

Court File Number:

CV-19-621613-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

THE TORONTO-DOMINION BANK

Applicant

and

GREEN LINE TRANSPORTATION INC.

Respondent

APPLICATION UNDER Section 101 of the *Courts of Justice Act* and s. 243 of the *Bankruptcy and Insolvency Act*

**FIRST REPORT OF THE RECEIVER OF
GREEN LINE TRANSPORTATION INC.**

October 18, 2019

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I. INTRODUCTION

1. By Order of the Ontario Superior Court of Justice (Commercial List) ("**Court**") dated June 21, 2019 (the "**Appointment Order**"), RSM Canada Limited ("**RSM**") was appointed receiver and manager (the "**Receiver**"), without security, of all of the assets, undertakings and properties of Green Line Transportation Inc. ("**Green Line**" or the "**Debtor**") acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof (the "**Property**"). A copy of the Appointment Order is attached to this report as Appendix "**A**".
2. The Appointment Order authorizes the Receiver to, *inter alia*:
 - a) take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
 - b) receive and collect all monies and accounts now owed or hereafter owing to the Debtor and to exercise all remedies of the Debtor in collecting such monies, including, without limitation, to enforce any security held by the Debtor;
 - c) demand of Tejinder Singh Tatla ("**Tatla**"), Gursewak Singh Dhillon ("**Dhillon**"), Raj Kumar Kainth ("**Kainth**"), Aman Dhaliwal ("**Dhaliwal**") and Akshay Kumar ("**Kumar**") that they produce forthwith any documents relating to the sale or purported sale of the Debtor, its assets or its shares; and
 - d) conduct examinations under oath of any past or present officers, directors, employees or shareholders of the Debtor, including, but not limited to, Tatla, Dhillon, Kainth, Dhaliwal and Kumar. All past or present officers, directors, employees or shareholders of the Debtor including but not limited to those specifically named in this paragraph are required

to attend for an examination under oath as and when required by the Receiver.

3. The Appointment Order referred to in this report, together with related Court documents, has been posted on the Receiver's website, which can be found at <https://rsmcanada.com/what-we-do/services/consulting/financial-advisory/restructuring-recovery/current-restructuring-recovery-engagements/green-line-transportation-inc.html>

Purpose of First Report

4. The purpose of this first report of the Receiver (the "**First Report**") is to:
- (a) report to the Court on the activities of the Receiver since the date of the Appointment Order to October 16, 2019;
 - (b) report to the Court on the Receiver's attempts to take possession of the Debtor's assets and its books and records including the results of those efforts;
 - (c) report to the Court on the results of the Receiver's attempts to examine Messrs. Tatla, Dhillon, Kainth and Kumar;
 - (d) provide the Court with a summary of the Receiver's cash receipts and disbursements for the period June 21, 2019 to September 30, 2019;
 - (e) seek orders:
 - i) declaring that the time for service of the Motion Record is, if necessary, abridged and validating service of the motion record;
 - ii) compelling Abdul Hotay ("**Hotay**"), the external accountant of the Debtor, to attend at an examination under oath at a time and place determined by the Receiver or its counsel to answer questions about: i) the Debtor's business operations, (ii) the Debtor's current

and prior assets, iii) the Debtor's books and records and invoicing and accounts receivable collection practices, iv) the Debtor's financial statements, v) any sale of the Debtor's assets outside of the ordinary course of business, vi) any sale of the Debtor's business or assets or any parts thereof and vii) any matters relating or arising from the foregoing;

- iii) directing Hotay and Abdul Hotay Professional Corporation to deliver to the Receiver a copy of all physical and electronic records relating to the Debtor including, but not limited to, all books and records, financial documents and statements, tax returns and working papers related to the production of the Debtor's Review Engagement Financial Statements dated December 31, 2018, December 31, 2017 and December 31, 2016;
- iv) approving the First Report and the Receiver's conduct and activities described herein;
- v) approving the Interim R&D (as defined herein); and
- vi) approving the fees and disbursements of the Receiver to September 30, 2019 and of the Receiver's counsel, Dodokin Law & Conflict Resolution ("**Dodokin Law**") to October 3, 2019.

Terms of Reference

5. In preparing this First Report and making the comments herein, the Receiver has relied upon information from third-party sources (collectively, the "**Information**"). Certain of the information contained in this First Report may refer to, or is based on, the Information. As the Information has been provided by other parties, or obtained from documents filed with the Court in this matter, the Receiver has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Receiver has not

audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards pursuant to the *Chartered Professional Accountants Canada Handbook* and, accordingly, the Receiver expresses no opinion or other form of assurance in respect of the Information.

6. Unless otherwise stated, all dollar amounts contained in the First Report are expressed in Canadian dollars.

II. BACKGROUND

7. Green Line is an Ontario corporation incorporated on June 8, 2004 and appears to have carried on operations as a logistics and transportation provider from premises located at 1310 Steeles Avenue East, Brampton, Ontario (the "**Steeles Location**"). As set out later in this report, the Receiver has been unable to locate the premises from which Green Line was carrying on operations as at the date the Appointment Order was granted.
8. It is the Receiver's understanding that the shares of Green Line are presently held by Messrs. Kainth and Kumar (the "**New Shareholders**"). Pursuant to a Share Purchase Agreement dated December 14, 2018, the New Shareholders purchased the Green Line shares from Messrs. Dhillon and Tatla (the "**Former Shareholders**").
9. According to a Corporate Profile Report dated June 25, 2019, the registered head office of the Debtor is 7 Frankford Street, Brampton Ontario which is a residential address. The directors of the Debtor, as of December 14, 2018, are Messrs. Kumar and Kainth. Both Messrs. Kumar and Kainth are listed as the President of the Debtor. A copy of the Corporate Profile Report for Green Line is attached to this report as Appendix "**B**".
10. The Applicant, The Toronto-Dominion Bank ("**TD**"), is the registered holder of a General Security Agreement dated June 26, 2017 granted by the Debtor,

which gives TD a security interest over the assets and undertaking of Green Line.

11. On May 14, 2019, TD appointed RSM as its consultant (the “**Consultant**”) for the purposes of reviewing and assessing the assets, financial position, business and operations of the Debtor and advising TD in connection with the Debtor’s indebtedness to TD.
12. On May 14, 2019 a representative of the Consultant attended at the Steeles Location and saw no indication that Green Line was carrying on business. The Consultant was advised by Dhaliwal, who said he was the dispatcher, that Green Line was operating at 241 Clarence Street, Unit 27B and that Dhaliwal would meet him there. When the Consultant attended at the Clarence Street address, the premises were occupied by numerous tenants, including a company engaged in the manufacture of tiles. The Consultant was brought to a small room, which was approximately 10 feet by 10 feet, on the second floor of that building by Dhaliwal. The room contained a desk, a chair and a laptop computer. The Consultant was informed by Dhaliwal that Green Line was in the process of setting up its office at that location. When asked by the Consultant where the Debtor’s books and records were, Dhaliwal informed the Consultant that Green Line was undergoing a Canada Revenue Agency audit and that the New Shareholders were in possession of the books and records. Dhaliwal informed the Consultant that he would have the New Shareholders contact the Consultant.
13. The Consultant never heard from the New Shareholders.
14. On May 22, 2019, TD appointed RSM to be the (privately appointed) receiver and manager of the undertaking and property and assets of Green Line.
15. Following its appointment, on May 22, 2019, the privately appointed Receiver:

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- (a) attended at the Clarence Street address to the aforementioned room on the second floor which was found to be locked, with no one responding to knocking at the door;
 - (b) noticed another door at the Clarence Street address which had signage stating "Green Line Transportation". That door too was found to be locked, with no one responding to the knocking at the door;
 - (c) attended at the Steeles Location again and met with Dhillon who advised that:
 - i) Dhaliwal was not there;
 - ii) the existing business at the Steeles Location had nothing to do with Green Line;
 - iii) Green Line had moved; and
 - iv) the business at the Steeles Location was called "Hurt" and that the privately appointed Receiver should contact Green Line; and
 - (d) attempted to contact Dhaliwal through the mobile telephone number that had previously been provided to the Consultant, however, the phone was not answered and the message indicated that the voicemail was not set up and the caller was not available.
16. Due to the fact that neither the Consultant nor the privately appointed Receiver could obtain any information with respect to the assets and books and records of the Debtor, and TD's concern that the assets securing TD's advances to Green Line were being eroded, by Notice of Application dated June 10, 2019, TD sought the Court's appointment of the Receiver by Court Order.
17. On June 21, 2019, the Court made the Appointment Order and RSM was appointed as the Receiver of Green Line.

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18. Dodokin Law is counsel to the Receiver.
 19. As is described later herein, the Receiver has not, as at the date of this report, located any assets of the Debtor, with the exception of cash held at Royal Bank of Canada and TD, and one truck which the Receiver understands is inoperable.

III. RECEIVER'S ACTIVITIES TO DATE

Possession and Control

20. Following the issuance of the Appointment Order, the Receiver attended at the Clarence Location and found that doors to the front and back of the unit were locked. It appeared from the crack under the door that the lights were off. Signage setting out Green Line was still above the back door of the unit.
21. The Receiver then attended at the Steeles Location and met with Dhillon and presented Dhillon with a copy of the Appointment Order. Dhillon informed the Receiver that (i) no assets or books and records of Green Line were at the Steeles Location, (ii) he had sold the business, and (iii) all of the Debtor's assets and books and records were taken by the new owners.
22. By letter dated June 28, 2019 sent to Dhillon by registered mail and e-mail (the "**Dhillon June 28 Letter**"), the Receiver summarized its June 21, 2019 meeting with Mr. Dhillon and requested that Mr. Dhillon provide to the Receiver a copy of the agreement of purchase and sale evidencing Mr. Dhillon's sale of his shares in Green Line and to inform the Receiver of the location of the Green Line assets, including books and records, if he was aware of same. A copy of the Dhillon June 28 Letter is attached to this report as Appendix "C". The registered mail letter was returned to the Receiver's office as "Unclaimed".

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23. On June 28, 2019, the Receiver sent a similar letter to the other Former Shareholder, Tatla (the "**Tatla June 28 Letter**"). A copy of the Tatla June 28 Letter is attached to this report as Appendix "**D**".
 24. No communication was received by the Receiver in response to its letters. The Receiver was subsequently informed on July 12, 2019 by Simmons DaSilva LLP ("**Simmons**") that Simmons was retained as counsel to Messrs. Dhillon and Tatla.
 25. The Receiver was made aware by Simmons of two trucks situated at the Steeles Location. Searches pursuant to the Personal Property Security Act (Ontario) ("**PPSA**") revealed that one truck was not encumbered. At his examination, Dhillon testified that the one remaining vehicle at the Steeles Location was not taken by the new shareholders as the truck was inoperable and does not start. Dhillon also testified that the other vehicle not taken by the new shareholders had been seized by Bank of Montreal or its agent. The Receiver has not taken possession of the inoperable vehicle as the estimated costs to remove the truck from the Steeles Location, repair the vehicle and realize on same could exceed any realization from the vehicle's sale.

Books and Records

26. On June 25, 2019, the Receiver wrote to each of the New Shareholders and requested that they provide the Receiver with access to the Debtor's books and records as well as information as to the current location of the Debtor's assets and operations (the "**June 25 Letters**"). The Receiver requested that this information be provided to the Receiver by 2:00 pm on June 28, 2019. Copies of the June 25 Letters are attached to this report as Appendix "**E**".
27. As of July 12, 2019, the Receiver had not received a response to the June 25 Letters. Therefore on July 12, 2019, the Receiver sent a follow up letter to Kainth requesting that the information previously requested be provided to the

Receiver by July 17, 2019. The Receiver has not received a response from Kainth as of the date of this Report.

28. Additionally, on July 12, 2019, the Receiver sent via email a second request to Kumar and requested that he respond to the Receiver's June 25 Letter by 4:00 pm on July 17, 2019. The Receiver has not received a response from Kumar as of the date of this Report.
29. The Receiver then decided, following its discussions with TD, to proceed with an examination under oath of Kumar, as Kumar had shortly before that time, engaged in discussions with TD. As set out below, Kumar did not attend two scheduled examinations despite being served with the Initial Order and Notices of Examination. Certificates of non-attendance were obtained from the Examiner's office.
30. The Receiver obtained from TD a copy of Green Line's financial statements for the year ended December 31, 2018 to which a Review Engagement Report signed by Abdul Q. Hotay CPA, CA was appended ("**Debtor's 2018 Review Engagement Financial Statements**"). A copy of the Debtor's 2018 Review Engagement Financial Statements is attached to this report as Appendix "F".
31. As the Receiver was of the view that Hotay would have knowledge of the Debtor's assets and records, the Receiver sought to meet with Hotay to obtain information regarding the Debtor and its operations.
32. By letter dated July 9, 2019 (the "**July 9 Letter**"), the Receiver wrote to Hotay and requested that Hotay contact the Receiver by end of business on July 11, 2019 to make arrangements for the Receiver to attend at Hotay's office to review Hotay's working papers including copies of documents of the Debtor. A copy of the July 9 Letter is attached to this report as Appendix "G".
33. As no response was received from Hotay as of July 11, 2019, on July 12, 2019, a second request was sent to Hotay, via email, requesting that he

respond to the July 9 Letter by 4:00 pm on July 17, 2019. To date, the Receiver has not received a reply from Hotay.

34. As set out later herein, Hotay did not attend at an examination scheduled by the Receiver, despite being served with a Notice of Examination. Counsel to the Receiver obtained a certificate of non-attendance from the Examiner's Office. Hotay did not respond to calls or email from the Receiver's lawyer.
35. As set out below, the Receiver is therefore seeking an Order compelling Hotay to: (i) attend an examination under oath to answer questions about the Debtor's business operations and its assets including the Debtor's practices with respect to invoicing and collection of accounts receivable, its books and records, financial statements, his working papers, the sale of any of the Debtor's assets out of the ordinary course of business and (ii) deliver to the Receiver a copy of all physical and electronic records relating to the Debtor including, but not limited to, all books and records, financial documents and statements, tax returns and working papers related to the Debtor's Review Engagement Financial Statements for the years ended December 31, 2016-2018.

Insurance

36. As the Receiver is not in possession of any assets of the Debtor, the Receiver has not placed any insurance in respect of its administration and, as set out later herein, has advised the creditors listed on the PPSA (Ontario) Search of same.

Cash on Hand

37. The Receiver was concerned that the Debtor may have opened bank accounts at financial institutions other than TD. Accordingly, on June 24, 2019, the Receiver wrote to HSBC Bank Canada, Royal Bank of Canada, CIBC, Bank of Nova Scotia and Bank of Montreal to enquire of those banks as to whether

Green Line maintained accounts at their respective banks and if so, directed those banks to freeze those accounts.

38. In response to the Receiver's requests and further correspondence with certain of the aforementioned banks:
- i) the Receiver received \$10,440.49 (Canadian funds) and \$1,279.88 (US funds) from Royal Bank of Canada;
 - ii) CIBC informed the Receiver that Green Line does not have any active or historical accounts with CIBC;
 - iii) Bank of Nova Scotia informed the Receiver that there is a loan with a balance of \$149,140.83;
 - iv) Bank of Montreal informed the Receiver that it was unable to find any accounts in the name of Green Line now or historically; and
 - v) HSBC Bank Canada informed that it does not hold account(s) for Green Line.
39. On June 25, 2019, TD informed the Receiver that the Debtor's US account with TD had a balance of USD \$16,423.30.
40. On July 26, 2019, TD provided to the Receiver a bank draft in the amount of CDN \$20,977.48.

IV. ACCOUNTS RECEIVABLE

41. TD provided to the Receiver accounts receivable listings for Green Line as at November 30, 2018, December 31, 2018, January 31, 2019 and February 28, 2019 which had been provided by the Debtor to TD.
42. As the Receiver is not in possession of the Debtor's books and records, and did not have any information as to any accounts receivable that may exist as

at the date of the Appointment Order, the Receiver was of the view that sending letters to Green Line's customers based on the February 28, 2019 accounts receivable listing (the "**February Receivables List**"), and obtaining their responses thereto, was one way in which the Receiver could determine whether there may be accounts receivable as at the date of the receivership that may be realizable. A copy of the February Receivables List is attached to this report as Appendix "H".

43. The February Receivables List only sets out the names of the customers and amounts owed, and does not include the addresses of the customers. The Receiver attempted to determine the addresses of the customers on the February Receivables List by looking up the names of the customers on the internet. The Receiver identified addresses for 34 of the 52 companies listed on the February Receivables List.
44. On June 28, 2019, the Receiver sent letters to the 34 companies for which it had addresses, requesting payment of the balances on the listing, as well as a history of the Debtor's account with Green Line. On August 8, 2019, the Receiver sent a second request to 18 parties which had not responded to the Receiver's initial request.
45. The Receiver has engaged in various communications with 24 parties which have responded to the Receiver's correspondence. Attached to this report as Appendix "I" is a schedule which summarizes the responses received. In summary, the majority of the parties who responded, which represented 43% of the balances on the February Receivables Listing, indicated that:
 - i) they have not conducted business with Green Line since early-to-mid 2018;
 - ii) the volume of transactions the individual parties had with Green Line were significantly lower than might be inferred based on the balances shown on the February Receivables List; and

iii) they were not indebted to Green Line as their accounts were previously paid.

46. As a result of the above, the Receiver is concerned that the accounts receivable on the February Receivables List is not accurate or complete.

V. EXAMINATIONS UNDER OATH

47. As the Receiver has received no cooperation or information from any of the the New Shareholders, or Hotay and limited cooperation from the Former Shareholders, the Receiver formed the view that the only way in which information on the status of Green Line and its assets may be obtained is through examinations under oath of parties who have been involved, or are familiar, with the operations or financial dealings of the Debtor, including the above parties.

48. Paragraph 3(r) of the Appointment Order authorizes the Receiver:

“To conduct examinations under oath of any past or present officers, directors, employees or shareholders of the Debtor, including, but not limited to, TEJINDER SINGH TATLA, GURSEWAK SINGH DHILLON, RAJ KUMAR KAINTH and AKSHAY KUMAR. All past or present officers, directors, employees or shareholders of the Debtor including but not limited to those specifically named in this paragraph are required to attend for an examination under oath as and when required by the Receiver.”

49. In addition, paragraph 8 of the Appointment Order orders certain persons (former and current shareholders, accountants and others) to attend examinations under oath as arranged by the Receiver and its lawyer. Specifically, Paragraph 8 states:

50. *“THIS COURT ORDERS that i) the Debtor, (ii) all of its current and former directors, officers, employees, agents, accountants, legal*

counsel and shareholders, including TEJINDER SINGH TATLA, GURSEWAK SINGH DHILLON, RAJ KUMAR KAINTH, AKSHAY KUMAR and AMAN DHALIWAL and (iii) all other persons acting on its or their instructions shall attend at examinations under oath at a time and place determined by the Receiver or its counsel to answer questions about (i) the Debtor's business operations, (ii) the Debtor's current and prior assets and the locations thereof, (iii) any sale(s) of the Debtor's assets outside of the ordinary course of business; (iv) any sale(s) of the business operations of the Debtor or any parts thereof and (v) any matters relating to the foregoing."

