

Court File No. CV-25-00736572-00CL

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
RSC 1985, c C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF JBT  
TRANSPORT INC., WAYDOM MANAGEMENT INC., MELAIR MANAGEMENT INC.,  
HERITAGE TRUCK LINES INC., DRUMBO TRANSPORT LIMITED, HERITAGE  
NORTHERN LOGISTICS INC., AND HERITAGE WAREHOUSING & DISTRIBUTION INC.**

Applicants

**REPLY APPLICATION RECORD  
(Returnable February 10, 2025)**

February 8, 2025

**RECONSTRUCT LLP**  
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Toronto, ON M5H 2A4

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**Lawyers for the Applicants**

**TO: SERVICE LIST**

Court File No. CV-25-00736572-00CL

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# TAB 1

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**ONTARIO  
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NORTHERN LOGISTICS INC., AND HERITAGE WAREHOUSING & DISTRIBUTION INC.**

**REPLY AFFIDAVIT OF DENIS MEDEIROS  
(Sworn February 8, 2025)**

I, **DENIS MEDEIROS**, of the City of Cambridge, in the Province of Ontario, **MAKE OATH  
AND SAY:**

1. I am the President of JBT Transport Inc., Waydom Management Inc., Melair Management Inc., Heritage Truck Lines Inc., Drumbo Transport Limited, Heritage Northern Logistics Inc., and Heritage Warehousing & Distribution Inc. (the "**JBT Group**" or "**Applicants**"), which are the applicant companies in this proceeding. I have been in this role since the inception of the JBT Group in 2002. As such, I have personal knowledge of the matters set out below unless otherwise stated to be based on information and belief. Where I have relied on information from others, I state the source of such information and verily believe it to be true.

2. All references to currency in this affidavit are references to Canadian dollars unless otherwise indicated. Capitalized terms not otherwise defined have the definitions provided in my Affidavit sworn February 6, 2025 (the "**First Affidavit**").

3. On February 8, 2025, I received a copy of the Affidavit of Daryl Coelho sworn February 7,

2025 (the “**Coelho Affidavit**”), which was filed on behalf of TD Bank. I provide this affidavit in reply to certain comments or allegations in the Coelho Affidavit.

**A. The Applicants’ Efforts to Work with and Repay TD Bank**

4. The Coelho Affidavit asserts at paragraphs 9 and 85-87 that the Applicants had advised that “they were no longer working towards refinancing the full amount of the Line of Credit with no shortfall to the Bank” or were “abandoning” a repayment of TD Bank in full.

5. That is not and never has been the position of the Applicants. That is also not what the communications sent on behalf of the Applicants to TD Bank said.

6. The email on January 9, 2025 from Caitlin Fell, counsel to the Applicants at Reconstruct LLP, to counsel to TD Bank, Craig Mills at Miller Thomson LLP appended as Exhibit MM to the Coelho Affidavit correctly stated the Applicants’ position. Namely, that the proposed financings from eCapital and Pillar were not yet at the point where TD Bank would be fully paid out on a refinancing, but that the Applicants were pursuing a number of detailed approaches to attempt to increase the amount that could be borrowed and committed to a payout.

7. Further, on January 14, 2025, Ms. Fell wrote another email to Mr. Mills about the financing and ongoing good faith efforts to find a solution. She expressly noted the divergence between what was then possible with eCapital and Pillar and the fact that TD Bank might wish to be paid out in full, and set out the Applicants’ position on how that could be achieved in the circumstances:

[...] The Company would like to complete the exit from TD as soon as possible, but as explained to you and to BDO by Grant Thornton, it cannot happen this month without TD taking a loss (and based on the eCapital terms that were approved by credit).

The Company is working to improve the LOC payout formula and is willing to wait to do the eCapital transaction until such time as a full LOC payout can take place (and based on the eCapital/Pillar terms and capital injection). In the meantime, JBT can continue to make payments to its lenders, including approx. \$200,000 of TD principal payments every month, plus interest.

