	

<p>Mitsubishi HC Capital Canada Leasing, Inc. 301-3390 South Service RD. Burlington, Ontario L7N3J5</p> <p>Email: legalca@mhccna.com collectionsca@mhccna.com</p>	
<p>Canada Revenue Agency 220 4th Avenue SE Calgary, Alberta T2G 0L1</p> <p>Surrey National Verification and Collection Centre 9755 King George Boulevard Surrey, British Columbia V3T 5E1</p> <p>Fax No.: 8662190311@faxcloud.biz</p>	<p>Department of Justice Canada Prairie Regional Office – Edmonton #300, 10423 – 101 St. NW Edmonton, Alberta T5H 0E7</p> <p>George Body Email: George.Body@justice.gc.ca</p> <p>Marlene Barrientos Email: Marlene.Barrientos@justice.gc.ca</p>
<p>Integra Energy Services Ltd. 1610, 520 - 5 Ave SW Calgary, Alberta T2P 3R7</p>	<p><i>Counsel to Integra Energy Services Ltd.</i></p> <p>McLennan Ross 600 McLennan Ross Building 12220 Stony Plain Road Edmonton, Alberta T5N 3Y4</p> <p>Bryan Kwan Email: bryan.kwan@mross.com</p>
<p>Prairies Economic Development Canada Suite 1500, Canada Place 9700 Jasper Avenue NW Edmonton, Alberta T5J 4H7</p> <p>Nicholas Clark Email: Nicholas.clark@prairiescan.gc.ca</p>	
<p>Sky-Mark Transport Ltd. 107 Tanner Estates Rockyview County, Alberta T1X 2H4</p> <p>Lance Bergen Email: skymarklance@gmail.com skymarktrans@gmail.com</p>	

<p>Buhler AG Email: ina.klein@buhlergroup.com</p>	
<p>Michael Devon 485 Brookdale Avenue North York, Ontario M5M 1R8</p>	<p><i>Counsel to Mike Devon</i></p> <p>Israel Foulon Wong LLP 65 St. Clair Avenue East, Suite 200 Toronto, Ontario M4T 2Y8</p> <p>Chris Foulon Email: cfoulon@israelfoulon.com</p> <p>Vibhu Gairola Email: vgairola@israelfoulon.com</p>
<p>Mancal Manvest Inc. Suite 2400, 530 – 8 Avenue SW Calgary, Alberta T2P 3S8</p> <p>Email: Sfeick@mancal.com</p>	
<p>JL Financial Ltd. Level 4, The Penthouse, Suite 11 Europe Business Centre Triq Dun Kann Birkirkara BKR 9034 Malta</p> <p>Norbert Fenech Email: notice@jl-fin.com</p>	
<p>Fasken LLP First Canadian Centre Suite 3400, 350 - 7 Avenue SW Calgary, Alberta T2P 3N9</p> <p>Jessica Cameron Email: jcameron@fasken.com</p>	

<p>20240 Stewart Crescent Properties LP c/o Hungerford Properties 1088 – 550 Burrard Street Vancouver, BC V6C 2B5</p> <p>Jon Leugner jleugner@hungerfordproperties.com</p>	
<p>His Majesty the King in Right of The Province of British Columbia Represented by the Ministry of Attorney General Legal Services Branch 1001 Douglas Street, 2nd Floor Victoria, British Columbia V8W 2C5</p> <p>Fax: 250.387.0700</p> <p>Email: AGLSBRevTaxInsolvency@gov.bc.ca Aaron.Welch@gov.bc.ca</p>	

Schedule "B" – Discharge Order

COURT FILE NUMBER	2201-12935
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	FORAGE SUBORDINATED DEBT LP III
DEFENDANTS	ENTERRA FEED CORPORATION, ENTERRA FEED US CORPORATION, ENTERRA FEED US SALES CORPORATION, and ENTERRA FEED MARION CORPORATION
DOCUMENT	ORDER FOR FINAL DISTRIBUTION, APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, APPROVAL OF RECEIVER'S ACTIVITIES AND DISCHARGE OF RECEIVER
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT Aikins LLP 2100, 222 – 3 rd Ave. SW Calgary, AB T2P 0B4 Attention: Ryan Zahara Telephone: 403-693-5420 Facsimile: 403-508-4349 File: 0052752.00005



DATE ON WHICH ORDER WAS PRONOUNCED:	MAY 24, 2023
LOCATION WHERE ORDER WAS PRONOUNCED:	CALGARY, ALBERTA
NAME OF THE MASTER/JUDGE WHO MADE THIS ORDER:	JUSTICE B.B. JOHNSTON

UPON THE APPLICATION of FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Enterra Feed Corporation (the "**Debtor**") for an Order for the final distribution of proceeds, approval of the Receiver's fees and disbursements, approval of the Receiver's activities and discharge of the Receiver **AND UPON** hearing read the Receiver's Second Report dated May 15, 2023 (the "**Receiver's Second Report**"); **AND UPON** hearing counsel for the Receiver, counsel

for the Secured Creditor and counsel for various creditors; **AND UPON** being satisfied that it is appropriate to do so, **IT IS ORDERED THAT:**

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and 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.
2. The Receiver's accounts for fees and disbursements, inclusive of the Holdback, as set out in the Receiver's Second Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel MLT Aikins LLP, for its fees and disbursements, inclusive of the Holdback, as set out in the Receiver's Second Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver's activities as set out in the Receiver's Second Report and the Statement of Receipts and Disbursements as set out in paragraph 15 of the Receiver's Second Report, are hereby ratified and approved.
5. The Receiver is authorized and directed to make the proposed Distribution and Holdback as defined and outlined in paragraphs 39 and 41 of the Second Report.
6. 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.
7. 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.

8. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a licensed Trustee employed by the Receiver confirming that all matters set out in paragraph 5 of this Order have been completed, then the Receiver shall be discharged as Receiver of the Debtor, 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.
9. 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 next business day following the transmission or delivery of such documents.
10. Service of this Order on any party not attending this application is hereby dispensed with.

Justice of the Court of King's Bench of Alberta