51. The results of the Receiver's efforts to examine the various parties, as well as the relief being requested by the Receiver in this regard, is set out below.

New Shareholders

52. Dodokin Law scheduled examinations of the New Shareholders. Kumar, although properly served, did not attend scheduled examinations on July 25, 2019 and August 26, 2019. Attached to this report as Appendix "J" are true copies of the certificates of non-attendance relating to Kumar. Kumar returned Dodokin Law's call on July 25, 2019 and spoke briefly to Ms. Dodokin and promised to call later regarding the examination. Kumar did not call Ms. Dodokin after their initial telephone conversation.
53. To date Kainth has not been served with a notice of examination as process servers have been unable to serve Mr Kainth with Notices of Examination at his address.

Former Shareholders

54. Examinations were scheduled of the Former Shareholders in September 2019. Messrs. Dhillon and Tatla each owned 50% of the shares in the Debtor prior to the sale in December 2018 of their shares in the Debtor to Messrs.

Kumar and Kainth. Tatla and Dhillon were examined by Ms. Dodokin via a Punjabi interpreter in the presence of their lawyer, Simmons.

55. The following paragraphs provide a summary of the evidence of Mr. Dhillon and Mr. Tatla regarding the bookkeeping and accounting at the Debtor.
56. At his examination, Dhillon testified that when he was a shareholder of the Debtor:
- i) the Debtor retained Noor Financial Services (“**Noor**”) and Amir Khan, also known as Muhammad Amir (“**Amir**”), to prepare and perform all bookkeeping functions including the preparation of invoices, collection of accounts receivable, preparation of aged accounts receivable summaries, payroll records and financial statements;
 - ii) Amir, and Komal Chahal, attended at the Debtor’s business premises on a daily basis to do the bookkeeping work;
 - iii) he was not involved in the Debtor’s business operations and that the other 50% Former Shareholder, Tatla, was in charge of operations;
 - iv) his role was truck safety and repair, and driver training;
 - v) he did not review any books and records or financial reporting as that was Tatla’s responsibility;
 - vi) he did not know who Hotay was and confirmed that the Debtor did not retain Hotay as the Debtor’s Accountant when he was the 50% owner of the Debtor;
 - vii) the primary representative of Noor was Amir; and
 - viii) he did not have any assets or physical or electronic books and records of the Debtor in his possession.

57. Immediately following the examination of Dhillon, Tatla was examined by Ms. Dodokin. Tatla testified that:

- i) he left the Debtor in October 2017 and was no longer involved after that point in time;
- ii) Amir, a representative of Noor, was retained by the Debtor to be the Debtor liaison with its bank and to prepare all bookkeeping records, financial statements and tax returns;
- iii) Noor was the Debtor's accountant when he was a shareholder;
- iv) the Debtor paid Noor \$5,000 per month for the bookkeeping and accounting services;
- v) the Debtor did not engage Hotay as the Debtor's accountant when he was a shareholder;
- vi) Komal Chahal also attended at the Debtor's business premises every day to work on bookkeeping records, including preparing invoices, sending invoices to customers and collecting accounts receivable.
- vii) he left preparation of all books and records, financial statements and reports to Noor and Amir;
- viii) he did not review or approve any of the Debtor's financial statements or reports; and
- ix) he did not have any assets or physical or electronic books and records of the Debtor in his possession.

Abdul Hotay

58. As referenced above, an examination was also scheduled on August 29, 2019 for Hotay, the accountant who appears to have signed the Review

Engagement Report appended to the Debtor's December 31, 2018 financial statements. Hotay did not attend the scheduled examination although duly served. Attached to this report as Appendix "K" is a true copy of a related certificate of non-attendance. Hotay did not return Ms. Dodokin's calls, emails, or letter regarding the examination.

59. As set out earlier in this report, the Receiver has noted serious discrepancies in the balances included on the Debtor's aged accounts receivable Reports (the "**Aged AR Reports**") submitted to TD by the Debtor, compared to the information that has been provided to the Receiver by the account debtors who have responded to the Receiver's collection letters.
60. The Receiver is of the view that Mr. Hotay will have working papers, possibly including copies of the Debtor's invoices and bookkeeping records. In addition, as stated elsewhere in this Report, the Receiver has not been provided with any of the books and records or assets of the Debtor and believes that Mr. Hotay may have documentation that could assist the Receiver in the administration of the receivership.
61. The balance of Green Line's accounts receivable set out on the Debtor's Review Engagement Financial Statements appended to which is Hotay's Review Engagement Report, is reported to be in excess of \$2.9 million. As a result of the responses received from the account receivable debtors who have responded to the Receiver's correspondence, the Receiver believes it is essential to its administration of the receivership to examine Hotay and to review Hotay's working papers in order to determine the location and status of the Green Line assets shown on the Debtor's Review Engagement Financial Statements.
62. The Receiver recently received from TD copies of Green Line's financial statements for the years ended December 31, 2016 and December 31, 2017 to which Review Engagement Reports signed by Abdul Q. Hotay, CPA, CA were appended (the "**Debtor's 2016 and 2017 Review Engagement**

Financial Statements”). Copies of the Debtor’s 2016 and 2017 Review Engagement Financial Statements are attached to this report as Appendix “L”

63. Based on the fiscal 2016-2018 financial statements, Hotay has been reviewing the Debtor’s financial statements for the fiscal years 2016-2018. It would appear that he has a working relationship with the Debtor and should have working papers and documents that will assist the Receiver in its investigations of the value of the Debtor’s assets, accounts receivable and other matters pertaining to the Debtor’s business operations and books and records.
64. Accordingly, the Receiver is seeking an Order directing Hotay to attend an examination and to provide access to his working papers and any records of the Debtor that are in Hotay’s possession.

Representative(s) of Noor

65. As a result of the evidence of Dhillon and Tatla, it appears that Noor provided bookkeeping services to the Debtor. In particular, Amir, appears to have attended at Green Line on an almost daily basis at the engagement of the Former Shareholders to perform all bookkeeping and accounting functions such as invoicing clients, collecting accounts receivable and payroll, etc.
66. Dodokin Law wrote to Noor on October 3, 2019 (the “**October 3 Noor Letter**”) and requested that it make arrangements to provide to the Receiver the Debtor’s books and records as well as to schedule examinations. A copy of the October 3 Noor Letter to Noor and Amir is attached to this report as Appendix “M”.
67. The principal of Noor, Syed Ahsan, contacted Dodokin Law to advise that Noor provided bookkeeping services to the Debtor from February 2017 to June 2018 and that all bookkeeping work performed by Noor was done on the

Green Line computers and, as such, Noor has no electronic or physical documents in its possession relating to the Debtor.

68. In addition an individual named Muhammad Amir Syed contacted Dodokin Law to advise that he did not work for Noor but was friends with Noor's principal and, as such, did from time to time assist Noor with the Debtor's bookkeeping .
69. The Receiver is not at this time seeking an Order directing a representative(s) of Noor or Mr. Syed to attend an examination.

VI. SECURED CREDITORS/ PRIORITY CLAIMS

70. TD's security against the Debtor's assets includes a General Security Agreement. The Receiver will seek an opinion on the validity and enforceability of TD's security at the time the Receiver seeks the approval of the Court to make an interim distribution of realizations received from Green Line's assets.
71. In addition to TD, a number of other parties have registered security interests against the Debtor.
72. According to a PPSA search conducted on June 27, 2019, the following parties ("**PPSA Registrants**") registered a security interest in the Debtor's assets/leased assets:
- i) Wells Fargo Equipment Finance Company;
 - ii) Tpine Leasing Corporation;
 - iii) Trailer Wizards Ltd.;
 - iv) Toyota Credit Canada Inc.;
 - v) TFG Financial Corporation;

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- vi) RCAP Leasing Inc.;
 - vii) Royal Bank of Canada;
 - viii) R&S Trailer Leasing Limited;
 - ix) Mercado Capital Corporation, A division of Westminister Savings Credit Union;
 - x) 1629665 Ontario Inc. o/a S.D. Transport & Recovery;
 - xi) Ford Credit Canada Company;
 - xii) Coast Capital Equipment Finance Ltd.;
 - xiii) CLE Capital Inc.;
 - xiv) Bodkin, A division of Bennington Financial Corp.;
 - xv) The Bank of Nova Scotia;
 - xvi) Blue Chip Leasing Corporation; and
 - xvii) Bank of Montreal.

73. By letter dated July 3, 2019 the ("**July 3 Letter**"), Dodokin Law sent letters to the PPSA Registrants and informed them that, *inter alia*:

- i) the Receiver has not taken possession of the Debtor's assets or its operations and has no information regarding the location of the Debtor's assets or operations;
- ii) no insurance of any kind has been taken out by the Receiver with respect to the Debtor or its assets or any assets that may be subject to their PPSA registration; and

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- iii) the Receiver trusts that the PPSA registrants will take whatever steps they deem necessary to protect their position/collateral in light of the receivership of the Debtor.

A copy of one of the July 3 Letters sent is attached to this report as Appendix "N".

- 74. By letter dated August 27, 2019 the ("**August 27 Letter**"), Dodokin Law sent letters to the PPSA Registrants and informed them that, *inter alia*,
 - i) if the PPSA Registrant intended to realize on the collateral subject to their security interest, written consent of the Receiver was required;
 - ii) if the PPSA Registrant was taking steps to exercise their rights and remedies, a copy of their security agreement, along with a statement of account and other information was to be provided to the Receiver; and
 - iii) any surplus proceeds realized on the sale of their vehicle must be paid to the Receiver.

A copy of one of the August 27 Letter is attached to this report as Appendix "O".

- 75. TD provided to the Receiver a copy of a Notice of Intention to Redeem and Right to Sell received from Ford Credit Canada Company ("**Ford**") that TD received in respect of 3 Ford-150 vehicles that Ford seized. The Receiver followed up with Ford which advised the Receiver that Ford picked up 5 vehicles, being 4 Ford-150's and one Ford Escape (the "**Ford Vehicles**"). While the Receiver did not have details of equipment/options associated with the vehicles, the Receiver contacted an appraiser/liquidator to obtain estimates as to the potential realizable values of the Ford Vehicles. Based on those estimates which suggested that there was no equity in the vehicles taking into account the amounts owing to Ford, and Dodokin Law's comments

to the Receiver that the Ford security was valid, the Receiver released to Ford the Receiver's interest in the Ford vehicles.

76. While the Receiver has had some communications with other PPSA Registrants, including some who have indicated that they have not been able to locate the vehicles subject to their security, it does not appear that there will be any realizations from the assets subject to the PPSA Registrants' security.

VII. CANADA REVENUE AGENCY ("CRA")

77. On July 31, 2019, the Receiver engaged in a discussion with CRA in connection with the Debtor. CRA informed the Receiver that:

- i) HST returns were filed with CRA by Green Line for the periods January, February and March 2019 and that these returns resulted in an HST refund totaling approximately \$40,000 (the "Refund"), which has been approved by CRA;
- ii) HST returns for the periods April, May and June 1-21, 2019 have not been filed with CRA by the Debtor and the Refund was being held pending the filing of those outstanding returns;
- iii) Green Line's account has been put on "hold" status for the time being such that even if the outstanding HST returns are filed by the Debtor, the Refund will not be sent to Green Line by CRA;
- iv) the corporate tax return for the Debtor's fiscal year ended December 31, 2018 has been filed with CRA and there is a tax liability of approximately \$78 outstanding; and
- v) Green Line has filed with CRA its T4s and a T4 summary for 2018; however, no filings or remittances have been made in respect of payroll for 2019.

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78. During this discussion, the Receiver requested that CRA provide to the Receiver;
- i) copies of the HST returns filed by the Debtor for the periods January, February and March 2019 and information relating thereto;
 - ii) a copy of the Debtor's corporate tax return for the year ended December 31, 2018 and information relating thereto; and
 - iii) copies of the Green Line 2018 T4s and T4 summary filed with CRA.
79. On or about August 10, 2019, CRA provided to the Receiver certain of the information that had been requested by the Receiver. Certain of that information, which has not been reviewed by the Receiver for accuracy or completeness, is summarized below:
- i) income for tax purposes for the year ended December 31, 2018 was \$392,106. Taxable income was \$500, as a result of the application of non-capital losses of prior years of \$391,606;
 - ii) the financial statements (computer generated on the return) include the following information as at December 31, 2018:
 - a) cash balance of \$46,027;
 - b) accounts receivable balance of \$2,958,551;
 - c) net book value of capital assets of \$1,435,524;
 - d) current liabilities of \$1,147,142 consisting primarily of amounts payable and accrued liabilities of \$186,561 and due to shareholder(s)/director(s) of \$961,617;
 - e) long-term liabilities include long-term debt of \$1,787,345 and long-term obligations/commitments/capital leases of \$743,061;

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- f) revenues were \$7,532,755; and
 - g) operating income was \$98,473;
- iii) information on the HST returns filed set out that sales and other revenue for January, February and March 2019 was \$539,211, \$658,450 and \$675,310, respectively; and
 - iv) the Debtor had 7 employees who received T4 slips in 2018.
80. As is set out from the information filed with CRA and the Debtor's 2018 Review Engagement Financial Statements, the Debtor appears to have carried on operations in 2018 and 2019. However, the Receiver has not been able to locate any such operations and the feedback received from the parties on the February Receivables List does not support the revenues reported.
81. The above information again demonstrates why an examination of Hotay is required by the Receiver.

VIII. STATUTORY NOTICES AND REPORTS

82. Attached to this report as Appendix "P" is the Notice and Statement of Receiver prepared pursuant to Sections 245(1) and 246(1) of the Bankruptcy and Insolvency Act.

IX. RECEIVER'S INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

83. Attached to this report as Appendix "Q" is the Receiver's Interim Statement of Receipts and Disbursements for the period June 21, 2019 to September 30, 2019 (the "Interim R&D"). During this period, receipts were \$76,167 while disbursements were \$69,430, resulting in a net cash surplus of \$6,737.

X. PROFESSIONAL FEES

84. The Receiver's accounts total \$36,506.43 in fees and disbursements plus HST of \$4,745.84 for a total amount of \$41,252.27 for the period ended September 30, 2019 (the "**Receiver's Accounts**"). A copy of the Receiver's Accounts, together with a summary of the accounts, the total billable hours charged per account, and the average hourly rate charged per account, is set out in the Affidavit of Arif Dhanani sworn October 18, 2019 that is attached to this report as Appendix "R".
85. The accounts of the Receiver's counsel, Dodokin Law, total \$35,277.64 in fees and disbursements and \$4,046.84 in HST for a total of \$39,324.48 (the "**Dodokin Law Accounts**") for the period ending October 3, 2019. A copy of the Dodokin Law Accounts, together with a summary of the personnel, hours and hourly rates described in the Dodokin Law Accounts, supported by the Affidavit of Robin Dodokin sworn October 17, 2019 is attached to this report as Appendix "S".

XI. CONCLUSION

86. The Receiver respectfully requests that the Court grant an Order which provides for the following:
- a) compelling Abdul Hotay to attend at an examination to be conducted by the Receiver;
 - b) directing Abdul Hotay and Abdul Hotay Professional Corporation to deliver to the Receiver a copy of all physical and electronic records relating to the Debtor in their possession including, but not limited to, all books and records, financial documents and statements, tax returns and working papers related to the production of the Debtor's Review Engagement Financial Statements for the years ended December 31, 2016, 2017 and 2018;

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- c) approving the First Report and the Receiver's conduct and activities described herein;
 - d) approving the Interim R&D; and
 - e) approving the fees and disbursements of the Receiver to September 30 2019 and of Dodokin Law to October 3, 2019.

All of which is respectfully submitted to this Court as of this 18th day of October, 2019

RSM CANADA LIMITED

In its capacity as Court Appointed Receiver
of Green Line Transportation Inc. and
not in its personal or corporate capacity

Per: 

Arif Dhanani, CPA, CA, CIRP, LIT
Vice President

APPENDIX A

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) FRIDAY, THE 21ST
JUSTICE)
HAWKEY) DAY OF JUNE, 2019



THE TORONTO-DOMINION BANK

Applicant

- and -

GREEN LINE TRANSPORTATION INC.

Respondent

APPLICATION UNDER Section 101 of the *Courts of Justice Act* and s.243 of the *Bankruptcy and Insolvency Act*

ORDER
(appointing Receiver)

THIS MOTION made by the Applicant for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "CJA") appointing RSM CANADA LIMITED as receiver and manager (in such capacities, the "Receiver") without security, of all of the assets, undertakings and properties of GREEN LINE TRANSPORTATION INC. (the "Debtor") acquired for, or used in relation to a business carried on by the Debtor, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of SANJAY KANSAL sworn June 7, 2019 and the Exhibits thereto and on hearing the submissions of counsel for THE TORONTO-DOMINION BANK, no one appearing for GREEN LINE TRANSPORTATION INC. although duly served as appears

from the affidavits of service of John DeSimone sworn June 12 and 13, 2019 and on reading the consent of RSM CANADA LIMITED to act as the Receiver,

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

APPOINTMENT

2. THIS COURT ORDERS that pursuant to section 243(1) of the BIA and section 101 of the CJA, RSM CANADA LIMITED is hereby appointed Receiver, without security, of all of the assets, undertakings and properties of the Debtor acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof (the "Property").

RECEIVER'S POWERS

3. THIS COURT ORDERS that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
- (b) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
- (c) to manage, operate, and carry on the business of the Debtor, including the powers to enter into any agreements, incur any obligations in the ordinary

course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtor;

- (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Debtor or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to the Debtor and to exercise all remedies of the Debtor in collecting such monies, including, without limitation, to enforce any security held by the Debtor;
- (g) to settle, extend or compromise any indebtedness owing to the Debtor;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtor, for any purpose pursuant to this Order;
- (i) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtor, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (j) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and

negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;

- (k) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
 - (i) without the approval of this Court in respect of any transaction not exceeding \$100,000, provided that the aggregate consideration for all such transactions does not exceed \$500,000; and
 - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;

and in each such case notice under subsection 63(4) of the Ontario *Personal Property Security Act*, [or section 31 of the Ontario *Mortgages Act*, as the case may be,] shall not be required, and in each case the Ontario *Bulk Sales Act* shall not apply.