All of this aside, the Company does need to know whether TD will work with it while it maintains profitable operations and focuses on the re-financing of the LOC, and the mortgage facilities, as eCapital needs to know there will be a deal on the horizon, as well as the principals. We are hopeful this will be the case. Please advise. [emphasis added]

A copy of this email correspondence is attached at **Exhibit "A"** to this affidavit.

8. The Coelho Affidavit also suggests at paragraph 105 that there is "no indication that the Debtors will conduct the SISP in a manner supported by the Bank." To the extent that this implies that the Applicants intend to propose a SISP without involving TD Bank, that is again not the position of the Applicants and never has been. In fact, the email from Jessica Wuthmann to Craig Mills dated January 27, 2025 and attached as Exhibit "OO" to the Coelho Affidavit correctly states the Applicants' position that the SISP "will be developed in consultation with the Proposal Trustee and your client."

#### **B. TD Bank Complaints About the Applicants' Post-Filing Banking**

9. The Coelho Affidavit asserts at paragraph 10 and elsewhere that the Applicants breached their agreements with TD Bank by opening and depositing funds to a new bank account at RBC.

10. The Coelho Affidavit omits, however, mention of the actions by TD Bank that showed why having a bank account not under TD Bank's control was appropriate.

11. Despite the ten-day stay following the Demand Notices filed on January 15, 2025, and the further 30-day stay following the filing of the NOIs by the Applicants on January 24, 2025, the following events took place:

- (a) **January 18, 2025:** the Applicants sent stop-payments for upcoming automatic withdrawals in respect of pre-filing debts of \$12,353.41 and \$15,101.77;
- (b) **January 27, 2025:** four VISA card payments for pre-filing amounts of \$29.37, \$309.65, \$1,034.15, and \$3,515.13 were withdrawn, and the stopped payment for

\$12,353.41 was processed, which withdrawals were reversed only after three requests to TD Bank that the amounts were not authorized;

- (c) **January 31, 2025:** withdrawals of \$25,518.42, \$250.00, \$559.52 and \$484.94 by TD Bank for BCRS loan interest, which were not authorized and again only reversed after several requests to return the payments; and
- (d) **February 3, 2025:** automatic withdrawal of the stopped payment of \$15,101.77, which TD Bank initiated and processed and was not reversed until February 6, 2025.

12. Copies of the TD Bank account statements for January and February 2025 showing these transfers, along with correspondence between the Applicants and TD Bank related to stopping and reversing payments is attached at **Exhibit "B"** to this affidavit.

13. For TD Bank to take these amounts without authorization and despite explicit requests not to do so on account of and during the stay seriously jeopardized not only the Applicants' operations, but also the Applicants' ability to preserve the Broker Payable portions of their accounts receivable, which was a large part of TD Bank's position that the Applicants were offside their borrowing covenants since TD Bank's change in position on that issue in the Fall of 2023.

14. The Coelho Affidavit at paragraph 112 also mischaracterizes a transaction in the TD Account as TD Bank being "forced to act as an involuntary interim finance lender." The Applicants had an automatic transfer payment set up for rent payment in the amount \$133,170.01. TD Bank declined this transaction as it would have caused the operating line to go into an overdraft position, since the LOC was frozen after the filing of the NOIs. This attempted transaction was not an attempt to cause TD Bank to advance further funds beyond what was available in the account; rather it was simply a mistaken payment, which has caused no prejudice to TD Bank given its reversal of the charge.


15. Similarly, the Coelho Affidavit asserts at paragraph 10 and elsewhere that TD Bank is being forced “to act as an involuntary interim lender” due to the Applicants’ withdrawal of \$200,000 from the Applicants’ TD Bank accounts after TD Bank made demand. The funds that were withdrawn were deposits that had been made to the TD Bank accounts by the Applicants, and were therefore not a further drawdown on TD Bank’s LOC.

16. I swear this reply affidavit in support of the JBT Group’s requested relief and for no other or improper purpose.

**SWORN REMOTELY BY Denis** )  
**Medeiros** stated as being located in )  
Cambridge, Ontario, before me at Toronto, )  
Ontario, this 8th day of February, 2025, in )  
accordance with O. Reg 431/20, )  
*Administering Oath or Declaration* )  
*Remotely.* )



\_\_\_\_\_  
A Commissioner for taking Affidavits.  
Jasmine Landau

DocuSigned by:  
  
81F3CDE2A7024CF...

\_\_\_\_\_  
**DENIS MEDEIROS**



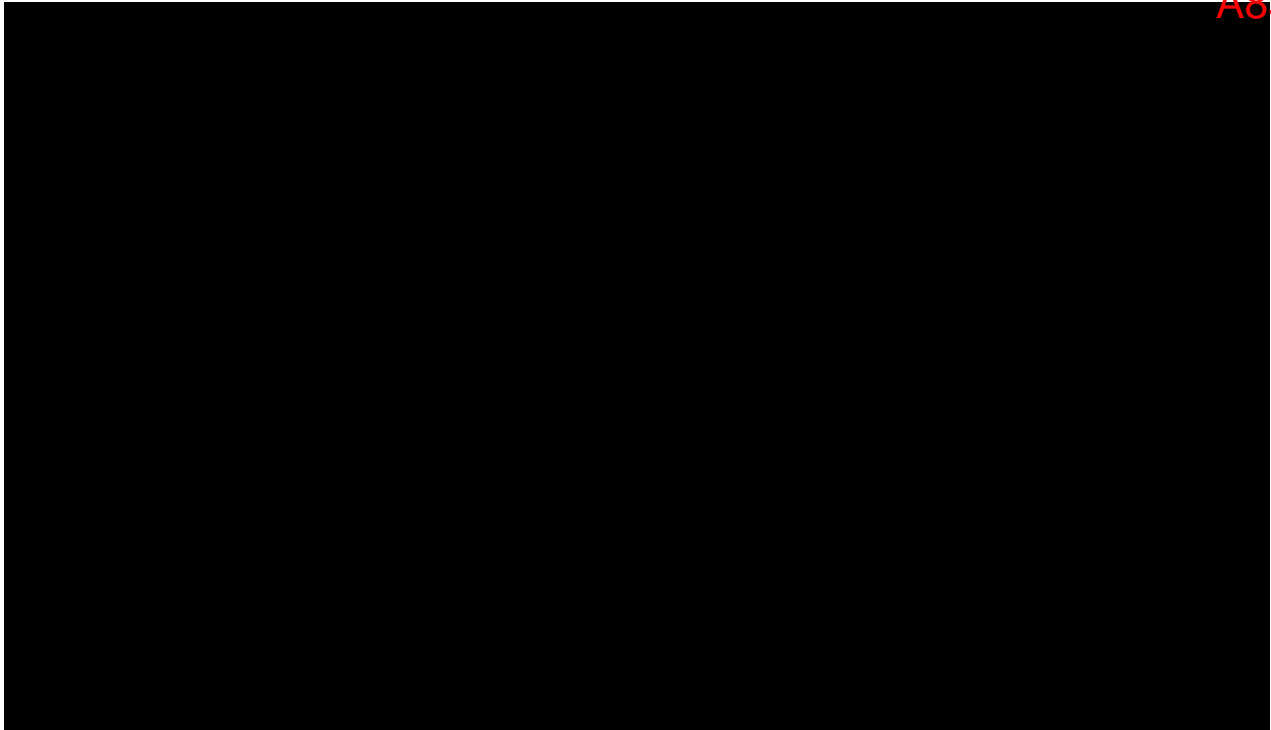
006  
A836

THIS IS **EXHIBIT "A"** REFERRED TO IN THE  
AFFIDAVIT OF **DENIS MEDEIROS** AFFIRMED REMOTELY BY **DENIS MEDEIROS** STATED  
AS BEING LOCATED IN THE CITY OF CAMBRIDGE IN THE PROVINCE OF ONTARIO THIS  
8th DAY OF FEBRUARY, 2025