- (l) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;
- (m) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (n) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (o) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtor;

- (p) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtor, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtor;
- (q) to demand of TEJINDER SINGH TATLA, GURSEWAK SINGH DHILLON, AMAN DHALIWAL, RAJ KUMAR KAINTH and AKSHAY KUMAR that they produce forthwith any documents relating to the sale or purported sale of the Debtor, its assets or its shares. The aforementioned persons are hereby required to comply with the Receiver's demands.
- (r) To conduct examinations under oath of any past or present officers, directors, employees or shareholders of the Debtor, including, but not limited to, TEJINDER SINGH TATLA, GURSEWAK SINGH DHILLON, RAJ KUMAR KAINTH, AMAN DHALIWAL and AKSHAY KUMAR. All past or present officers, directors, employees or shareholders of the Debtor including but not limited to those specifically named in this paragraph are required to attend for an examination under oath as and when required by the Receiver.
- (s) to exercise any shareholder, partnership, joint venture or other rights which the Debtor may have; and
- (t) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtor, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

4. THIS COURT ORDERS that (i) the Debtor, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations,

governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request, and each such Person shall provide forthwith to the Receiver any and all documentation and information relating to the Debtor's business and/or current and prior assets or any sale thereof.

5. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtor, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

6. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and

providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

7. THIS COURT ORDERS that the Receiver shall provide each of the relevant landlords with notice of the Receiver's intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Receiver's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Receiver, or by further Order of this Court upon application by the Receiver on at least two (2) days notice to such landlord and any such secured creditors.

8. THIS COURT ORDERS that i) the Debtor, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, including TEJINDER SINGH TATLA, GURSEWAK SINGH DHILLON, RAJ KUMAR KAINTH, and AKSHAY KUMAR (iii) all other persons acting on its or their instructions shall attend at examinations under oath at a time and place determined by the Receiver or its counsel to answer questions about (i) the Debtor's business operations, (ii) the Debtor's current and prior assets and the locations thereof, (iii) any sale(s) of the Debtor's assets outside of the ordinary course of business; (iv) any sale(s) of the business operations of the Debtor or any parts thereof and (v) any matters relating to the foregoing.

NO PROCEEDINGS AGAINST THE RECEIVER

9. THIS COURT ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY

10. THIS COURT ORDERS that no Proceeding against or in respect of the Debtor or the Property shall be commenced or continued except with the written consent of the Receiver or

with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtor or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

11. THIS COURT ORDERS that all rights and remedies against the Debtor, the Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtor to carry on any business which the Debtor is not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtor from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

12. THIS COURT ORDERS that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtor, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

13. THIS COURT ORDERS that all Persons having oral or written agreements with the Debtor or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtor are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to the continued use of the Debtor's current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Debtor or

such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

RECEIVER TO HOLD FUNDS

14. THIS COURT ORDERS that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "Post Receivership Accounts") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

15. THIS COURT ORDERS that all employees of the Debtor shall remain the employees of the Debtor until such time as the Receiver, on the Debtor's behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

PIPEDA

16. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a "Sale"). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all

such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by the Debtor, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

17. THIS COURT ORDERS that nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the "Environmental Legislation"), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE RECEIVER'S LIABILITY

18. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

19. THIS COURT ORDERS that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "Receiver's Charge") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

20. THIS COURT ORDERS that the Receiver and its legal counsel shall pass its accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

21. THIS COURT ORDERS that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the standard rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

22. THIS COURT ORDERS that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$500,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "Receiver's Borrowings Charge") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise,

in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

23. THIS COURT ORDERS that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

24. THIS COURT ORDERS that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the "Receiver's Certificates") for any amount borrowed by it pursuant to this Order.

25. THIS COURT ORDERS that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

SERVICE AND NOTICE

26. THIS COURT ORDERS that the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol .

27. THIS COURT ORDERS that if the service or distribution of documents in accordance with the Protocol is not practicable, the Receiver is at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtor's creditors or other interested parties at their respective addresses as last shown on the records of the Debtor and that any such service or distribution by courier,

personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

28. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

29. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtor.

30. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

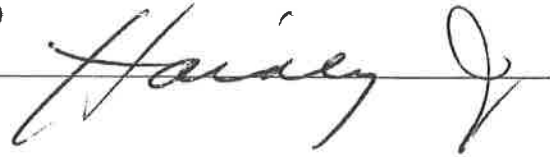
31. THIS COURT ORDERS that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

32. THIS COURT ORDERS that the Applicant shall have its costs of this motion, up to and including entry and service of this Order, provided for by the terms of the Applicant's security or, if not so provided by the Applicant's security, then on a substantial indemnity basis to be paid by the Receiver from the Debtor's estate with such priority and at such time as this Court may determine.

33. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JUN 21 2019

A handwritten signature in cursive script, appearing to read "Haidy J.", written over a horizontal line.

PER / PAR:

A small, handwritten signature in cursive script, possibly initials, written above the "PER / PAR:" label.

SCHEDULE "A"

RECEIVER CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

1. THIS IS TO CERTIFY that **RSM CANADA LIMITED**, the receiver (the "Receiver") of the assets, undertakings and properties **GREEN LINE TRANSPORTATION INC.** acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof (collectively, the "Property") appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated the 21st day of June, 2019 (the "Order") made in an action having Court file number CV-19-621613-00CL, has received as such Receiver from the holder of this certificate (the "Lender") the principal sum of \$ _____, being part of the total principal sum of \$ _____ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily][monthly not in advance on the _____ day of each month] after the date hereof at a notional rate per annum equal to the rate of _____ per cent above the prime commercial lending rate of Bank of _____ from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver

to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the ____ day of _____, 2019.

RSM CANADA LIMITED, solely in its capacity
as Receiver of the Property, and not in its
personal capacity

Per: _____

Name:

Title:

THE TORONTO-DOMINION BANK
Applicant

-and- GREEN LINE TRANSPORTATION INC.
Respondent

Court File Number: CV-19-621613-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

ORDER

LEE, BOWDEN, NIGHTINGALE LLP
Barristers & Solicitors
3700 Steeles Ave W
Suite 300
Vaughan ON L4L 8K8

Gregory W. Bowden
LSO# 31765V
Email: GWB@LBNFIRM.COM
Tel: (905) 264-6678

Lawyers for the Applicant

APPENDIX B

APPENDIX C



June 28, 2019

By registered mail and e-mail (gursewakdhillon@yahoo.ca)

Gursewak Singh Dhillon
20 Martineau Rd.
Brampton, ON, L6P 1H2

RSM Canada Limited
Chartered Accountancy Firm

11 King St W
Suite 700, Box 27
Toronto, ON M5H 4C7

O +1 416 480 0160
F +1 416 480 2646

rsmcanada.com

Dear Sir:

Re: In the Matter of the Court-appointed Receivership of Green Line Transportation Inc.

The Receiver understands that you may be a former shareholder of Green Line.

On June 21, 2019, RSM Canada Limited (“RSM”) was appointed receiver (the “Receiver”) of Green Line Transportation Inc. (“Green Line”) by order (the “Appointment Order”) of the Ontario Superior Court of Justice. A copy of the Appointment Order is attached hereto.

The Receiver confirms that it attended at 1310 Steeles Avenue East in Brampton, Ontario on June 21, 2019 at approximately 2:45 pm and met with you. The Receiver advised you of its appointment and attempted to provide you with a copy of the Appointment Order; however, you would not take a copy of the Appointment Order. The Receiver then asked whether any assets or books and records of Green Line were on the premises. You advised that you previously told the writer (upon the writer's previous attendances in its capacities as consultant to TD Bank and private receiver) that the assets and books and records of Green Line had been removed from the premises by the new shareholders as the business was previously sold.

The Receiver then asked for a copy of the purchase and sale agreement in respect of the sale of Green Line. You then told the Receiver that you would not provide the Receiver with a copy of the purchase and sale agreement and that the bank had everything. You then asked the writer who he was and what right he had to ask questions and request documents. The writer proceeded to again advise you that RSM was the Court-appointed receiver and a court officer and again attempted to provide you with a copy of the Appointment Order, noting that you were named in the Appointment Order. You then asked the Receiver for a badge identifying that it is a court officer and that the Receiver should speak to your lawyer. The Receiver then asked for your lawyer's name and contact information. The lawyer's name was not provided to the Receiver.

At that time, you told the Receiver to get out and proceeded towards the writer, took hold of the arm of the Receiver's representative and pushed the Receiver while stating "I told you to get out". The Receiver proceeded to exit the premises and left a copy of the Appointment Order on a box at the front of the premises. Upon exiting the premises, the Receiver advised you to contact his legal counsel.

The Receiver is currently in the process of attempting to ascertain the location of Green Line's assets and its books and records. To the extent you have represented to us that you are a former shareholder and do not know the location of the assets or books and records of Green Line, we request that you confirm this to us by providing to the Receiver of a copy of the agreement of purchase and sale which evidences your sale of the shares of Green Line. If you are aware of the location, of the Green Line assets including books and records and computers we request that you provide us with details as to their location and/or provide them to us. In making this request, we refer you to Paragraphs 4 and 5 of the attached Appointment Order.

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

Mr. Gursewak Singh Dhillon
June 28, 2019
Page 2

We hereby request that you provide the Receiver with the above-noted information by responding to this letter by no later than 4:00 pm on July 4, 2019. Should we not receive the requested information we will have to assume that you are attempting to frustrate the Court Appointed Receiver's efforts to take the steps set out in the Receivership Order provided to you.

Should you have any questions on the above or the Receiver's request, please contact us. Please note that we have copied counsel to the Receiver, Robin Dodokin, on this letter in the event you refer this matter to your counsel and your counsel wishes to deal with the Receiver's counsel. We recommend that your lawyer be in touch with Ms Dodokin or the undersigned at its earliest convenience.

Yours truly,

RSM Canada Limited, in its capacity as Court-appointed Receiver of Green Line Transportation Inc. and not in its personal or corporate capacity

Per: 

Arif Dhanani

Cc: Robin Dodokin

APPENDIX D

Mr. Tejinder Singh Tatla
June 28, 2019
Page 2

We hereby request that you provide the Receiver with the above-noted information by responding to this letter by no later than 4:00 pm on July 4, 2019. Should we not receive the requested information we will have to assume that you are attempting to frustrate the Court Appointed Receiver's efforts to take the steps set out in the Receivership Order provided to you.

Should you have any questions on the above or the Receiver's request, please contact us. Please note that we have copied counsel to the Receiver, Robin Dodokin, on this letter in the event you refer this matter to your counsel and your counsel wishes to deal with the Receiver's counsel. We recommend that your lawyer contact Ms Dodokin or the undersigned at its earliest convenience.

Yours truly,

RSM Canada Limited, in its capacity as Court-appointed Receiver of Green Line Transportation Inc. and not in its personal or corporate capacity

Per:



Arif Dhanani

Cc: Robin Dodokin

APPENDIX E



June 25, 2019

By Email (aku176051@gmail.com)

Akshay Kumar
20 Trevino Cres.
Brampton, ON, L6P 1L9

Dear Sir:

RSM Canada Limited
Licensed Insolvency Trustee

11 King St W
Suite 700, Box 27
Toronto, ON M5H 4C7

O +1 416 480 0160
F +1 416 480 2646

rsmcanada.com

Re: In the Matter of the Receivership of Green Line Transportation Inc.

Please be advised that on June 21, 2019, RSM Canada Limited was appointed as receiver and manager (the "**Receiver**") of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") by the Ontario Superior Court of Justice. A copy of the Court Order appointing the Receiver (the "**Appointment Order**") is attached for your reference.

The Receiver understands that you are a shareholder of Green Line.

Pursuant to the provisions of the Appointment Order, the Receiver is empowered to take possession of the assets of the Company and the books and records of the Company. In particular, we refer you to Paragraphs 4 and 5 of the Appointment Order.

We hereby request that you provide the Receiver with access to the books and records of the Green Line as well as information on the current location of the Company's assets. We request that this information be provided by no later than 2:00 pm on June 28, 2019.

Should you have any questions or require any additional information, please do not hesitate to contact the undersigned at 647-725-0183 or at arif.dhanani@rsmcanada.com.

Yours truly,

RSM CANADA LIMITED, in its capacity as Court-appointed Receiver of Green Line Transportation Inc. and not in its personal or corporate capacity

Per: 

Arif Dhanani

THE POWER OF BEING UNDERSTOOD
AUDIT TAX CONSULTING



June 25, 2019

By Courier

Raj Kumar Kainth
3 Gerrard Drive
Brampton, ON , L6P 1A7

RSM Canada Limited
Licensed Insolvency Trustee

11 King St W
Suite 700, Box 27
Toronto, ON M5H 4C7

O +1 416 480 0160
F +1 416 480 2646

rsmcanada.com

Dear Sir:

Re: In the Matter of the Receivership of Green Line Transportation Inc.

Please be advised that on June 21, 2019, RSM Canada Limited was appointed as receiver and manager (the "**Receiver**") of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") by the Ontario Superior Court of Justice. A copy of the Court Order appointing the Receiver (the "**Appointment Order**") is attached for your reference.

The Receiver understands that you are a shareholder of Green Line.

Pursuant to the provisions of the Appointment Order, the Receiver is empowered to take possession of the assets of the Company and the books and records of the Company. In particular, we refer you to Paragraphs 4 and 5 of the Appointment Order.

We hereby request that you provide the Receiver with access to the books and records of the Green Line as well as information on the current location of the Company's assets. We request that this information be provided by no later than 2:00 pm on June 28, 2019.

Should you have any questions or require any additional information, please do not hesitate to contact the undersigned at 647-725-0183 or at arif.dhanani@rsmcanada.com.

Yours truly,

RSM CANADA LIMITED, in its capacity as Court-appointed Receiver of Green Line Transportation Inc. and not in its personal or corporate capacity

Per:

Arif Dhanani

THE POWER OF BEING UNDERSTOOD
AUDIT, TAX CONSULTING

APPENDIX F

GREEN LINE TRANSPORTATION INC.

FINANCIAL STATEMENTS

December 31, 2018

UNAUDITED

GREEN LINE TRANSPORTATION INC.

FINANCIAL STATEMENTS

December 31, 2018

UNAUDITED

INDEX

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| Review Engagement Report | 1 |
| Balance Sheet | 2 |
| Income Statement | 3 |
| Statement of Changes in Retained Earnings | 4 |
| Statement of Cash Flows | 5 |
| Notes to Financial Statements | 6-10 |

*Abdul Q. Hotay, CPA, CA,
Chartered Professional Accountant
Certified Forensic Investigator (Canada)
Associate Certified Fraud Examiner (USA)
Commissioner of Oaths/ Affidavits*

REVIEW ENGAGEMENT REPORT

To the Shareholder's of

GREEN LINE TRANSPORTATION INC.

I have reviewed the accompanying financial statements of Green Line Transportation Inc., that comprise the balance sheet as at December 31, 2018, and the statement of income, retained earnings and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibilities

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for private enterprises, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner's responsibility

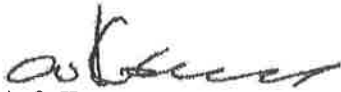
My responsibility is to express a conclusion based on the accompanying financial statements based on my review. I have conducted my review in accordance with Canadian generally accepted standards for review engagements, which require me to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate and applying analytical procedures and evaluates the evidence obtained.

The procedure in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, I do not express an audit opinion on these financial statements.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that these financial statements do not present fairly, in all material respects, the financial position of Green Line Transportation Inc., as at December 31, 2018, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.



A. Q. Hotay
Chartered Professional Accountant
Licensed Public Accountant

Mississauga, Ontario
April 12, 2019

GREEN LINE TRANSPORTATION INC.
BALANCE SHEET
UNAUDITED
AS AT DECEMBER 31

| | 2018 | 2017 |
|---|-----------------------|---------------------|
| Assets | | |
| Current assets | | |
| Cash and bank | (Note 2) \$ 57,041 | \$ 58,812 |
| Accounts receivable | (Note 3) 2,958,551 | 3,002,258 |
| HST receivable | 13,684 | - |
| | <u>3,029,276</u> | <u>3,061,070</u> |
| Non-current assets | | |
| Net capital assets | (Note 4) 1,419,139 | 1,401,254 |
| | <u>1,419,139</u> | <u>1,401,254</u> |
| Total Assets | \$ 4,448,414 | \$ 4,462,324 |
| Liabilities and Shareholder's Equity | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | (Note 5) \$ 186,561 | \$ 73,237 |
| Corporate taxes payable | 29,313 | 12,648 |
| Payroll taxes payable | - | 14,019 |
| HST payable | - | 21,641 |
| Line of Credit | (Note 6) 1,515,000 | 1,400,000 |
| Current portions of long term obligations | (Note 7) 214,230 | 229,034 |
| Current portions of long term debts | (Note 8) 169,748 | 197,851 |
| | <u>2,114,851</u> | <u>1,948,428</u> |
| Long term liabilities | | |
| Long term obligations | (Note 7) 528,831 | 608,691 |
| Long term debts | (Note 8) 102,597 | 438,665 |
| Due to Shareholder's | (Note 9) 946,363 | 801,617 |
| | <u>1,577,791</u> | <u>1,848,973</u> |
| Shareholder's Equity | | |
| Issued capital | 100 | 100 |
| Accumulated retained earnings, end of year | 755,672 | 664,823 |
| | <u>755,772</u> | <u>664,923</u> |
| Total Liabilities and Shareholder's Equity | \$ 4,448,414 | \$ 4,462,324 |

Accompanying Notes are an integral part of these financial statements

On behalf of the Board:

X Abhishek Kumar Director
X R K K Singh Director

A.Q. Hotay
Chartered Professional Accountant
Licensed Public Accountant

GREEN LINE TRANSPORTATION INC.
INCOME STATEMENT
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31

| | 2018 | 2017 |
|---|------------------|------------------|
| Revenue | | |
| Sales | \$ 7,532,755 | \$ 9,061,231 |
| Foreign exchange gain / (loss) | 11,014 | - |
| | <u>7,543,769</u> | <u>9,061,231</u> |
| Expenses | | |
| Advertising and promotion | 13,541 | 3,299 |
| Amortization | 483,842 | 432,931 |
| Broker outload | 917,200 | - |
| Business taxes, licenses and memberships | 65,977 | 134,168 |
| Commissions | - | 36,538 |
| Donation | 500 | - |
| Equipment rental | 253,688 | 288,226 |
| Factoring cost | - | 6,633 |
| Fueling cost | 896,668 | 495,494 |
| Insurance | 16,995 | 541,083 |
| Interest and bank charges | 11,376 | 61,361 |
| Interest on long term debt | 173,591 | 70,759 |
| Meals and entertainment | - | 3,374 |
| Occupancy costs | 222,150 | 203,969 |
| Office and general expenses | 32,230 | 35,351 |
| Professional fee | 54,025 | 228,756 |
| Repairs and maintenance | 152,656 | 198,709 |
| Salaries and wages | 117,101 | 249,295 |
| Subcontracts | 4,017,658 | 5,957,616 |
| Supplies | 5,427 | 9,948 |
| Telephone and communications | 1,631 | 22,124 |
| | <u>7,436,256</u> | <u>8,979,633</u> |
| Net Income/ (Loss) before Income Taxes | 107,514 | 81,597 |
| Provision for Taxes | 16,665 | 12,648 |
| Net Income/ (Loss) after Income Taxes | \$ 90,849 | \$ 68,950 |

Accompanying notes are an integral part of these financial statements.