-----  
A COMMISSIONER FOR TAKING AFFIDAVITS  
JASMINE LANDAU

A836



**From:** Caitlin Fell <cfell@reconllp.com>  
**Date:** January 14, 2025 at 10:34:00 AM EST  
**To:** "Mills, Craig" <cmills@millerthomson.com>  
**Cc:** "Wootton, Dan" <Dan.Wootton@doane.gt.ca>  
**Subject:** RE: JBT [MTDMS-Legal.FID12596692]

Hi Craig

Thanks for your email.

The Company would like to complete the exit from TD as soon as possible, but as explained to you and to BDO by Grant Thornton, it cannot happen this month without TD taking a loss (and based on the eCapital terms that were approved by credit).

The Company is working to improve the LOC payout formula and is willing to wait to do the eCapital transaction until such time as a full LOC payout can take place (and based on the eCapital/Pillar terms and capital injection). In the meantime, JBT can continue to make payments to its lenders, including approx. \$200,000 of TD principal payments every month, plus interest.

All of this aside, the Company does need to know whether TD will work with it while it maintains profitable operations and focuses on the re-financing of the LOC, and the mortgage facilities, as eCapital needs to know there will be a deal on the horizon, as well as the principals. We are hopeful this will be the case. Please advise.

Thank you.

**Caitlin Fell**  
**Partner**  
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---

**From:** Mills, Craig <[cmills@millertthomson.com](mailto:cmills@millertthomson.com)>  
**Sent:** Friday, January 10, 2025 4:48 PM  
**To:** Caitlin Fell <[cfell@reconllp.com](mailto:cfell@reconllp.com)>  
**Cc:** Wootton, Dan <[Dan.Wootton@doane.gt.ca](mailto:Dan.Wootton@doane.gt.ca)>  
**Subject:** RE: JBT [MTDMS-Legal.FID12596692]

Dear Caitlin and Dan

Thank you for your email. We have carefully reviewed the contents of your email with TD.

Further to my call with Dan, while it has considered the update on the eCapital/Pillar transaction, TD has advised that it is not agreeable with any outcome in which it sustains a shortfall on the operating line. This scenario is inconsistent with what has been communicated to TD over the past few months. Despite its concessions to JBT, it also appears from the Bank's respective that the terms keep changing – to its detriment.

Unless your client can present an improved structure by the close of business on January 13, 2025 in which TD Bank's operating line is fully paid out by January 31st, TD has advised that it will have no choice but to consider its options.

**CRAIG A. MILLS**  
**Partner**

**MILLER THOMSON LLP**  
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---

**From:** Mills, Craig <[cmills@millერთhompson.com](mailto:cmills@millერთhompson.com)>  
**Sent:** January 9, 2025 11:52 AM  
**To:** Caitlin Fell <[cfell@reconllp.com](mailto:cfell@reconllp.com)>  
**Cc:** Wootton, Dan <[Dan.Wootton@doane.gt.ca](mailto:Dan.Wootton@doane.gt.ca)>  
**Subject:** RE: JBT [MTDMS-Legal.FID12596692]

Thanks Caitlin. I will let you know once TD had had a chance to review and digest this.

**CRAIG A. MILLS**  
Partner

**MILLER THOMSON LLP**  
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**From:** Caitlin Fell <[cfell@reconllp.com](mailto:cfell@reconllp.com)>  
**Sent:** January 9, 2025 11:48 AM  
**To:** Mills, Craig <[cmills@millერთhompson.com](mailto:cmills@millერთhompson.com)>  
**Cc:** Wootton, Dan <[Dan.Wootton@doane.gt.ca](mailto:Dan.Wootton@doane.gt.ca)>  
**Subject:** RE: JBT [MTDMS-Legal.FID12596692]

Apologies See attached.