A.Q. Hotay
Chartered Professional Accountant
Licensed Public Accountant

GREEN LINE TRANSPORTATION INC.
STATEMENT OF CHANGES IN RETAINED EARNINGS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31

| | 2018 | 2017 |
|---|-------------------|-------------------|
| Accumulated retained earnings, beginning of year | \$ 664,823 | \$ 595,031 |
| Prior year adjustment retained earnings | - | 842 |
| Net Income/ (Loss) after Income Taxes | 90,849 | 68,950 |
| Dividends declared | - | - |
| Accumulated retained earnings, end of year | \$ 755,672 | \$ 664,823 |

Accompanying notes are an integral part of these financial statements.

GREEN LINE TRANSPORTATION INC.
STATEMENT OF CASH FLOWS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31

2018 **2017**

Cash flows provided by (used in)

Operating activities

| | | | | |
|--|----|----------------|----|----------------|
| Net Income/ (Loss) after Income Taxes | \$ | 90,849 | \$ | 68,950 |
| Items not effecting cash | | | | |
| Prior year adjustment retained earnings | | - | | 842 |
| Amortization | | 483,842 | | 432,931 |
| | | <u>574,691</u> | | <u>502,722</u> |
| Change in non-cash working capital balances | | | | |
| Accounts receivable | | 43,707 | | (303,773) |
| HST receivable | | (13,684) | | 106,711 |
| Accounts payable and accrued liabilities | | 113,324 | | (120,927) |
| Corporate taxes payable | | 16,665 | | (75,792) |
| Payroll taxes payable | | (14,019) | | 14,019 |
| HST payable | | (21,641) | | 21,641 |
| | | <u>699,044</u> | | <u>144,601</u> |

Investing activities

| | | | | |
|----------------------------------|--|------------------|--|------------------|
| Addition to property & equipment | | (501,727) | | (714,784) |
| | | <u>(501,727)</u> | | <u>(714,784)</u> |

Financing activities

| | | | | |
|---|--|------------------|--|----------------|
| Line of Credit | | 115,000 | | 1,400,000 |
| Factoring finance | | - | | (896,086) |
| Current portions of long term obligations | | (14,804) | | (97,374) |
| Current portions of long term debts | | (28,103) | | 162,211 |
| Long term obligations | | (79,860) | | (263,593) |
| Long term debts | | (336,068) | | 236,705 |
| Due to Shareholder's | | 144,746 | | 0 |
| Dividends declared | | - | | - |
| | | <u>(199,088)</u> | | <u>541,863</u> |

Increase (decrease) in cash and cash equivalents (1,771) (28,320)

Cash and cash equivalents, beginning of the year 58,812 87,132

Cash and cash equivalents, end of the year \$ 57,041 \$ 58,812

Accompanying notes are an integral part of these financial statements

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2018

Nature of business

The business is operating as a corporation with limited liabilities. It was incorporated as "The Big Trucks Inc." in the province of Ontario under the Canadian Business Corporation Act on June 08, 2004, and on September 25, 2013 business name was changed to "Green Line Transportation Inc." The business activity is providing freight and cartage services.

Impact of basis of accounting

The Company has elected to apply the Canadian generally accepted accounting principles for private enterprises of part II of the CPA Accounting Handbook, hereafter referred to as "ASPE".

1 Significant accounting policies

The accompanying financial statements are prepared in accordance with Canadian generally accepted accounting principles for private enterprises and include the following significant accounting policies:

(a) Capital assets and amortization

The Company provides amortization on all its capital assets using the methods and rates set out below, designed to amortize costs over the expected useful life of the respected assets. Acquisitions during the year are amortized at 1/2 the normal rate.

| | |
|--------------------------|-----------------------|
| Transportation equipment | 30% declining balance |
| Computer equipment | 20% declining balance |
| Furniture and fixtures | 20% declining balance |
| Leasehold improvements | 20% declining balance |

(b) Use of estimates

The preparation of financial statements in conformity with Part II CPA Handbook Accounting Standards for private enterprises requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of financial statements and reported amount of revenue and expenses during the current period, contingent assets and liabilities at the date. These estimates are reviewed periodically and adjustments are made to income as appropriate in the year they become known. The main estimates relate to the impairment of property, plant and equipment, and financial assets and the useful life of property, plant and equipment.

(c) Revenue recognition

Revenue is accounted for when there is persuasive evidence that an arrangement exists, goods are delivered, the price is fixed or determinable, and collection is reasonably assured.

(d) Income taxes

The entity applies the tax payable method of accounting for income taxes. The taxes payable and provision for income taxes are based on the corporate income tax returns filed. There is no adjustment for income taxes related to temporary differences and no recognition of the benefit of income tax losses carried forward.

(e) Cash and cash equivalents

The entity's policy is to disclose bank balances under cash and cash equivalents, including bank overdrafts with balances that fluctuate frequently from being positive to overdrawn and term deposits with a maturity period of three months or less from the date of acquisition. Term deposits that the entity cannot use for current transactions because they are pledged as security are also excluded from cash and cash equivalents.

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2018

(f) Foreign currency transactions

Foreign currency transactions are translated to Canadian dollar at the exchange rate in effect at the rate of the transactions and foreign currency dominated monetary assets and liabilities are translated at the exchange rate in effect at the balance sheet date.

Exchange gains or losses are included in the Income statement.

(g) Financial instruments

Measurement of financial instruments

The entity initially measures its financial assets and liabilities at fair value, except for certain non-arms length transactions.

The entity subsequently measures all its financial assets and financial liabilities at amortized costs, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in net income.

Financial assets measured at amortization cost include cash, term deposits and accounts receivable.

Financial liabilities measured at amortized costs include the bank overdraft, the bank loan, accounts payable, amounts due to/from director and shareholder, and long term debt.

Impairment

Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the write-down is recognized in net income. The previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is not greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in net income.

Transaction costs

The entity recognizes its transaction costs in net income in the period incurred. However, financial instruments that will not be subsequently measured at fair value are adjusted by the transaction costs that are directly attributable to their origination, issuance or assumption.

(h) Impairment of Long-lived Assets

A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

2 Cash and bank

The Organization's Cash and bank amounts with the banks are as follows;

| | 2018 | 2017 |
|---------------|-----------|-----------|
| Bank Accounts | 57,041 | 58,812 |
| | \$ 57,041 | \$ 58,812 |

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2018

3 Accounts receivable

Accounts receivable are considered good.

4 Capital assets

Capital Assets are recorded at cost less amortization.

| | 2018 | | | | | Net 2017 |
|--------------------------|--------------------|----------------------------|-----------------------------|---------------------|-------------------|---------------------|
| | Cost | Additions / (Disposals) | Accumulated Amortization | Net book value | Amortization | |
| Transportation equipment | 2,454,573 | 508,204 | 1,566,738 | 1,396,039 | 478,067 | 1,372,379 |
| Computer equipment | 25,680 | - | 17,266 | 8,414 | 2,104 | 10,518 |
| Furniture and fixtures | 10,900 | - | 7,328 | 3,572 | 893 | 4,465 |
| Leasehold improvements | 28,560 | - | 17,446 | 11,114 | 2,778 | 13,892 |
| | <u>\$2,519,713</u> | <u>\$ 508,204</u> | <u>\$ 1,608,778</u> | <u>\$ 1,419,139</u> | <u>\$ 483,842</u> | <u>\$ 1,401,254</u> |

5 Accounts payable and accrued liabilities

The amounts payable are for the current year and are to paid subsequently.

6 Line of Credit

The Corporation has approved Line of Credit from TD Bank, which bears interest rate of bank's prime lending rate plus 2.50% per annum and is secured by general security agreement covering all assets of the Corporation.

7 Long term obligations and current portions

The company has acquired certain equipment under capital lease arrangements with various financial institution. The interest rates range from 5% to 17% annually and the expiry dates ranges from March 2021 to December 2022.

| | 2018 | 2017 |
|---|-------------------|-------------------|
| Obligation under capital lease arrangements | 743,061 | 837,724 |
| Current portions of long term obligations | 214,230 | 229,034 |
| <u>Long term obligations</u> | <u>\$ 528,831</u> | <u>\$ 608,691</u> |

| Year | Principal | Interest |
|------|-------------------|-------------------|
| 2019 | 214,230 | 48,346 |
| 2020 | 230,059 | 32,517 |
| 2021 | 193,467 | 16,364 |
| 2022 | 105,305 | 4,006 |
| | <u>\$ 743,061</u> | <u>\$ 101,233</u> |

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2018

8 Long term debts and current portions

| | 2018 | 2017 |
|---|-------------------|-------------------|
| Business Development Bank of Canada Loan, repayable in monthly instalments of \$2,970 plus interest calculated at prime lending rate plus 4.70%, maturing on August 10, 2023. | - | 201,960 |
| TD Bank Loan, repayable in monthly instalments and interest calculated at a rate of 4.55%. | 272,345 | 434,556 |
| Current portions of long term debts (BDC) | - | 35,640 |
| Current portions of long term debts (TD Bank) | 169,748 | 162,211 |
| Long term debt | \$ 102,597 | \$ 438,665 |

9 Due to Shareholder's

The amounts due to Shareholder's is non-interest bearing, have no set repayment terms and are secured by promissory notes. The amount due to Shareholder's has been classified as a long-term liability.

| | 2018 | 2017 |
|----------------------|-------------------|-------------------|
| Due to Shareholder's | 946,363 | 801,617 |
| | \$ 946,363 | \$ 801,617 |

10 Use of estimates

In preparing of these financial statements management has not used any estimated numbers.

11 Material uncertainties

Management is not aware of any events or conditions that will impair the Company's ability to continue as a going concern.

12 Financial instruments and risk management

Risks and concentrations

The entity is exposed to various risks through its financial instruments. The following analysis provides a measure of the entity's risk exposure and concentrations at the balance sheet date, i.e. December 31, 2018.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The entity is exposed to this risk mainly in respect of its bank loan and accounts payable.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The entity is not exposed to any credit risk.

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2018

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: currency risk, interest rate risk and other price risk. The entity is mainly exposed to interest rate risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The entity is exposed to interest rate risk on its fixed and floating interest rate financial instruments. The fixed rate instruments subject the entity to fair value risk while the floating-rate instruments subject the entity to a cash flow risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The entity is not exposed to price risk.

13 Comparative figures

Comparative figures are re-arranged and re-grouped where ever necessary.

APPENDIX G



July 9, 2019

RSM Canada Limited
Licensed Insolvency Trustee

Via Email (abdul@hotaycpa.ca)

11 King St W
Suite 700, Box 27
Toronto, ON M5H 4C7

Mr. Abdul Q. Hotay, CPA, CA
Chartered Professional Accountant
315 Traders Boulevard East, Unit 4
Mississauga, ON L4Z 3E4

O +1 416 480 0160
F +1 416 480 2646

rsmcanada.com

Dear Sir:

Re: In the Matter of the Receivership of Green Line Transportation Inc. (the "Debtor")

On June 21, 2019, RSM Canada Limited was appointed receiver (the "**Receiver**") of all of the assets, undertakings and properties of the Debtor acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof by order (the "**Appointment Order**") of the Ontario Superior Court of Justice. A copy of the Appointment Order is attached hereto.


The Receiver is in possession of the Debtor's financial statements for the year ended December 31, 2018 (the "**Review Engagement Statements**") to which is attached a Review Engagement Report signed by you. A copy of the Review Engagement Statements is attached hereto.

Paragraphs 4-6 and specifically paragraph 5 of the attached Appointment Order sets out that "all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtor, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "**Records**") in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto...".

We understand that in accordance with the professional standards of CPA Canada you will have working papers, including copies of documents of the Debtor (the "**Working Papers**") to support the Conclusion included in your Review Engagement Report attached to the Review Engagement Statements. The Receiver requests that you contact the undersigned at 647-725-0183 by end of business on July 11, 2019 to make arrangements for the Receiver to attend at your offices in Mississauga to review the Working Papers.

Yours truly,

RSM Canada Limited, in its capacity as Court-appointed Receiver of Green Line Transportation Inc. and not in its personal or corporate capacity

Per: 
Arif Dhanani, CPA, CA, CIRP, LIT
Vice-President

THE POWER OF BEING UNDERSTOOD
AUDIT TAX CONSULTING

APPENDIX H

Greenline Transportation Inc.
A/R Aging Summary (Values in Home Currency)
As of February 28, 2019

| | <u>1 - 30</u> | <u>31 - 60</u> | <u>61 - 90</u> | <u>> 90</u> | <u>TOTAL</u> |
|----------------------------------|---------------|----------------|----------------|----------------|--------------|
| ARCBEST TRUCKLOAD | 3,000.00 | 2,800.00 | 300.00 | 0.00 | 6,100.00 |
| BISON ABL DIVISION | 20,125.00 | 22,580.00 | 25,300.00 | 0.00 | 68,005.00 |
| BOSS LOGISTICS | 11,000.00 | 13,260.00 | 11,000.00 | 0.00 | 35,260.00 |
| C.A.T. INC. | 8,500.00 | 7,200.00 | 8,500.00 | 0.00 | 24,200.00 |
| CARAVAN LOGISTICS INC. | 1,200.00 | 2,000.00 | 1,200.00 | 0.00 | 4,400.00 |
| CHARGER LOGISTICS INC. | 2,800.00 | 4,500.00 | 2,800.00 | 0.00 | 10,100.00 |
| CH ROBINSON WORLDWIDE INC. | 850.00 | 1,350.00 | 850.00 | 0.00 | 3,050.00 |
| CONEX FREIGHT FORWARDING | 1,100.00 | 0.00 | 0.00 | 0.00 | 1,100.00 |
| COYOTE-US | 9,800.00 | 6,820.00 | 5,500.00 | 7,500.00 | 29,620.00 |
| DAY & ROSS | 3,800.00 | 2,500.00 | 3,800.00 | 0.00 | 10,100.00 |
| ECHO GLOBAL LOGISTICS | 3,600.00 | 5,200.00 | 3,600.00 | 0.00 | 12,400.00 |
| FBI GROUP | 1,600.00 | 2,800.00 | 1,600.00 | 0.00 | 6,000.00 |
| FLS TRANSPORTATION INC. | 14,860.00 | 17,220.00 | 14,860.00 | 0.00 | 46,940.00 |
| FOCUS CARRIER INC. | 0.00 | 0.00 | 0.00 | 1,600.00 | 1,600.00 |
| FUEL TRANSPORT | 4,200.00 | 2,400.00 | 1,200.00 | 0.00 | 7,800.00 |
| GLOBCO INTERNATIONAL INC. | 14,200.00 | 12,500.00 | 11,680.00 | 0.00 | 38,380.00 |
| HEART LOGISITCS INC | 48,630.00 | 72,425.33 | 70,520.82 | 0.00 | 191,576.15 |
| HEART LOGISITCS INC - US | 15,620.00 | 16,720.00 | 15,620.00 | 0.00 | 47,960.00 |
| HUB GROUP INC US | 18,750.00 | 20,400.00 | 18,750.00 | 0.00 | 57,900.00 |
| IKO INDUSTRIES | 1,200.00 | 3,200.00 | 2,200.00 | 0.00 | 6,600.00 |
| INTEGRATED TRANSPORTATION GROU | 15,350.00 | 18,850.00 | 15,350.00 | 0.00 | 49,550.00 |
| ITN TRANSBORDER SERVICES INC. | 65,690.15 | 78,722.25 | 75,690.15 | 0.00 | 220,102.55 |
| ITN TRANSBORDER SERVICES INC. US | 2,800.00 | 4,400.00 | 2,800.00 | 0.00 | 10,000.00 |
| KELTIC TRANSPORTATION | 2,000.00 | 1,100.00 | 2,000.00 | 0.00 | 5,100.00 |
| KRATZER | 3,700.00 | 4,000.00 | 3,700.00 | 0.00 | 11,400.00 |
| LION FORCE | 2,700.00 | 3,200.00 | 2,700.00 | 0.00 | 8,600.00 |
| MATRIX TRANSPORTATION SOLUTIONS | 1,100.00 | 1,200.00 | 1,700.00 | 0.00 | 4,000.00 |
| MAVRON TRANSPORTATION INC. | 0.00 | 0.00 | 0.00 | 38,500.00 | 38,500.00 |
| MC LOGISTICS | 5,800.00 | 7,200.00 | 4,000.00 | 0.00 | 17,000.00 |
| MCVEAN LOGISITCS | 6,000.00 | 5,600.00 | 8,000.00 | 0.00 | 19,600.00 |
| MUTUAL TRANSPORTATION SERVICES | 6,200.00 | 6,800.00 | 6,200.00 | 0.00 | 19,200.00 |
| NATIONWIDE LOGISTICS | 40,682.00 | 52,487.63 | 45,682.00 | 2,500.00 | 141,351.63 |
| NORMERICA INTERNATIONAL INC. | 38,290.00 | 46,540.00 | 42,890.00 | 0.00 | 127,720.00 |
| NORTHDOWN INDUSTRIES INC | 35,920.66 | 38,450.00 | 35,920.66 | 0.00 | 110,291.32 |
| NU ERA LOGISTICS INC. | 35,750.00 | 50,150.00 | 45,750.00 | 0.00 | 131,650.00 |
| PESTELL PTE PRODUCT | 30,270.00 | 34,225.00 | 30,270.00 | 0.00 | 94,765.00 |
| POLAR PAK | 28,655.00 | 30,730.00 | 28,655.00 | 0.00 | 88,040.00 |
| QBD COOLING SYSTEMS INC. | 18,900.00 | 20,170.00 | 22,900.00 | 0.00 | 61,970.00 |
| QUARTERBACK TRANSPORTATION | 1,200.00 | 2,200.00 | 1,200.00 | 1,560.00 | 6,160.00 |
| QUICK X LOGISTICS | 13,650.00 | 12,340.00 | 13,650.00 | 0.00 | 39,640.00 |
| RECOCHEM INC. | 14,680.00 | 18,232.22 | 25,680.00 | 0.00 | 58,592.22 |
| ROME TRANSPORTATION INC. | 4,200.00 | 8,500.00 | 6,000.00 | 0.00 | 18,700.00 |
| SCOTLYNN COMMODITIES INC. | 4,700.00 | 3,800.00 | 4,700.00 | 0.00 | 13,200.00 |
| TENBROOKS TRANSPORTATION | 4,520.00 | 6,700.00 | 9,200.00 | 0.00 | 20,420.00 |
| THS INDUSTRIES | 15,630.00 | 18,950.00 | 22,590.00 | 0.00 | 57,170.00 |

12:24 PM
03/20/19

Greenline Transportation Inc.
A/R Aging Summary (Values in Home Currency)
As of February 28, 2019

| | <u>1 - 30</u> | <u>31 - 60</u> | <u>61 - 90</u> | <u>> 90</u> | <u>TOTAL</u> |
|-------------------------------|--------------------------|--------------------------|--------------------------|-------------------------|----------------------------|
| TITANIUM | 5,000.00 | 2,800.00 | 5,000.00 | 0.00 | 12,800.00 |
| TRANSPRO FREIGHT SYSTEMS LTD. | 6,850.00 | 7,500.00 | 8,700.00 | 0.00 | 23,050.00 |
| TRIPLE M METAL LP | 4,500.00 | 3,900.00 | 10,220.00 | 0.00 | 18,620.00 |
| UNITED LOAD LOGISTICS | 1,200.00 | 2,000.00 | 4,400.00 | 0.00 | 7,600.00 |
| WAREEN GIBSON | 14,500.00 | 10,520.00 | 15,640.00 | 0.00 | 40,660.00 |
| WHEELS INTERNATIONAL | 18,730.33 | 24,956.00 | 18,730.00 | 0.00 | 62,416.33 |
| XPO LOGISITCS - US | 7,220.00 | 10,775.00 | 9,760.00 | 5,600.00 | 33,355.00 |
| TOTAL | <u><u>641,223.14</u></u> | <u><u>752,873.43</u></u> | <u><u>728,958.63</u></u> | <u><u>57,260.00</u></u> | <u><u>2,180,315.20</u></u> |

APPENDIX I

**In the Matter of the Receivership of
Green Line Transportation Inc.
Summary of Responses to Accounts Receivable Signification Letters
Accounts Receivable as at February 28, 2019**

| Name of Account Debtor | Amount Owed per Listing | Summary of Account Debtor Response |
|--------------------------------|-------------------------|--|
| THS Industries | \$ 57,170.00 | Nothing owing on account. Last transaction with Green Line was for \$950.00. The bill was entered in the account debtor's system on February 1, 2019 and was paid on February 27, 2019. |
| Rechochem Inc. | 58,592.22 | Account debtor is not aware of any outstanding amounts. The last time the account debtor paid Green Line was March 2018. The last payment in March 2018 to clear the account was \$1,575.00. |
| Fuel Transport Inc. | 7,800.00 | Nothing owing on account. Last activity was in March 2018 when the account debtor paid the last invoice with Green Line for \$1,500. |
| Scotlynn Commodities Inc. | 13,200.00 | \$2,300 outstanding as at February 28, 2019. Balance paid in April 2019 based on account history. |
| Quick X Logistics | 39,640.00 | No amounts owed as at February 28, 2019. The last time Quck X Logistics used Green Line was on October 26, 2018 and the transaction was for \$2,400, which was paid in November 2018. |
| Nu-Era Logistics | 131,650.00 | No amounts outstanding as at February 28, 2019. Haven't done business with Green Line since May 2018. |
| Rome Transportation Inc. | 18,700.00 | No amounts outstanding. The last commercial transaction with Green Line was Green Line's invoice I009260 dated January 4, 2018 in the amount of \$2,550.00 CAD; that balance was paid on February 2, 2018. |
| Hub Group Inc. | 57,900.00 | No open unpaid invoices. Last payment to Green Line was in 2018. |
| Keltic Transportation Inc. | 5,100.00 | No amounts owed to Green Line. Last payment for \$1,250 to clear account was made in January 2019 per account history. |
| Mutual Transportation Services | 19,200.00 | The last service provided by Green Line was in Feb 2018 for 4000.00 which was paid to Greenline directly. There is a note in the account debtor's systems that Green Line was using Baron Finance as its factoring company so any payments prior to Feb 2018 would have been issued to Green Line's factoring company Baron Finance. |

**In the Matter of the Receivership of
Green Line Transportation Inc.
Summary of Responses to Accounts Receivable Signification Letters
Accounts Receivable as at February 28, 2019**

| Name of Account Debtor | Amount Owed per Listing | Summary of Account Debtor Response |
|--|-------------------------|--|
| MC Logistics | 17,000.00 | As per the account debtor's records, it has nothing owing to Green Line and the account debtor did not do any business with them between January 1st and June 21, 2019. |
| Quarterback Transportation | 6,160.00 | No amounts owed to Green Line. Per account history, there was \$3,150 outstanding as at February 28, 2019, which was paid on March 15, 2019. |
| Day & Ross Inc. | 10,100.00 | No amounts outstanding and payable to Green Line - statement as per General Counsel to Day & Ross. |
| Conex Freight Forwarding | 1,100.00 | Conex does not have an amount owing of \$1,100, in fact we have never owed that figure. The last shipment moved with them was for \$1500 and it was paid in December 2018 to their factoring company Baron Finance. |
| CAT Inc. | 24,200.00 | No outstanding invoices in CAT Inc.'s system, and the last payment issued to them was back in 2015. |
| Matrix Transportation Solutions Kratzer | 4,000.00 11,400.00 | No amounts owing. Last payment to Green Line made in April 2018 for \$5,650. Green Line moved two shipments for Kratzer Trucking and both invoices were received and paid in 2018. Kratzer has no outstanding invoices or amounts owing to Green Line Transportation. No activity since August 2018. |
| Arcbest Truckload | 6,100.00 | No activity since 2018. Overpaid Green Line by \$2,400, but have not recovered the overpayment from Green Line. |
| Polar Pak | 88,040.00 | Account debtor has not done business with Green Line since January 2018 and the last payment made to Green Line was for \$1,487.50. |
| ITN Transborder Services Inc. | 220,102.55 | Account debtor advised that it has not done business with Green Line since 2017 and when they did do business with Green Line, the value of the work they were doing for ITN was at or about \$1,000 at a time. ITN said that they never did the volume of business with Green Line to justify an account receivable of \$220,000. |
| Globco International Inc. | 38,380.00 | Have not done business with Green Line since prior to 2018. |
| Bison ABL Division | 68,005.00 | No amounts owing to Green Line. Last two invoices received in November 2018 for \$2,200 each and paid. |

**In the Matter of the Receivership of
Green Line Transportation Inc.
Summary of Responses to Accounts Receivable Signification Letters
Accounts Receivable as at February 28, 2019**

| Name of Account Debtor | Amount Owed per Listing | Summary of Account Debtor Response |
|------------------------|-------------------------|--|
| Echo Global Logistics | 12,400.00 | Account debtor had one transaction with Green Line in 2018 in or about March 2018, which was paid. Counsel to account debtor also advised that Green Line's account was listed in Echo's records as inactive at the end of March 2018 because Green Line's insurance expired and no renewal or other documentation confirming insurance was in place was provided by Green Line to Echo. |
| McVean Logistics | 19,600.00 | Account debtor claims it has not done business with Green Line since 2015. |
| Total | \$ 935,539.77 | |

Total per February 28, 2019 accounts receivable listing \$ 2,180,315.20

Coverage 43%

APPENDIX J

APPENDIX K

APPENDIX L

GREEN LINE TRANSPORTATION INC.

FINANCIAL STATEMENTS

December 31, 2016

UNAUDITED - SEE REVIEW ENGAGEMENT REPORT

GREEN LINE TRANSPORTATION INC.

FINANCIAL STATEMENTS

December 31, 2016

UNAUDITED - SEE REVIEW ENGAGEMENT REPORT

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| Statement of Changes in Retained Earnings | 4 |
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| Notes to Financial Statements | 6-10 |

*Abdul Q. Hotay, CPA, CA,
Chartered Professional Accountant
Certified Forensic Investigator (Canada)
Associate Certified Fraud Examiner (USA)
Commissioner of Oaths/ Affidavits*

REVIEW ENGAGEMENT REPORT

**To the Directors of
GREEN LINE TRANSPORTATION INC.**

I have reviewed the balance sheet of Green Line Transportation Inc as at December 31, 2016 and the income statement, retained earnings, comprehensive income and cash flows for the year then ended. My review was made in accordance with Canadian generally accepted standards for review engagements and, accordingly, consisted primarily of enquiry, analytical procedures and discussion related to information supplied to me by the company.

A review does not constitute an audit and consequently I do not express an opinion on these financial statements.

Based on my review, nothing has come to my attention that causes me to believe that these financial statements are not, in all material respects, in accordance with Canadian generally accepted standards for private enterprises.



A. Q. Hotay

**Chartered Professional Accountant
Licensed Public Accountant**

**Mississauga, Ontario.
June 16, 2017**

GREEN LINE TRANSPORTATION INC.
BALANCE SHEET
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
AS AT DECEMBER 31

2016

2015

Assets

Current assets

| | | | |
|---------------------|----------|------------------|------------------|
| Cash and bank | (Note 2) | \$ 87,132 | \$ 92,272 |
| Accounts receivable | | 2,698,485 | 1,556,630 |
| HST receivable | | 106,711 | 66,670 |
| | | <u>2,892,329</u> | <u>1,715,572</u> |

Capital assets

(Note 3) 1,119,401 1,076,394

Total Assets

\$ 4,011,730 \$ 2,791,966

Liabilities and Shareholder's Equity

Current liabilities

| | | | |
|---|----------|------------------|----------------|
| Accounts payable and accrued liabilities | | \$ 194,164 | \$ 195,703 |
| Corporate taxes payable | | 88,440 | 13,655 |
| Factoring finance | | 896,086 | 450,328 |
| Current portions of long term obligations | (Note 4) | 326,408 | 256,923 |
| Current portions of long term debts | (Note 5) | 35,640 | - |
| | | <u>1,540,738</u> | <u>916,609</u> |

Long term liabilities

| | | | |
|------------------------|----------|------------------|------------------|
| Long term obligations | (Note 4) | 872,284 | 810,702 |
| Long term debts | (Note 5) | 201,960 | - |
| Due to related parties | | - | 120,465 |
| Due to Shareholder | (Note 6) | 801,617 | 756,756 |
| | | <u>1,875,861</u> | <u>1,687,923</u> |

Shareholder's Equity

| | | | |
|--|--|----------------|----------------|
| Issued capital | | 100 | 100 |
| Accumulated retained earnings, end of year | | 595,031 | 187,334 |
| | | <u>595,131</u> | <u>187,434</u> |

Total Liabilities and Shareholder's Equity

\$ 4,011,730 \$ 2,791,966

Accompanying Notes are an integral part of these financial statements

On behalf of the Board:

 Director

 Director

A.Q. Hotay
 Chartered Professional Accountant
 Licensed Public Accountant

GREEN LINE TRANSPORTATION INC.
INCOME STATEMENT
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
FOR THE YEAR ENDED DECEMBER 31

| | 2016 | 2015 |
|---|-------------------|-------------------|
| Revenue | | |
| Sales | \$ 10,287,055 | \$ 8,708,348 |
| Foreign exchange gain / (loss) | 8,950 | 6,785 |
| | <u>10,296,005</u> | <u>8,715,133</u> |
| Expenses | | |
| Advertising and promotion | 8,365 | 16,970 |
| Amortization | 382,185 | 261,527 |
| Business taxes, licenses and memberships | 166,763 | 263,532 |
| Delivery and freight | - | 1,829 |
| Equipment rental | 203,646 | 231,072 |
| Factoring cost | 131,885 | 116,312 |
| Fueling cost | 1,723,795 | 2,549,170 |
| Insurance | 273,376 | 269,607 |
| Interest and bank charges | 10,822 | 2,759 |
| Interest on long term debt | 66,993 | 69,698 |
| Meals and entertainment | 2,919 | 2,589 |
| Occupancy costs | 234,000 | 144,000 |
| Office and general expenses | 20,020 | 25,326 |
| Professional fee | 35,198 | - |
| Repairs and maintenance | 160,131 | 141,530 |
| Salaries and wages | 323,628 | 213,250 |
| Subcontracts | 6,057,250 | 4,226,154 |
| Supplies | 1,576 | 914 |
| Telephone and communications | 10,971 | 7,617 |
| Travel expenses | - | 1,233 |
| | <u>9,813,523</u> | <u>8,545,089</u> |
| Net Income/ (Loss) before Income Taxes | 482,482 | 170,044 |
| Provision for Taxes | 74,785 | 25,506 |
| Net Income/ (Loss) after Income Taxes | <u>\$ 407,697</u> | <u>\$ 144,538</u> |

Accompanying notes are an integral part of these financial statements.

GREEN LINE TRANSPORTATION INC.
STATEMENT OF CHANGES IN RETAINED EARNINGS
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
FOR THE YEAR ENDED DECEMBER 31

| | 2016 | 2015 |
|---|-------------------|-------------------|
| Accumulated retained earnings, beginning of year | 187,334 | 42,796 |
| Net Income/ (Loss) after Income Taxes | 407,697 | 144,538 |
| Dividends declared | - | - |
| Accumulated retained earnings, end of year | \$ 595,031 | \$ 187,334 |

Accompanying notes are an integral part of these financial statements.

GREEN LINE TRANSPORTATION INC.
STATEMENT OF CASH FLOWS
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
FOR THE YEAR ENDED DECEMBER 31

2016 **2015**

Cash flows provided by (used in)

Operating activities

| | | | | |
|--|----|-------------|----|-------------|
| Net Income/ (Loss) after Income Taxes | \$ | 407,697 | \$ | 144,538 |
| Items not effecting cash | | | | |
| Amortization | | 382,185 | | 261,527 |
| | | 789,882 | | 406,065 |
| Change in non-cash working capital balances | | | | |
| Accounts receivable | | (1,141,855) | | (1,023,649) |
| HST receivable | | (40,041) | | 60,739 |
| Accounts payable and accrued liabilities | | (1,539) | | 11,394 |
| Corporate taxes payable | | 74,785 | | 13,655 |
| | | (318,768) | | (531,796) |

Investing activities

| | | | | |
|----------------------------------|--|-----------|--|-----------|
| Addition to property & equipment | | (425,192) | | (896,066) |
| | | (425,192) | | (896,066) |

Financing activities

| | | | | |
|---|--|-----------|--|-----------|
| Factoring finance | | 445,758 | | 428,799 |
| Current portions of long term obligations | | 69,485 | | 256,923 |
| Current portions of long term debts | | 35,640 | | - |
| Long term obligations | | 61,582 | | 421,472 |
| Long term debts | | 201,960 | | - |
| Due to related parties | | (120,465) | | (54,993) |
| Due to Shareholder | | 44,861 | | 330,184 |
| Dividends declared | | - | | - |
| | | 738,821 | | 1,382,385 |

Increase (decrease) in cash and cash equivalents (5,140) (45,477)

Cash and cash equivalents, beginning of the year 92,272 137,749

Cash and cash equivalents, end of the year \$ 87,132 \$ 92,272

Accompanying notes are an integral part of these financial statements

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
FOR THE YEAR ENDED DECEMBER 31, 2016

Nature of business

The business is operating as a corporation with limited liabilities. It was incorporated as "The Big Trucks Inc." in the province of Ontario under the Canadian Business Corporation Act on June 08, 2004, and on September 25, 2013 business name was changed to "Green Line Transportation Inc." The business activity is providing freight and cartage services.

1 Significant accounting policies

The accompanying financial statements are prepared in accordance with Part II CPA Handbook Accounting Standards for private enterprises and include the following significant accounting policies:

(a) Capital assets and amortization

The Company provides amortization on all its capital assets using the methods and rates set out below, designed to amortize costs over the expected useful life of the respected assets. Acquisitions during the year are amortized at 1/2 the normal rate.

| | |
|--------------------------|-----------------------|
| Transportation equipment | 30% declining balance |
| Computer equipment | 20% declining balance |
| Furniture and fixtures | 20% declining balance |
| Leasehold improvements | 20% declining balance |

(b) Use of estimates

The preparation of financial statements in conformity with Part II CPA Handbook Accounting Standards for private enterprises requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of financial statements and reported amount of revenue and expenses during the current period, contingent assets and liabilities at the date. These estimates are reviewed periodically and adjustments are made to income as appropriate in the year they become known. The main estimates relate to the impairment of property, plant and equipment, and financial assets and the useful life of property, plant and equipment.

(c) Revenue recognition

Revenue is accounted for when there is persuasive evidence that an arrangement exists, goods are delivered, the price is fixed or determinable, and collection is reasonably assured.

(d) Income taxes

The entity applies the tax payable method of accounting for income taxes. The taxes payable and provision for income taxes are based on the corporate income tax returns filed. There is no adjustment for income taxes related to temporary differences and no recognition of the benefit of income tax losses carried forward.

(e) Cash and cash equivalents

The entity's policy is to disclose bank balances under cash and cash equivalents, including bank overdrafts with balances that fluctuate frequently from being positive to overdrawn and term deposits with a maturity period of three months or less from the date of acquisition. Term deposits that the entity cannot use for current transactions because they are pledged as security are also excluded from cash and cash equivalents.

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
FOR THE YEAR ENDED DECEMBER 31, 2016

(f) Inventory

The inventories are measured at the lower cost and net realizable value, with cost being determined using the weighted average method. Net realizable value is the estimated selling price in the ordinary course of business, less any applicable variable selling costs. The cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to the present locations and conditions, the cost of purchases comprise the purchase price, non-recoverable taxes, transport, and other costs directly attributable to the acquisition of finished goods, materials or services.

(g) Financial instruments

Measurement of financial instruments

The entity initially measures its financial assets and liabilities at fair value, except for certain non-arms length transactions.

The entity subsequently measures all its financial assets and financial liabilities at amortized costs, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in net income.

Financial assets measured at amortization cost include cash, term deposits and accounts receivable.

Financial liabilities measured at amortized costs include the bank overdraft, the bank loan, accounts payable, amounts due to/from director and shareholder, and long term debt.

Impairment

Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the write-down is recognized in net income. The previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is not greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in net income.

Transaction costs

The entity recognizes its transaction costs in net income in the period incurred. However, financial instruments that will not be subsequently measured at fair value are adjusted by the transaction costs that are directly attributable to their origination, issuance or assumption.