[<image001.png>](#) Caitlin Fell

**Partner**

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---

**From:** Mills, Craig <[cmills@millerthomson.com](mailto:cmills@millerthomson.com)>

**Sent:** Thursday, January 9, 2025 11:46 AM

**To:** Caitlin Fell <[cfell@reconllp.com](mailto:cfell@reconllp.com)>

**Cc:** Wootton, Dan <[Dan.Wootton@doane.gt.ca](mailto:Dan.Wootton@doane.gt.ca)>

**Subject:** RE: JBT [MTDMS-Legal.FID12596692]

Thanks Caitlin. I will review this with TD and get back to you. I note from a quick look that you reference an attachment. As it was not attached, can you send this to me?

**CRAIG A. MILLS**

**Partner**

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**From:** Caitlin Fell <[cfell@reconllp.com](mailto:cfell@reconllp.com)>

**Sent:** January 9, 2025 11:35 AM

**To:** Mills, Craig <[cmills@millerthomson.com](mailto:cmills@millerthomson.com)>

**Cc:** Wootton, Dan <[Dan.Wootton@doane.gt.ca](mailto:Dan.Wootton@doane.gt.ca)>

**Subject:** [**\*\*EXT\*\***] JBT

Hi Craig,

Further to our call over the holidays, we would like to provide an update on JBT's progress with respect to the payout of TD loan facilities. In particular, this update focuses on the LOC payout, as well as the anticipated payout of the mortgage related

loans attached to the Melair property. In addition, we wish to address the letter that was received by Miller Thomson on December 23, 2024. Overall, the JBT Team has been working hard each day, and throughout the holidays, with customers, third party carriers, lenders, and advisors to move forward with solutions that will benefit both TD and JBT.

#### Miller Thomson Letter

JBT received the letter on December 23<sup>rd</sup>. In the letter, Miller Thomson advised that JBT was in breach of their current forbearance agreement as a result of failure to receive a commitment letter from eCapital in regard to the anticipated refinancing of JBT's line of credit facility with TD. The letter also commented on the change in the anticipated advance from Pillar and that TD was continuing with its review.

As we indicated to you, eCapital does not provide commitment letters. The confirmation of business terms and credit approval by way of email that was received from eCapital is what they provide for all of their loans. We understand that eCapital recently completed a transaction with the TD Apex group such that Katie and Abner would be aware of what eCapital provides. Since eCapital is an asset based lender and the underlying collateral is subject to change on a daily basis, eCapital only provides confirmation of terms approved by their credit team by way of email. We trust this helps in providing further information. For further assurance, eCapital would be happy to speak with TD, or BDO, or MT, to confirm, and generally provide a status update. This has been offered before to TD and we would encourage your client to accept the offer in order to get comfort in that regard.

#### Line of Credit Facility

JBT has updated its estimate of a Day 1 advance from eCapital and Pillar (as well as the necessary capital injection from Denis and Randy), and the anticipated amount required to payout the TD LOC this month. While a Day 1 advance/payout in the future would be based on estimates, the closer JBT gets to such event, the more accurate the estimate may become. The estimate is based on eCapital's advance formula, a Pillar advance, Denis/Randy's capital injection in the amount of \$500k per the below, and JBT's target values for accounts receivables, related reserves, and cash balances.

Overall, there remains work to be done at JBT. The primary reason for this is that eCapital (as TD would be aware), will be reserving for broker payables that are over 45 days old. JBT's initial requests were for the reserve to be in the 60-90 day range. This change from eCapital (as required by credit) results in a lower than anticipated advance. As a result, and as can be seen in the attached, JBT has tasked various departments to make the following, albeit reasonable, gains:

1. Target A/R balance of \$4.9 million by the end of January.
2. Further progress on collecting over 90 days A/R, resulting in a lower reserve,

and increased interim cash flow. The attached estimate does not account for the receipt of the increase in cash flow, however the estimate does not also account for any accrued and unpaid BDO/MT professional fees.

3. Progress on collecting from Korhani, and where JBT is receiving weekly payments to accomplish this reduction in reserve.
4. Increase in Pillar advance from \$1.025 million, to \$1.1 million (as described below).
5. Reduction of over 45 day broker payable reserve by \$700,000 by way of a \$500,000 capital injection by Denis and Randy to be used to pay the aged AR, and the use of such capital injection as negotiating leverage to enter into payment plans with customers for amounts over 45 days (where achievable). According to eCapital, the broker payable reserve may be reduced if JBT can enter into payment plans resulting in such aged payables no longer being overdue and instead on a payment plan.

In regards to Pillar, JBT is exploring the possibility of financing approximately 19 forklifts with Pillar (in addition to the prior fleet assets). This would have to be approved by TD as the forklifts would be a part of TD's GSA collateral package. It is intended that this could push the Pillar advance up to \$1.1 million.

In corresponding with eCapital, JBT is working to provide eCapital with the requested December month end financial results, a Dec 31 advance calculation, support for broker payment plans, and related supporting documentation by this weekend. eCapital expects to then in a position to start working on legals and operational matters on January 17<sup>th</sup>. It may be possible to start legal work early, and with JBT's commitment to fund a \$20K retainer to Aird & Berlis. This is the timeline that eCapital has provided to JBT, however eCapital would like to ensure that their current terms will be sufficient to close a transaction.

As can be seen in the attached, based on the estimated LOC payout calculations and notwithstanding the capital injection by Randy and Denis per the above, there is still likely to be a shortfall on the payout of approx. \$750,000. Again, this is primarily a result of the increased reserve on broker payables within the eCapital terms. JBT has worked with eCapital to improve the Day 1 advance as much as possible, including the ability to enter into payment plans with brokers to reduce such reserve, and the ability to have a reserve of only 45 days and where eCapital will require such reserve to move to 30 days in the coming months. JBT is working with Pillar to increase its advance.

-

#### Melair Mortgage Facilities

JBT has had discussions with BDC to refinance the mortgage facilities. BDC advised JBT that they could not do the deal but introduced JBT to a private lender. JBT has engaged with the private lender and who will be in a position to provide a term sheet in the next 2 weeks (the key contact is away this week). The private lender is currently at \$9.1

million, and JBT will be requesting an increase to \$9.7 million, which would be approximately a sufficient amount to repay the Melair/TD related facilities and close the transaction at the end of March 2025 (based on interim monthly P&I payments to TD).

Please note that since JBT is now utilizing the Melair property as its head office, fleet repair shop, and base of operations, JBT will be seeking an arrangement to temporarily rent the excess space at the property (outdoor space). It is expected that this could generate as much as \$25,000 per month. The anticipated replacement mortgage would be short term (12-18 months), and interest only at 11%. The monthly payment amount, after realizing on the rental of excess space at the property, would be the same or similar to JBT's current P&I payments to TD on the Melair related facility payments. JBT plans to pursue this strategy as it will also allow the property to be de-listed (at least for a period of time), thereby removing the likely current stigma on value as a result of the length of time that the property has been listed for, and list price(s).

Notwithstanding the \$750,000 shortfall on the LOC, JBT feels that the payment on the mortgage and the LOC is the preferable outcome for TD relative to the liquidation analysis. Unless TD advises that the above it not an acceptable option, JBT will continue to finalize terms amongst the parties so that eCapital can proceed, Pillar can proceed, and the principals can proceed to be in a position to make the necessary capital injection.

Recognizing that there is a lot to consider, please advise as to when a call, or meeting, could take place to discuss further.