(h) Impairment of Long-lived Assets

A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
FOR THE YEAR ENDED DECEMBER 31, 2016

NOTES TO FINANCIAL STATEMENTS

| | | |
|--|-------------|-------------|
| 2 Cash and bank | | |
| Included in cash and cash equivalent balances are: | | |
| | 2016 | 2015 |
| Bank | \$ 87,132 | \$ 92,272 |

| | | | | | | |
|--|--------------------|-------------------|-------------------------------------|---------------------------|---------------------|--------------------|
| 3 Capital assets: | | | | | | |
| Capital Assets are recorded at cost less amortization. | | | | | | |
| | | | 2016 | | | |
| | Cost | Addition | Accumulated Amortization | Net book value | Amortization | Net 2015 |
| Transportation equipment | 1,375,281 | 425,192 | 717,166 | 1,083,307 | 373,162 | 1,031,277 |
| Computer equipment | 25,680 | - | 12,532 | 13,148 | 3,287 | 16,435 |
| Furniture and fixtures | 10,900 | - | 5,319 | 5,581 | 1,395 | 6,976 |
| Leasehold improvements | 28,560 | - | 11,195 | 17,365 | 4,341 | 21,706 |
| | \$1,440,421 | \$ 425,192 | \$ 746,212 | \$1,119,401 | \$ 382,185 | \$1,076,394 |

| | | |
|---|-------------------|-------------------|
| 4 Long term obligations and current portions | | |
| | 2016 | 2015 |
| Obligation under capital lease arrangements | 1,198,692 | 1,067,625 |
| Current portions of long term obligations | (326,408) | (256,923) |
| Long term obligations | \$ 872,284 | \$ 810,702 |

The company has acquired certain equipment under capital lease arrangements with various financial institution. The interest rates range from 5% to 17% annually and the expiry dates ranges from September 2017 to October 2021. The future minimum lease payments for each of the years ending December 31 are as follows:

| Year | Principal | Interest |
|------|---------------------|-------------------|
| 2017 | 326,408 | 69,283 |
| 2018 | 333,292 | 46,137 |
| 2019 | 313,595 | 23,633 |
| 2020 | 158,729 | 7,239 |
| 2021 | 66,667 | 1,453 |
| | \$ 1,198,692 | \$ 147,745 |

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
FOR THE YEAR ENDED DECEMBER 31, 2016

| 5 Long term debts and current portions | 2016 | 2015 |
|--|-------------------|-------------|
| Business Development Bank of Canada Loan, repayable in monthly installments of \$2,970 plus interest calculated at a rate of 4.70%, maturing on August 10, 2023. | 237,600 | - |
| Current portions of long term debts | (35,640) | - |
| Long term obligations | \$ 201,960 | \$ - |

| 6 Due to Shareholder | 2016 | 2015 |
|---|-------------|-------------|
| The amounts due to Shareholder is non-interest bearing, have no set repayment terms and are secured by promissory notes. The advance from Shareholder has been classified as a long-term liability. | | |
| Due to Shareholder | \$ 801,617 | \$ 756,756 |

7 Use of estimates
 In preparing of these financial statements management has not used any estimated numbers.

8 Material uncertainties
 Management is not aware of any events or conditions that will impair the Company's ability to continue as a going concern.

9 Financial instruments and risk management

Risks and concentrations

The entity is exposed to various risks through its financial instruments. The following analysis provides a measure of the entity's risk exposure and concentrations at the balance sheet date, i.e. December 31, 2016.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The entity is exposed to this risk mainly in respect of its bank loan and accounts payable.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The entity is not exposed to any credit risk.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: currency risk, interest rate risk and other price risk. The entity is mainly exposed to interest rate risk.

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED - SEE REVIEW ENGAGEMENT REPORT
FOR THE YEAR ENDED DECEMBER 31, 2016

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The entity is exposed to interest rate risk on its fixed and floating interest rate financial instruments. The fixed rate instruments subject the entity to fair value risk while the floating-rate instruments subject the entity to a cash flow risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The entity is not exposed to price risk.

10 Comparative figures

Comparative figures are re-arranged and re-grouped where ever necessary.

GREEN LINE TRANSPORTATION INC.

FINANCIAL STATEMENTS

December 31, 2017

UNAUDITED

GREEN LINE TRANSPORTATION INC.

FINANCIAL STATEMENTS

December 31, 2017

UNAUDITED

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*Abdul Q. Hotay, CPA, CA,
Chartered Professional Accountant
Certified Forensic Investigator (Canada)
Associate Certified Fraud Examiner(USA)
Commissioner of Oaths/ Affidavits*

REVIEW ENGAGEMENT REPORT

**To the Shareholder's of
GREEN LINE TRANSPORTATION INC.**

I have reviewed the accompanying financial statements of Green Line Transportation Inc., that comprise the balance sheet as at December 31, 2017, and the statement of income, retained earnings and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibilities

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for private enterprises, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner's responsibility


My responsibility is to express a conclusion based on the accompanying financial statements based on my review. I have conducted my review in accordance with Canadian generally accepted standards for review engagements, which require me to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate and applying analytical procedures and evaluates the evidence obtained.

The procedure in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, I do not express an audit opinion on these financial statements.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that these financial statements do not present fairly, in all material respects, the financial position of Green Line Transportation Inc., as at December 31, 2017, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.



A. Q. Hotay
Chartered Professional Accountant
Licensed Public Accountant

Mississauga, Ontario
June 11, 2018

GREEN LINE TRANSPORTATION INC.
BALANCE SHEET
UNAUDITED
AS AT DECEMBER 31

| | | 2017 | 2016 |
|---|------------|---------------------|---------------------|
| Assets | | | |
| Current assets | | | |
| Cash and bank | (Note 2) | \$ 58,812 | \$ 87,132 |
| Accounts receivable | (Note 3) | 3,002,258 | 2,698,485 |
| HST receivable | | - | 106,711 |
| | | <u>3,061,070</u> | <u>2,892,329</u> |
| Non-current assets | | | |
| Net capital assets | (Note 4) | 1,401,254 | 1,119,401 |
| | | <u>1,401,254</u> | <u>1,119,401</u> |
| Total Assets | | \$ 4,462,324 | \$ 4,011,730 |
| Liabilities and Shareholder's Equity | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | (Note 5) | \$ 73,237 | \$ 194,164 |
| Corporate taxes payable | | 12,648 | 88,440 |
| Payroll taxes payable | | 14,019 | - |
| HST payable | | 21,641 | - |
| Bank loan | (Note 6) | 1,400,000 | - |
| Factoring finance | | - | 896,086 |
| Current portions of long term obligations | (Note 7) | 229,034 | 326,408 |
| Current portions of long term debts | (Note 8) | 197,851 | 35,640 |
| | | <u>1,948,429</u> | <u>1,540,738</u> |
| Long term liabilities | | | |
| Long term obligations | (Note 7) | 608,691 | 872,284 |
| Long term debts | (Note 8) | 438,665 | 201,960 |
| Due to Shareholder's | (Note 9) | 801,617 | 801,617 |
| | | <u>1,848,972</u> | <u>1,875,861</u> |
| Shareholder's Equity | | | |
| Issued capital | | 100 | 100 |
| Accumulated retained earnings, end of year | | 664,823 | 595,031 |
| | | <u>664,923</u> | <u>595,131</u> |
| Total Liabilities and Shareholder's Equity | | \$ 4,462,324 | \$ 4,011,730 |

Accompanying Notes are an integral part of these financial statements

On behalf of the Board:

 Director

 Director

A.Q. Hotay
 Chartered Professional Accountant
 Licensed Public Accountant

GREEN LINE TRANSPORTATION INC.
INCOME STATEMENT
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31

| | 2017 | 2016 |
|---|--------------|---------------|
| Revenue | | |
| Sales | \$ 9,061,231 | \$ 10,287,055 |
| Foreign exchange gain / (loss) | - | 8,950 |
| | 9,061,231 | 10,296,005 |
| Expenses | | |
| Advertising and promotion | 3,299 | 8,365 |
| Amortization | 432,931 | 382,185 |
| Business taxes, licenses and memberships | 134,168 | 166,763 |
| Commissions | 36,538 | - |
| Delivery and freight | - | - |
| Equipment rental | 288,226 | 203,646 |
| Factoring cost | 6,633 | 131,885 |
| Fueling cost | 495,494 | 1,723,795 |
| Insurance | 541,083 | 273,376 |
| Interest and bank charges | 61,361 | 10,822 |
| Interest on long term debt | 70,759 | 66,993 |
| Meals and entertainment | 3,374 | 2,919 |
| Occupancy costs | 203,969 | 234,000 |
| Office and general expenses | 35,351 | 20,020 |
| Professional fee | 228,756 | 35,198 |
| Repairs and maintenance | 198,709 | 160,131 |
| Salaries and wages | 249,295 | 323,628 |
| Subcontracts | 5,957,616 | 6,057,250 |
| Supplies | 9,948 | 1,576 |
| Telephone and communications | 22,124 | 10,971 |
| | 8,979,633 | 9,813,523 |
| Net Income/ (Loss) before Income Taxes | 81,597 | 482,482 |
| Provision for Taxes | 12,648 | 74,785 |
| Net Income/ (Loss) after Income Taxes | \$ 68,950 | \$ 407,697 |

Accompanying notes are an integral part of these financial statements.

GREEN LINE TRANSPORTATION INC.
STATEMENT OF CHANGES IN RETAINED EARNINGS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31

| | 2017 | 2016 |
|---|-------------------|-------------------|
| Accumulated retained earnings, beginning of year | \$ 595,031 | \$ 187,334 |
| Prior year adjustment retained earnings | 842 | - |
| Net Income/ (Loss) after Income Taxes | 68,950 | 407,697 |
| Dividends declared | - | - |
| Accumulated retained earnings, end of year | \$ 664,823 | \$ 595,031 |

Accompanying notes are an integral part of these financial statements.

GREEN LINE TRANSPORTATION INC.
STATEMENT OF CASH FLOWS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31

| | 2017 | 2016 |
|--|------------------|------------------|
| Cash flows provided by (used in) | | |
| Operating activities | | |
| Net Income/ (Loss) after Income Taxes | \$ 68,950 | \$ 407,697 |
| Items not effecting cash | | |
| Prior year adjustment retained earnings | 842 | - |
| Amortization | 432,931 | 382,185 |
| | <u>502,722</u> | <u>789,882</u> |
| Change in non-cash working capital balances | | |
| Accounts receivable | (303,773) | (1,141,855) |
| HST receivable | 106,711 | (40,041) |
| Accounts payable and accrued liabilities | (120,927) | (1,539) |
| Corporate taxes payable | (75,792) | 74,785 |
| Payroll taxes payable | 14,019 | - |
| HST payable | 21,641 | - |
| | <u>144,601</u> | <u>(318,769)</u> |
| Investing activities | | |
| Addition to property & equipment | (714,784) | (425,192) |
| | <u>(714,784)</u> | <u>(425,192)</u> |
| Financing activities | | |
| Bank loan | 1,400,000 | - |
| Factoring finance | (896,086) | 445,758 |
| Current portions of long term obligations | (97,374) | 69,485 |
| Current portions of long term debts | 162,211 | 35,640 |
| Long term obligations | (263,593) | 61,582 |
| Long term debts | 236,705 | 201,960 |
| Due to related parties | - | (120,465) |
| Due to Shareholder's | 0 | 44,861 |
| Dividends declared | - | - |
| | <u>541,863</u> | <u>738,821</u> |
| Increase (decrease) in cash and cash equivalents | (28,320) | (5,140) |
| Cash and cash equivalents, beginning of the year | 87,132 | 92,272 |
| Cash and cash equivalents, end of the year | \$ 58,812 | \$ 87,132 |

Accompanying notes are an integral part of these financial statements

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2017

Nature of business

The business is operating as a corporation with limited liabilities. It was incorporated as "The Big Trucks Inc." in the province of Ontario under the Canadian Business Corporation Act on June 08, 2004, and on September 25, 2013 business name was changed to "Green Line Transportation Inc." The business activity is providing freight and cartage services.

Impact of basis of accounting

The Company has elected to apply the Canadian generally accepted accounting principles for private enterprises of part II of the CPA Accounting Handbook, hereafter referred to as "ASPE".

1 Significant accounting policies

The accompanying financial statements are prepared in accordance with Canadian generally accepted accounting principles for private enterprises and include the following significant accounting policies:

(a) Capital assets and amortization

The Company provides amortization on all its capital assets using the methods and rates set out below, designed to amortize costs over the expected useful life of the respected assets. Acquisitions during the year are amortized at 1/2 the normal rate.

| | |
|--------------------------|-----------------------|
| Transportation equipment | 30% declining balance |
| Computer equipment | 20% declining balance |
| Furniture and fixtures | 20% declining balance |
| Leasehold improvements | 20% declining balance |

(b) Use of estimates

The preparation of financial statements in conformity with Part II CPA Handbook Accounting Standards for private enterprises requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of financial statements and reported amount of revenue and expenses during the current period, contingent assets and liabilities at the date. These estimates are reviewed periodically and adjustments are made to income as appropriate in the year they become known. The main estimates relate to the impairment of property, plant and equipment, and financial assets and the useful life of property, plant and equipment.

(c) Revenue recognition

Revenue is accounted for when there is persuasive evidence that an arrangement exists, goods are delivered, the price is fixed or determinable, and collection is reasonably assured.

(d) Income taxes

The entity applies the tax payable method of accounting for income taxes. The taxes payable and provision for income taxes are based on the corporate income tax returns filed. There is no adjustment for income taxes related to temporary differences and no recognition of the benefit of income tax losses carried forward.

(e) Cash and cash equivalents

The entity's policy is to disclose bank balances under cash and cash equivalents, including bank overdrafts with balances that fluctuate frequently from being positive to overdrawn and term deposits with a maturity period of three months or less from the date of acquisition. Term deposits that the entity cannot use for current transactions because they are pledged as security are also excluded from cash and cash equivalents.

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2017

(f) Inventory

The inventories are measured at the lower cost and net realizable value, with cost being determined using the weighted average method. Net realizable value is the estimated selling price in the ordinary course of business, less any applicable variable selling costs. The cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to the present locations and conditions, the cost of purchases comprise the purchase price, non-recoverable taxes, transport, and other costs directly attributable to the acquisition of finished goods, materials or services.

(g) Financial instruments

Measurement of financial instruments

The entity initially measures its financial assets and liabilities at fair value, except for certain non-arms length transactions.

The entity subsequently measures all its financial assets and financial liabilities at amortized costs, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in net income.

Financial assets measured at amortization cost include cash, term deposits and accounts receivable.

Financial liabilities measured at amortized costs include the bank overdraft, the bank loan, accounts payable, amounts due to/from director and shareholder, and long term debt.

Impairment

Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the write-down is recognized in net income. The previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is not greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in net income.

Transaction costs

The entity recognizes its transaction costs in net income in the period incurred. However, financial instruments that will not be subsequently measured at fair value are adjusted by the transaction costs that are directly attributable to their origination, issuance or assumption.

(h) Impairment of Long-lived Assets

A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

NOTES TO FINANCIAL STATEMENTS

2 Cash and bank

The Organization's Cash and bank amounts with the banks are as follows;

| | 2017 | 2016 |
|--------------|-----------|-----------|
| Bank Account | \$ 58,812 | \$ 87,132 |

A.Q. Hotay
Chartered Professional Accountant
Licensed Public Accountant

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2017

3 Accounts receivable

Accounts receivable are considered good.

4 Capital assets:

Capital Assets are recorded at cost less amortization.

| | 2017 | | | | | Net 2016 |
|--------------------------|--------------------|----------------------------|-----------------------------|---------------------|-------------------|---------------------|
| | Cost | Additions / (Disposals) | Accumulated Amortization | Net book value | Amortization | |
| Transportation equipment | 1,800,473 | 654,100 | 1,082,194 | 1,372,379 | 425,712 | 1,083,307 |
| Computer equipment | 25,680 | - | 15,162 | 10,518 | 2,630 | 13,148 |
| Furniture and fixtures | 10,900 | - | 6,435 | 4,465 | 1,116 | 5,581 |
| Leasehold improvements | 28,560 | - | 14,668 | 13,892 | 3,473 | 17,365 |
| | <u>\$1,865,613</u> | <u>\$ 654,100</u> | <u>\$ 1,118,459</u> | <u>\$ 1,401,254</u> | <u>\$ 432,931</u> | <u>\$ 1,119,401</u> |

5 Accounts payable and accrued liabilities

The amounts payable are for the current year and are to paid subsequently.

6 Bank loan

The Corporation has approved Line of Credit of \$1,500,000 from TD Bank, which bears interest rate of bank's prime lending rate plus 2.50% per annum and is secured by general security agreement covering all assets of the Corporation.

7 Long term obligations and current portions

The company has acquired certain equipment under capital lease arrangements with various financial institution. The interest rates range from 5% to 17% annually and the expiry dates ranges from September 2017 to October 2021.

| | 2017 | 2016 |
|---|-------------------|-------------------|
| Obligation under capital lease arrangements | 837,724 | 1,198,692 |
| Current portions of long term obligations | 229,034 | 326,408 |
| <u>Long term obligations</u> | <u>\$ 608,691</u> | <u>\$ 872,284</u> |

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2017

8 Long term debts and current portions

| | 2017 | 2016 |
|--|-------------------|-------------------|
| Business Development Bank of Canada Loan, repayable in monthly installments of \$2,970 plus interest calculated at prime lending rate plus 4.70%, maturing on August 10, 2023. | 201,960 | 237,600 |
| TD Bank Loan, repayable in monthly installments and interest calculated at a rate of 4.55%. | 434,556 | - |
| Current portions of long term debts (BDC) | 35,640 | 35,640 |
| Current portions of long term debts (TD Bank) | 162,211 | - |
| Long term debt | \$ 438,665 | \$ 201,960 |

9 Due to Shareholder's

The amounts due to Shareholder's is non-interest bearing, have no set repayment terms and are secured by promissory notes. The amount due to Shareholder's has been classified as a long-term liability.

| | 2017 | 2016 |
|----------------------|-------------|-------------|
| Due to Shareholder's | \$ 801,617 | \$ 801,617 |

10 Use of estimates

In preparing of these financial statements management has not used any estimated numbers.

11 Material uncertainties

Management is not aware of any events or conditions that will impair the Company's ability to continue as a going concern.

12 Financial instruments and risk management

Risks and concentrations

The entity is exposed to various risks through its financial instruments. The following analysis provides a measure of the entity's risk exposure and concentrations at the balance sheet date, i.e. December 31, 2017.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The entity is exposed to this risk mainly in respect of its bank loan and accounts payable.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The entity is not exposed to any credit risk.

GREEN LINE TRANSPORTATION INC.
NOTES TO FINANCIAL STATEMENTS
UNAUDITED
FOR THE YEAR ENDED DECEMBER 31, 2017

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: currency risk, interest rate risk and other price risk. The entity is mainly exposed to interest rate risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The entity is exposed to interest rate risk on its fixed and floating interest rate financial instruments. The fixed rate instruments subject the entity to fair value risk while the floating-rate instruments subject the entity to a cash flow risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The entity is not exposed to price risk.

13 Comparative figures

Comparative figures are re-arranged and re-grouped where ever necessary.