[<image001.png>](#) **Caitlin Fell**  
**Partner**  
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**C | [416.258.5843](tel:416.258.5843)**  
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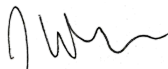
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THIS IS **EXHIBIT "B"** REFERRED TO IN THE  
AFFIDAVIT OF **DENIS MEDEIROS** AFFIRMED REMOTELY BY **DENIS MEDEIROS** STATED  
AS BEING LOCATED IN THE CITY OF CAMBRIDGE IN THE PROVINCE OF ONTARIO THIS  
8th DAY OF FEBRUARY, 2025



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JASMINE LANDAU

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# Stop a Payment

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## Stop a Payment

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### Step 3 of 3 : Confirmation

Account:	JBT TRANSPORT INC. - 02452 5226098 CAD
Payee Name:	LN PYMT 922609809
Payment Type:	Pre-authorized Payment
Amount:	\$15,101.77

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A846

017  
A847

# Stop a Payment

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## Stop a Payment

[Print this page](#)

### Step 3 of 3 : Confirmation

Account:	MELAIR MGMT - 02452 5228317 CAD
Payee Name:	LN PMT 9226101 05
Payment Type:	Pre-authorized Payment
Amount:	\$12,353.41

[Stop Another Payment](#)

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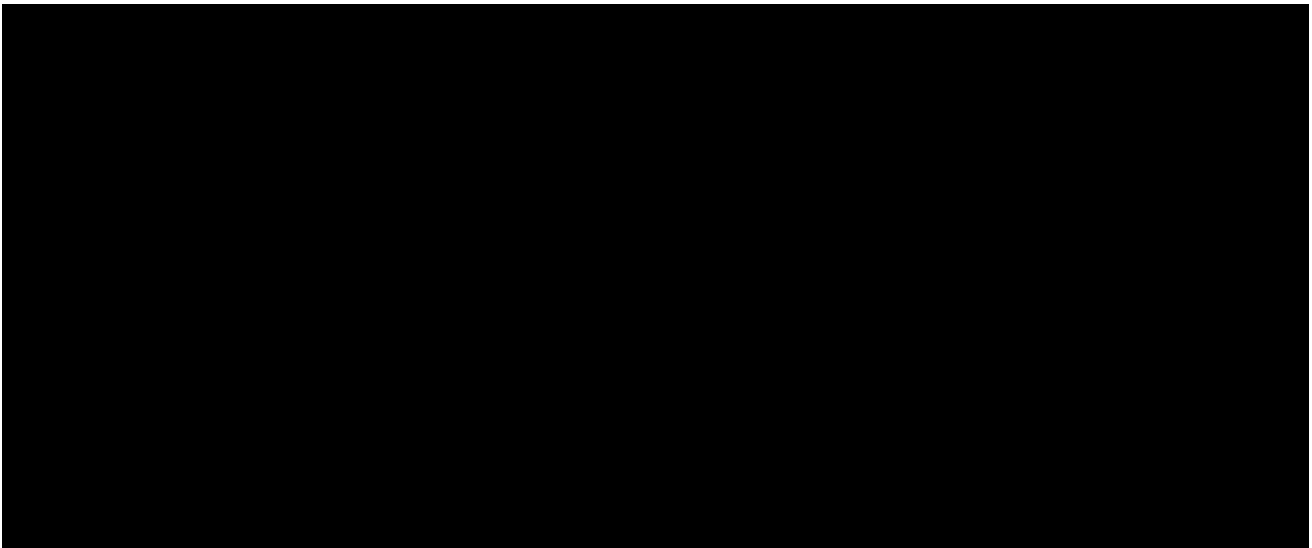
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(Server ID: wasappvm2-kj3cjr\_node:StopPayment\_Step3.jsp:v\_25.2.0.10)

A847



---

**From:** Jonathan Visva  
**Sent:** Friday, January 31, 2025 17:38  
**To:** [Sandra.S.Fernandes@td.com](mailto:Sandra.S.Fernandes@td.com)  
**Cc:** [Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com); [Fola.Akinsanya@td.com](mailto:Fola.Akinsanya@td.com); Shah, Darshan H <[Darshan.Shah@td.com](mailto:Darshan.Shah@td.com)>; Kelly G <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>; Jennifer Martin <[Jennifer.M@jbtgroup.com](mailto:Jennifer.M@jbtgroup.com)>; Denis Medeiros <[denis.m@jbtgroup.com](mailto:denis.m@jbtgroup.com)>  
**Subject:** JBT group automatic payments

Hi Sandra,

I hope you're doing well.