APPENDIX M

APPENDIX N

APPENDIX O

APPENDIX P



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Approved Insolvency Institute

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NOTICE AND STATEMENT OF RECEIVER (SECTION 245(1) AND 246(1) OF THE ACT)

In the matter of the receivership of Green Line Transportation Inc. (the “**Company**”)

The receiver gives notice and declares that:

1. On the 21st day of June, 2019, the undersigned RSM Canada Limited was appointed as receiver and manager (the “**Receiver**”) in respect of all of the assets, undertakings and properties of the Company.
2. The undersigned became a receiver in respect of the Company by virtue of being appointed by order of the Ontario Superior Court of Justice - Commercial List (the “**Order**”).
3. The undersigned commenced the exercise of its powers in respect of that appointment on the 21st day of June, 2019. To date, the Receiver is not aware of the location of the Company’s books and records or assets.
4. The following information relates to the receivership:
 - a) Registered Office Address of the Company (to the best of the Receiver’s knowledge):
1310 Steeles Avenue East, Brampton, Ontario L6T1A2
 - b) Principal line of business: Transportation and logistics
 - c) The amounts owed by the Company to the creditors who appear to hold a security interest are set out on the attached schedule. The accuracy or completeness of the attached list of secured creditors has yet to be confirmed.
 - d) The Receiver does not have possession of a list of other creditors of the Company and is not aware of the names or addresses of, or amounts owing to, other creditors of the Company.

The list of creditors has been compiled based on a search of the Ontario Personal Property Security Registration System and information included in the Application Record issued in respect of the appointment of the Receiver. The list has not been audited or verified by the Receiver. The fact that persons are receiving this notice or are included on the creditors list does not mean that it has been determined that they are a creditor or that if they are a creditor, that their claim is admitted in the amount set out on that list.

5. The current intended plan of the Receiver, to the extent that such a plan has been determined, is to realize on the assets of the Company, once located.

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

6. Contact person for the Receiver:

Arif Dhanani
RSM Canada Limited
11 King Street West
Suite 700, PO Box 27
Toronto, Ontario M5H 4C7
Telephone: (647) 725-0183
Facsimile: (416) 480-2646
E-mail: arif.dhanani@rsmcanada.com

7. Additional information: A copy of the Order is posted on the Receiver's website at <https://rsmcanada.com/what-we-do/services/consulting/financial-advisory/restructuring-recovery/current-restructuring-recovery-engagements/green-line-transportation-inc.html> Other pertinent public information will be posted to this website as that information becomes available.

Dated at Toronto this 2nd day of July, 2019.

RSM CANADA LIMITED

In its capacity as Court Appointed Receiver of Green Line
Transportation Inc., and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CFF, CIRP, LIT
Senior Vice-President

RSM CANADA LIMITED
In the Matter of the Receivership of the Property of
Green Line Transportation Inc.

LIST OF CREDITORS

Creditors who appear to hold a security interest

| | |
|--|-----------------|
| The Toronto-Dominion Bank (as of May 10, 2019) | \$ 1,675,143.29 |
| Royal Bank of Canada | Unknown |
| Blue Chip Leasing Corporation | Unknown |
| Bodkin, A Division of Bennington Financial Corp. | Unknown |
| RCAP Leasing Inc. | Unknown |
| R&S Trailer Leasing Limited | Unknown |
| TPG Financial Corporation | Unknown |
| Ford Credit Company Canada | Unknown |
| Toyota Credit Canada Inc. | Unknown |
| The Bank of Nova Scotia | Unknown |
| CLE Capital Inc. | Unknown |
| Coast Capital Equipment Finance Ltd. | Unknown |
| Tpine Leasing Capital Corporation | Unknown |
| Trailer Wizards Ltd. | Unknown |
| Bank of Montreal | Unknown |
| 1629665 Ontario Inc. | Unknown |
| Wells Fargo Equipment Finance Company | Unknown |
| Mercado Capital Corporation | Unknown |
| Ford Credit Canada Leasing | Unknown |

**Note: This schedule should only be read in conjunction
with the Notice and Statement of Receiver dated July 2, 2019**

APPENDIX Q

**IN THE MATTER OF THE COURT-APPOINTED RECEIVERSHIP OF
GREEN LINE TRANSPORTATION INC.
RECEIVER'S INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD JUNE 21, 2019 TO SEPTEMBER 30, 2019**

Receipts

| | |
|-----------------------------|----------------------------|
| Cash on hand | \$ 33,065.44 |
| Funding from secured lender | 43,080.36 |
| Interest | 21.28 |
| Total receipts | <u>\$ 76,167.08</u> |

Disbursements

| | |
|---|----------------------------|
| Legal fees and disbursements | 30,753.00 |
| Receiver's fees and disbursements | 35,334.22 |
| HST paid | 2,997.52 |
| Miscellaneous administrative fees (OSB, Ascend) | 345.00 |
| Total disbursements | <u>\$ 69,429.74</u> |

Excess receipts over disbursements **\$ 6,737.34**

APPENDIX R

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

BETWEEN:

THE TORONTO DOMINION BANK

Applicant

-and-

GREEN LINE TRANSPORTATION INC.

Respondent

**AFFIDAVIT OF ARIF N. DHANANI
(Sworn October 18, 2019)**

I, ARIF N. DHANANI, of the City of Toronto, in the Province of Ontario,
MAKE OATH AND SAY AS FOLLOWS:

1. I am a Vice-President of RSM Canada Limited ("**RSM**"), the Court-appointed receiver in these proceedings (the "**Receiver**"). As such, I have personal knowledge of the matters to which I hereinafter depose, save and except those matters based upon information and belief, in which case I have stated the source of such facts, all of which I verily believe to be true.

2. Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) dated June 21, 2019, RSM was appointed as receiver, without security, of all of the assets, undertakings and properties of Green Line Transportation Inc. ("**Green Line**")

acquired for, or used in relation to a business carried on by Green Line, including all proceeds thereof (the “Receiver”).

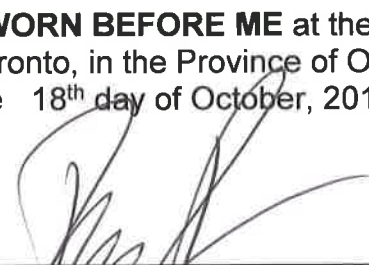
3. Attached hereto and marked as **Exhibit “A”** to this my affidavit is a copy of the invoices rendered by the Receiver for fees incurred by the Receiver in respect of the receivership proceedings for the period June 21, 2019 to September 30, 2019 (the “**Period**”). The fees charged the Period were \$36,376.50, plus disbursements of \$129.93 and HST of \$4,745.84, for a total of \$41,252.27. The average hourly rate charged during the Period was \$413.84.

4. The invoice is a fair and accurate description of the services provided and the amounts charged by RSM for the Period.

5. Attached hereto and marked as **Exhibit “B”** is a schedule summarizing the invoice in **Exhibit A** including the total billable hours charged, the total fees charged and the average hourly rate charged.

6. I make this affidavit in support of a motion for an Order approving the Receiver’s fees and disbursements and for no other or improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, on the 18th day of October, 2019



Commissioner for Taking Affidavits
Province of Ontario, for RSM Canada LLP
and RSM Canada Limited.
Expires January 5, 2021.

}

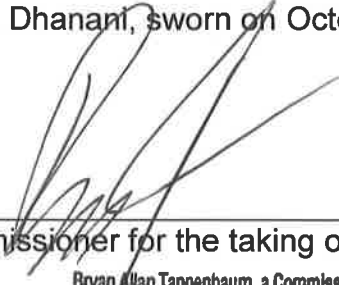


ARIF N. DHANANI

EXHIBIT "A"

Detailed Invoice

This is Exhibit "A" to the Affidavit of
Arif N. Dhanani, sworn on October 18, 2019



A Commissioner for the taking of Affidavits, etc.

**Bryan Allan Tannenbaum, a Commissioner, etc.,
Province of Ontario, for RSM Canada LLP
and RSM Canada Limited.
Expires January 5, 2021.**



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To TD Commercial Banking
3140 Dufferin Street
Toronto, ON M6A 2T1

Attention: Sanjay Kansal
Account Manager

Date July 3, 2019

Client 7837327
Invoice 1
No. 5729529

For professional services with respect to the appointment of RSM Canada Limited as Court-Appointed Receiver and Manager of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") for the period June 21, 2019 to June 30, 2019.

| Date | Professional | Description |
|------------|--------------|--|
| 06/21/2019 | Daniel Weisz | Prepare for and attend in Court re application for the appointment of the Receiver; conference call with A. Dhanani and R. Dodokin of Dodokin Law & Conflict Resolution re the Receiver's proposed course of action; discussion with A. Dhanani re his attempted attendances to locate assets; discussion with R. Dodokin re internal counsel contacts at banks; draft letters to CIBC, Bank of Nova Scotia and Royal Bank of Canada. |
| 06/21/2019 | Arif Dhanani | Attend at 241 Clarence Street in Brampton, ON; attend at 1310 Steeles Avenue East in Brampton, ON, meet with Mr. Dhillon; draft and send email to TD Bank re attendances. |
| 06/24/2019 | Daniel Weisz | Discussion with A. Dhanani on the status of various matters; finalize letters to various banks; email to TD re bank statements request and financial statements; discussion with A. Dhanani on status. |
| 06/25/2019 | Daniel Weisz | Review documents and arrange for webpage; email to S. Kansal re request for agreement of purchase and sale; discussion with S. Kansal re status of bank accounts and email to R. Dodokin re same; review response from Bank of Montreal to the Receiver's enquiry; review results of service of Receivership Order provided by G. Bowden; draft letter to be sent to A. Kumar and R. Kainth; discussion with R. Dodokin on status; arrange for set up of website page. |
| 06/25/2019 | Arif Dhanani | Emails from/to S. Kansal; finalize and send correspondence to R. Kainth and A. Kumar. |
| 06/26/2019 | Daniel Weisz | Prepare accounts receivable collection letter; call in to a party on the accounts receivable listing. |
| 06/27/2019 | Daniel Weisz | Review file status; review summary of activities. |
| 06/27/2019 | Arif Dhanani | Draft email to former shareholders. |

| Date | Professional | Description |
|------------|---------------|--|
| 06/28/2019 | Anne Baptiste | Preparation of collection letters to debtors of the Company, research debtor addresses, finalize letters and send. |
| 06/28/2019 | Daniel Weisz | Prepare reporting update to TD; review R. Dodokin email re PPSA registration; review registrations under the PPSA and discussion with R. Dodokin re same; review draft letters and discussion with A. Dhanani on same. |
| 06/28/2019 | Arif Dhanani | Discussion with D. Weisz re letters to be sent to former shareholders; call with R. Dodokin re PPSA; discussion with D. Weisz and call with R. Dodokin and D. Weisz re PPSA; draft letters to former shareholders and send to R. Dodokin for comments; release letters to former shareholders. |
| | | To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing. |

FEE SUMMARY

| Professional | Level | Hours | Rate | Fees |
|--|-----------------------|---------------------|-------------|--------------------|
| Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT | Senior Vice President | 5.70 | \$ 525 | \$ 2,992.50 |
| Arif N. Dhanani, CPA, CA, CIRP, LIT | Vice President | 4.90 | \$ 395 | 1,935.50 |
| Anne Baptiste | Estate Administrator | 3.60 | \$ 110 | 396.00 |
| Total hours and professional fees | | <u>14.20</u> | | \$ 5,324.00 |
| HST @ 13% | | | | 692.12 |
| Total payable | | | | \$ 6,016.12 |

PAYMENT BY VISA / MC ACCEPTED

Card Number _____ Expiry Date _____
 Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of RSM Canada Limited, Account No. 90-21116, Canadian Imperial Bank of Commerce Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

ONLINE/TELEPHONE BANKING available at major financial institutions under the account "RSM Canada Limited"



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
 F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
 Court-appointed Receiver and Manager of
 Green Line Transportation Inc.
 11 King St. W., Suite 700
 Toronto, ON M5H 4C7

Date July 26, 2019

Client 7837327
Invoice 2
No. 5742271

For professional services with respect to the appointment of RSM Canada Limited as Court-Appointed Receiver and Manager of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") for the period July 1, 2019 to July 15, 2019.

| Date | Professional | Description |
|------------|-----------------|--|
| 07/02/2019 | Daniel Weisz | Discussion with A. Dhanani on various matters; review summary of activities; discussion with R. Dodokin of Dodokin Law & Conflict Resolution (" Dodokin ") on various matters; prepare the notice and statement of receiver pursuant to Section 245 and 246 of the Bankruptcy and Insolvency Act (" Section 245 Notice "); review PPSA search re potential creditors; finalize documents. |
| 07/02/2019 | Arif Dhanani | Emails to/from D. Weisz re PPSA listing and correspondence to be sent out; discussions with D. Weisz. |
| 07/02/2019 | Donna Nishimura | Prepare and release mailing re the Section 245 Notice. |
| 07/03/2019 | Donna Nishimura | Prepare and execute Affidavit of Mailing. |
| 07/03/2019 | Daniel Weisz | Review and update draft letter to parties on PPSA list; review letter from HSBC Bank of Canada; discussion with A. Dhanani re responses to accounts receivable collection letters sent; review and update draft letter to RBC and provide comments to R. Dodokin; prepare for and attend conference call with F. DiNino and A. Dhanani with respect to the status of the receivership administration; review and update further draft letter to be sent to parties having PPSA registrations; review letters sent by R. Dodokin; respond to R. Dodokin re her enquiry re RBC contact and automatic response received; discussion with R. Dodokin on the status of various matters. |
| 07/03/2019 | Arif Dhanani | Discussion with D. Weisz re status of file; review and comment on draft correspondence sent by R. Dodokin; conference call with F. DiNino; review of correspondence from an account debtor, and write bank in response to same. |
| 07/04/2019 | Daniel Weisz | Attend conference call with S. Lee, G. Bowden, F. DiNino and A. Dhanani re status of the receivership administration; discussion with R. Dodokin re same. |
| 07/04/2019 | Arif Dhanani | Respond to various emails and calls from account debtors; conference call with F. DiNino, S. Lee, G. Bowden and D. Weisz; subsequent discussion with D. Weisz re examinations of former and current shareholders. |

| Date | Professional | Description |
|------------|--------------|--|
| 07/08/2019 | Daniel Weisz | Review and file responses received from account debtors; prepare for and attend meeting with R. Dodokin and A. Dhanani re matters to be covered in proposed examinations. |
| 07/08/2019 | Arif Dhanani | Respond to email from an account debtor; brief discussion with D. Weisz; review documentation forwarded by R. Dodokin, including examination questions, corporate searches and unsigned sale agreement; meet with R. Dodokin and D. Weisz; draft letter to A.Q. Hotay ("Hotay") re review engagement and examination of working papers therefor; review phone messages from various customers and creditors. |
| 07/09/2019 | Daniel Weisz | Review of financial statements and other documents and draft questions for examination; review property search; review PPSA search re Steed Logistic and compare to PPSA search re Green Line. |
| 07/09/2019 | Arif Dhanani | Calls with numerous account debtors; review emails between D. Weisz and R. Dodokin; finalize letter to Hotay and email same re review of working papers. |
| 07/10/2019 | Daniel Weisz | Review response from an account debtor; discussion with R. Dodokin on the status of various matters; review response from Bankruptcy Highway re leased Mustang and emails to R. Dodokin and S. Kansal re same. |
| 07/11/2019 | Daniel Weisz | Review bank statements received from TD Bank and email to S. Kansal re same; review emails re shareholder agreement of purchase and sale; review agreement of purchase and sale re sale of shares and email to TD regarding same; email to R. Dodokin re cash balance in Green Line account at TD. |
| 07/11/2019 | Arif Dhanani | Emails from/to TD Bank re signed purchase and sale agreement for Green Line; respond to calls from various account debtors. |
| 07/12/2019 | Daniel Weisz | Review files and prepare lender update; review letter from Simmons DaSilva LLP; various discussions and exchange of emails with R. Dodokin. |
| 07/12/2019 | Arif Dhanani | Call with account debtor of Green Line and communicate results of call to D. Weisz; follow up emails/letters to current and prior shareholders; review of correspondence from Simmons DaSilva LLP; follow up email to Hotay; discussion with D. Weisz. |
| 07/15/2019 | Daniel Weisz | Review responses from accounts receivable debtors; review updated questions for examination provided by R. Dodokin and provide comments to R. Dodokin. |
| | | To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing. |

FEE SUMMARY

| Professional | Level | Hours | Rate | Fees |
|--|-----------------------|--------------|-------------|---------------------|
| Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT | Senior Vice President | 10.80 | \$ 525 | 5,670.00 |
| Arif N. Dhanani, CPA, CA, CIRP | Vice President | 10.10 | \$ 395 | 3,989.50 |
| Donna Nishimura | Estate Administrator | 1.10 | \$ 110 | 121.00 |
| Total hours and professional fees | | 22.00 | | \$ 9,780.50 |
| Disbursements | | | | |
| Photocopies | | | \$ 28.00 | |
| Postage | | | 24.36 | |
| Total disbursements | | | | 52.36 |
| Total professional fees and disbursements | | | | \$ 9,832.86 |
| HST @ 13% | | | | 1,278.27 |
| Total payable | | | | \$ 11,111.13 |

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver and Manager of
Green Line Transportation Inc.
11 King St. W., Suite 700
Toronto, ON M5H 4C7

Date August 16, 2019

Client 7837327
Invoice 3
No. 5757309

For professional services with respect to the appointment of RSM Canada Limited as Court-Appointed Receiver and Manager of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") for the period July 16, 2019 to July 31, 2019.

| Date | Professional | Description |
|------------|---------------|--|
| 07/16/2019 | Weisz, Daniel | Review email from R. Dodokin of Dodokin Law & Conflict Resolution (" Dodokin ") re questions for examination and conference call with A. Dhanani and R. Dodokin to discuss same. |
| 07/17/2019 | Weisz, Daniel | Prepare for and attend conference call with F. DiNino, S. Kansal, S. Lee, R. Dodokin and A. Dhanani. |
| 07/17/2019 | Dhanani, Arif | Attend conference call with F. DiNino, S. Kansal, S. Lee, R. Dodokin and A. Dhanani. |
| 07/18/2019 | Dhanani, Arif | Review emails from R. Dodokin re service on A. Kumar. |
| 07/18/2019 | Weisz, Daniel | Review notice of service and status of service and email to R. Dodokin regarding same; exchange further emails re service; exchange emails with CIBC re bank accounts at CIBC. |
| 07/22/2019 | Dhanani, Arif | Calls with or returning calls from various account debtors regarding collection letters sent. |
| 07/22/2019 | Weisz, Daniel | Review email from K. MacEachern re enquiry for RBC, review files and reply to email; review letter from counsel to former shareholders, review files and email to R. Dodokin re to same. |
| 07/23/2019 | Weisz, Daniel | Review and update summary of activities. |
| 07/24/2019 | Dhanani, Arif | Review of emails among D. Weisz, R. Dodokin and S. Kansal; complete and send documentation to open Receiver's trust account; review of responses from account debtors and forward same to R. Dodokin; prepare schedule requested by R. Dodokin of account debtors, balances owing as per Green Line February 28, 2019 accounts receivable listing and responses received from account debtors; call with R. Dodokin, amend schedule and send amended schedule to R. Dodokin. |
| 07/24/2019 | Weisz, Daniel | Review emails and discussion with A. Dhanani on upcoming examination and information to be provided to R. Dodokin; exchange emails with RBC; email to |

| Date | Professional | Description |
|------------|------------------|---|
| | | TD re funds received; discussion with R. Dodokin on RBC and examinations scheduled for tomorrow. |
| 07/24/2019 | Dhanani, Arif | Review emails and discussion with D. Weisz on upcoming examination and information to be provided to R. Dodokin. |
| 07/25/2019 | Dhanani, Arif | Email exchange with R. Dodokin re response received from an account debtor and non-attendance at examination by A. Kumar. |
| 07/25/2019 | Weisz, Daniel | Review email from RBC re funds in bank accounts and email to RBC in respect of same; review emails re scheduled examination of A. Kumar; prepare lender update; discussion with R. Dodokin; review comments and finalize update and send. |
| 07/26/2019 | Nishimura, Donna | Deposit cheque at the bank. |
| 07/30/2019 | Weisz, Daniel | Review affidavit of service re A. Kumar and email to R. Dodokin re same. |
| 07/31/2019 | Dhanani, Arif | Call with W. Ruger of Canada Revenue Agency ("CRA") re Green Line HST, corporate tax and payroll and email re same. |
| 07/31/2019 | Weisz, Daniel | Email to RBC to follow up on funds and information requested by the Receiver; review summary of A. Dhanani discussion with CRA; exchange emails re same. |
| | | To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing. |

FEE SUMMARY

| Professional | Level | Hours | Rate | Fees |
|--|-----------------------|--------------|-------------|--------------------|
| Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT | Senior Vice President | 4.80 | \$ 525 | \$ 2,520.00 |
| Arif N. Dhanani, CPA, CA, CIRP, LIT | Vice President | 4.80 | \$ 395 | 1,896.00 |
| Donna Nishimura | Estate Administrator | 0.10 | \$ 110 | 11.00 |
| Total hours and professional fees | | 9.70 | | \$ 4,427.00 |
| HST @ 13% | | | | 575.51 |
| Total payable | | | | \$ 5,002.51 |

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver and Manager of
Green Line Transportation Inc.
11 King St. W., Suite 700
Toronto, ON M5H 4C7

Date August 19, 2019

Client 7837327
Invoice 4
No. 5757827

For professional services with respect to the appointment of RSM Canada Limited as Court-Appointed Receiver and Manager of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") for the period August 1, 2019 to August 15, 2019.

| Date | Professional | Description |
|------------|---------------|--|
| 08/01/2019 | Daniel Weisz | Discussion with A. Dhanani on his discussion yesterday with Canada Revenue Agency (" CRA "); review email from R. Dodokin of Dodokin Law & Conflict Resolution (" Dodokin ") re email received from Wells Fargo and reply to same; review draft letter to CRA and discussion with A. Dhanani on same; discussion with A. Dhanani on status of accounts receivable, review email and information received from Royal Bank of Canada (" RBC ") and email to RBC in respect of same. |
| 08/01/2019 | Arif Dhanani | Draft letter to CRA re discussion of July 31, 2019 and request for certain information. |
| 08/06/2019 | Arif Dhanani | Review email from R. Dodokin re vehicle and ownership searches and respond thereto; call with D. Weisz and R. Dodokin re next steps and examinations. |
| 08/06/2019 | Daniel Weisz | Prepare for and attend conference call with R. Dodokin and A. Dhanani re the status of various matters. |
| 08/07/2019 | Daniel Weisz | Review and update letter to debtors who have not responded to initial collection letter; email to A. Iutovets of RBC re status of information requested; prepare lender update; forward draft of update to R. Dodokin. |
| 08/07/2019 | Arif Dhanani | Review draft letter following up account debtors that have not responded to the Receiver's initial letter, amend same and send to A. Baptiste; review weekly reporting to TD. |
| 08/08/2019 | Anne Baptiste | Process receipts in Ascend; prepare disbursement cheques. |
| 08/08/2019 | Anne Baptiste | Review email, preparing mail merge and mailing labels, copying letters, printing court order; scanning and saving individual letters with court order. |
| 08/08/2019 | Daniel Weisz | Review and sign follow up letters to account receivable debtors; discussion with R. Dodokin re examinations and searches; review R. Dodokin comments re lender update. |

| Date | Professional | Description |
|------------|--------------|---|
| 08/09/2019 | Daniel Weisz | Update lender update for R. Dodokin's comments; discussion with R. Dodokin; telephone discussion with A. Iutovets; review information received from RBC and update lender update; finalize lender update and send. |
| 08/09/2019 | Arif Dhanani | Review of information sent by an account debtor, and write to the account debtor with request for further information. |
| 08/13/2019 | Daniel Weisz | Review emails re status of accounts receivable responses; review information from debtors and compare same to TD bank statements; email to R. Dodokin; review email from R. Dodokin re the scheduling of examinations to be held. |
| 08/13/2019 | Arif Dhanani | Call with an account receivable debtor; review documentation received from CRA re 2018 T2, 2018 T4 summary and T4s and January, February and March 2019 HST returns; summarize same and send email to R. Dodokin and D. Weisz. |
| 08/14/2019 | Daniel Weisz | Review emails re status of attempts to serve parties re examinations to be conducted; review files; send email to RBC re request for information. |
| 08/14/2019 | Arif Dhanani | Review and respond to emails from R. Dodokin. |
| 08/15/2019 | Daniel Weisz | Review accounts rendered by R. Dodokin; exchange emails with R. Dodokin; review summary of activities. |
| | | To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing. |

FEE SUMMARY

| Professional | Level | Hours | Rate | Fees |
|--|-----------------------|--------------|-------------|--------------------|
| Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT | Senior Vice President | 6.90 | \$ 525 | \$ 3,622.50 |
| Arif N. Dhanani, CPA, CA, CIRP, LIT | Vice President | 4.40 | \$ 395 | 1,738.00 |
| Anne Baptiste | Estate Administrator | 2.50 | \$ 110 | 275.00 |
| Total hours and professional fees | | 13.80 | | \$ 5,635.50 |
| HST @ 13% | | | | 732.62 |
| Total payable | | | | \$ 6,368.12 |

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
 Court-appointed Receiver and Manager of
 Green Line Transportation Inc.
 11 King St. W., Suite 700
 Toronto, ON M5H 4C7

Date September 4, 2019

Client 7837327
Invoice 5
No. 5770423

For professional services with respect to the appointment of RSM Canada Limited as Court-Appointed Receiver and Manager of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") for the period August 16, 2019 to August 31, 2019.

| Date | Professional | Description |
|-------------|---------------------|---|
| 08/16/2019 | Anne Baptiste | Prepare disbursement cheques; prepare deposit slips; prepare cheque requisitions; process receipts in Ascend. |
| 08/16/2019 | Daniel Weisz | Review letter from RBC and email to R. Dodokin of Dodokin Law & Conflict Resolution (" Dodokin ") re same; enclosure letter to R. Dodokin. |
| 08/16/2019 | Donna Nishimura | Deposit cheques at the bank. |
| 08/19/2019 | Daniel Weisz | Prepare lender update; discussion with R. Dodokin. |
| 08/19/2019 | Arif Dhanani | Review of email from R. Dodokin re correspondence to A. Hotay and re-send same. |
| 08/20/2019 | Arif Dhanani | Call with Bank of Montreal and email to same with copy of counsel's correspondence to PPSA registrants and Receiver's S. 245/246 notice and statement; emails and calls to various account debtors regarding amounts owed to Green Line; call with S. Kansal and email to same. |
| 08/21/2019 | Daniel Weisz | Email to RBC to follow up on the status of information requested and exchange emails with RBC. |
| 08/21/2019 | Arif Dhanani | Review of emails between R. Dodokin and Bank of Montreal Transportation and Leasing; call with an account debtor regarding the Receiver's A/R signification letter and request for further information. |
| 08/22/2019 | Anne Baptiste | Filing re banking. |
| 08/22/2019 | Daniel Weisz | Review email re Ford Credit Canada (" Ford Credit "), discussion with R. Dodokin re same; discussion with U. Emad re Ford Credit inquiry to be made; preliminary review of information from RBC and email to R. Dodokin re same. |
| 08/22/2019 | Usama Emad | Call Ford Credit regarding seized vehicles, enquire as to location of vehicles, mileage, value and request contracts with debtor; prepare memo to D. Weisz and R. Dodokin; call Bailiff regarding current location of the vehicles and delivery of same. |

| Date | Professional | Description |
|------------|--------------|---|
| 08/23/2019 | Usama Emad | Call Ford Credit to obtain fax details as requested by R. Dodokin; call Bailiff for Ford Credit regarding location of vehicles. |
| 08/23/2019 | Daniel Weisz | Discussion with U. Emad re following up with Bailiff; email to R. Dodokin re questions for examination; prepare lender update; exchange emails with R. Dodokin re information received from Ford Credit. |
| 08/23/2019 | Arif Dhanani | Review emails from R. Dodokin re Ford Credit; call to Ford Credit re vehicles; respond to emails from R. Dodokin. |
| 08/26/2019 | Arif Dhanani | Call with R. Dodokin re documentation received from Canada Revenue Agency; call to Rogers re cellphones and email to Rogers with Court Order and instructions; discussions with D. Weisz; emails to/from and call with TD re attendance at a premises; review of various emails from Dodokin, including affidavit of service re A. Kumar. |
| 08/26/2019 | Daniel Weisz | Discussion with A. Dhanani re various matters; meet with U. Emad re pending examination of accountant; meet with U. Emad to discuss and email to R. Dodokin re same; review and reply to R. Dodokin email re search to be conducted; review questions prepared by R. Dodokin re upcoming examination of A. Hotay. |
| 08/26/2019 | Usama Emad | Meet with D. Weisz to discuss financial statement analysis and questions for examination of Green Line accountant; prepare questions to provide to R. Dodokin re examination of the accountant, meet with D. Weisz to review and finalize questions to be sent to R. Dodokin. |
| 08/27/2019 | Daniel Weisz | Prepare for and meet with R. Dodokin and A. Dhanani and R. Dodokin to prepare re upcoming examinations including conference call with G. Bowden of LBN LLP; update lender update; begin drafting report to court; review draft letter to PPSA registrants and email to R. Dodokin re same. |
| 08/27/2019 | Arif Dhanani | Meet with R. Dodokin and D. Weisz; conference call with R. Dodokin, D. Weisz and G. Bowden; further emails with R. Dodokin. |
| 08/29/2019 | Daniel Weisz | Review correspondence from account debtor and review bank statements re same; discussion with R. Dodokin re non-attendance by A. Hotay at examination; preliminary review of Rogers statements received. |
| | | To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing. |

FEE SUMMARY

| Professional | Level | Hours | Rate | Fees |
|--|-----------------------|--------------|--------|--------------------|
| Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT | Senior Vice President | 7.90 | \$ 525 | \$ 4,147.50 |
| Arif N. Dhanani, CPA, CA, CIRP, LIT | Vice President | 6.50 | \$ 395 | 2,567.50 |
| Usama Emad, CPA | Senior Associate | 4.40 | \$ 195 | 858.00 |
| Anne Baptiste/Donna Nishimura | Estate Administrator | 1.30 | \$ 110 | 143.00 |
| Total hours and professional fees | | <u>20.10</u> | | \$ 7,716.00 |
| Disbursements | | | | |
| Couriers | | \$ 36.90 | | |
| Travel | | <u>40.67</u> | | |
| Total disbursements | | | | 77.57 |
| Total professional fees and disbursements | | | | \$ 7,793.57 |
| HST @ 13% | | | | 1,013.16 |
| Total payable | | | | \$ 8,806.73 |

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver and Manager of
Green Line Transportation Inc.
11 King St. W., Suite 700
Toronto, ON M5H 4C7

Date October 3, 2019

Client 7837327
Invoice 6
No. 5793784

For professional services with respect to the appointment of RSM Canada Limited as Court-Appointed Receiver and Manager of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") for the period September 1, 2019 to September 15, 2019.

| Date | Professional | Description |
|------------|--------------|--|
| 09/03/2019 | Daniel Weisz | Review R. Dodokin of Dodokin Law & Conflict Resolution (" Dodokin ") opinion letters re security of Ford Credit Canada (" Ford Credit "); discussion with R. Dodokin re same and pending examinations; review summary of activities. |
| 09/03/2019 | Arif Dhanani | Filing various emails; review emails sent by R. Dodokin; discussion with D. Weisz. |
| 09/05/2019 | Arif Dhanani | Email to R. Dodokin with A/R information requested; review and file various emails sent by R. Dodokin and accounts receivable debtors. |
| 09/10/2019 | Arif Dhanani | Review of email from R. Dodokin re Receiver's consent for Ford Credit to sell vehicles and respond thereto, review of R. Dodokin correspondence to Ford Credit in this regard. |
| 09/12/2019 | Daniel Weisz | Discussion with R. Dodokin re report on examinations held; email to TD Bank re status of lender update. |
| 09/12/2019 | Arif Dhanani | Review of email from R. Dodokin re Ford Credit further notices of sale; review notices and compare payout values to liquidation values; email to R. Dodokin confirming consent for Ford Credit to sell vehicles. |
| 09/13/2019 | Arif Dhanani | Respond to call from TFG Financial Corporation re assets and location thereof. |
| 09/13/2019 | Daniel Weisz | Review R. Dodokin reporting letter re examinations held and email to R. Dodokin re same. |
| | | To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing. |

FEE SUMMARY

| Professional | Level | Hours | Rate | Fees |
|--|-----------------------|--------------|-------------|--------------------|
| Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT | Senior Vice President | 1.40 | \$ 525 | \$ 735.00 |
| Arif N. Dhanani, CPA, CA, CIRP, LIT | Vice President | 2.30 | \$ 395 | 908.50 |
| Total hours and professional fees | | 3.70 | | \$ 1,643.50 |
| HST @ 13% | | | | 213.66 |
| Total payable | | | | \$ 1,857.16 |

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver and Manager of
Green Line Transportation Inc.
11 King St. W., Suite 700
Toronto, ON M5H 4C7

Date October 3, 2019

Client 7837327
Invoice 7
No. 5793788

For professional services with respect to the appointment of RSM Canada Limited as Court-Appointed Receiver and Manager of Green Line Transportation Inc. ("**Green Line**" or the "**Company**") for the period September 16, 2019 to September 30, 2019.

| Date | Professional | Description |
|-------------|---------------------|---|
| 09/16/2019 | Daniel Weisz | Review draft update to TD Bank and comments to A. Dhanani. |
| 09/16/2019 | Arif Dhanani | Review R. Dodokin of Dodokin Law & Conflict Resolution (" Dodokin ") report on examinations; draft update reporting to TD Bank and send to D. Weisz and R. Dodokin for comments; finalize report and send same to TD Bank and Lee, Bowden, Nightingale LLP (" LBN "). |
| 09/17/2019 | Daniel Weisz | Prepare for and attend conference call with G. Bowden, F. DiNino; S. Kansal, R. Dodokin and A. Dhanani re examinations held and status of the receivership; exchange emails with R. Dodokin. |
| 09/17/2019 | Arif Dhanani | Set up call with TD Bank and LBN; prepare for and attend conference call with G. Bowden, F. DiNino; S. Kansal, R. Dodokin and D. Weisz re examinations held and status of the receivership. |
| 09/24/2019 | Daniel Weisz | Review emails from G. Bowden and discussion with R. Dodokin re same. |
| 09/24/2019 | Arif Dhanani | Respond to email from R. Dodokin re Rogers and communicate with Rogers. |
| 09/25/2019 | Arif Dhanani | Review of undertakings charts provided by R. Dodokin and amend same; call with TD Bank re further examinations; email to R. Dodokin re correspondence sent to Simmons Da Silva LLP. |
| 09/27/2019 | Anne Baptiste | Processing July/August bank statements. |
| | | To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing. |

FEE SUMMARY

| Professional | Level | Hours | Rate | Fees |
|--|-----------------------|--------------|-------------|--------------------|
| Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT | Senior Vice President | 1.30 | \$ 525 | \$ 682.50 |
| Arif N. Dhanani, CPA, CA, CIRP, LIT | Vice President | 2.90 | \$ 395 | 1,145.50 |
| Anne Baptiste | Estate Administrator | 0.20 | \$ 110 | 22.00 |
| Total hours and professional fees | | 4.40 | | \$ 1,850.00 |
| HST @ 13% | | | | 240.50 |
| Total payable | | | | \$ 2,090.50 |

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited

EXHIBIT "B"

**Calculation of Average Hourly Billing Rates of
RSM Canada Limited
for the period June 21, 2019 to September 30, 2019**

| Invoice No. | Billing Period | Total Fees | Disbursements | HST | Hours | Average Hourly Rate | Total |
|--------------|--|---------------------|------------------|--------------------|--------------|---------------------|---------------------|
| 1 | June 21, 2019 to June 30, 2019 | \$ 5,324.00 | \$ - | \$ 692.12 | 14.20 | \$ 374.93 | \$ 6,016.12 |
| 2 | July 1, 2019 to July 15, 2019 | 9,780.50 | 52.36 | \$ 1,278.27 | 22.00 | \$ 444.57 | \$ 11,111.13 |
| 3 | July 16, 2019 to July 31, 2019 | 4,427.00 | - | \$ 575.51 | 9.70 | \$ 456.39 | \$ 5,002.51 |
| 4 | August 1, 2019 to August 15, 2019 | 5,635.50 | - | \$ 732.62 | 13.80 | \$ 408.37 | \$ 6,368.12 |
| 5 | August 16, 2019 to August 31, 2019 | 7,716.00 | 77.57 | \$ 1,013.16 | 20.10 | \$ 383.88 | \$ 8,806.73 |
| 6 | September 1, 2019 to September 15, 2019 | 1,643.50 | - | \$ 213.66 | 3.70 | \$ 444.19 | \$ 1,857.16 |
| 7 | September 16, 2019 to September 30, 2019 | 1,850.00 | - | \$ 240.50 | 4.40 | \$ 420.45 | \$ 2,090.50 |
| Total | | \$ 36,376.50 | \$ 129.93 | \$ 4,745.84 | 87.90 | \$ 413.84 | \$ 41,252.27 |

This is Exhibit "B" to the Affidavit of
Arif N. Dhanani, sworn on October 18, 2019


 A Commissioner for the taking of Affidavits, etc.,
 of Ontario, for RSM Canada LLP
 and RSM Canada Limited.
 Expires January 5, 2021.

APPENDIX S