Just a quick note to confirm that the stop payment for Melair was processed on January 18 by Kelly.

Please ensure that no new entries for interest or any other monthly payments are processed in the JBT group's bank accounts. We are only authorized to pay for current activities during this period.

Thank you for your attention to this.

Best regards,  
Jonathan

---

**From:** Jonathan Visva <[jvisva@gmail.com](mailto:jvisva@gmail.com)>  
**Sent:** Friday, January 31, 2025 17:20  
**To:** Jonathan Visva <[j.visva@jbtgroup.com](mailto:j.visva@jbtgroup.com)>

**Subject:** Fwd: Melair - Excess

----- Forwarded message -----

From: **Kelly G** <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>

Date: Fri, Jan 31, 2025 at 5:14 PM

Subject: RE: Melair - Excess

To: Fernandes, Sandra <[Sandra.S.Fernandes@td.com](mailto:Sandra.S.Fernandes@td.com)>, Jonathan Visva <[jvisva@gmail.com](mailto:jvisva@gmail.com)>

Cc: Coelho, Daryl <[Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com)>, Akinsanya, Fola <[Fola.Akinsanya@td.com](mailto:Fola.Akinsanya@td.com)>, Shah, Darshan H <[Darshan.Shah@td.com](mailto:Darshan.Shah@td.com)>

Hi Sandra,

Sorry for the delay in getting back to you. Attached is the stop payment that I put on the loan payment that went through our Melair account. Can you please reverse this payment.

Thanks for all your help,

**\*\*\*\*\*ATTENTION\*\*\*\*\***  
**WE HAVE MOVED!!!!!!**  
**PLEASE CHANGE ADDRESS TO**  
**425 Melair Drive**  
**Ayr, ON N0B 1E0**



Kelly Gates  
Controller | JBT Group of Companies  
A: 425 Melair Drive, Ayr, Ontario, N0B 1E0  
P: 519-632-9052  
E: [kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)  
W: [www.jbttransport.com](http://www.jbttransport.com)

*This Ain't a Trial Run - Stephen Fogarty*

---

**From:** Fernandes, Sandra <[Sandra.S.Fernandes@td.com](mailto:Sandra.S.Fernandes@td.com)>

020  
A850

**Sent:** Wednesday, January 29, 2025 08:23

**To:** Kelly G <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>; Jonathan Visva <[jvisva@gmail.com](mailto:jvisva@gmail.com)>

**Cc:** Coelho, Daryl <[Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com)>; Akinsanya, Fola <[Fola.Akinsanya@td.com](mailto:Fola.Akinsanya@td.com)>; Shah, Darshan H <[Darshan.Shah@td.com](mailto:Darshan.Shah@td.com)>

**Subject:** RE: Melair - Excess

Good morning, Kelly, Jonathan,

Melair continues to be in excess, please advise when this will be covered.

Thank you,

Sandra Fernandes

Commercial Banking Service Officer | Financial Restructuring Group | **TD Commercial Banking**

TD Tower, 66 Wellington Street West, 12<sup>th</sup> Floor, Toronto ON. M5K 1A2 | T: 416-983-4007  
F:416-982-6076

---

**From:** Fernandes, Sandra

**Sent:** Tuesday, January 28, 2025 10:03 AM

**To:** Kelly G <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>; Jonathan Visva <[jvisva@gmail.com](mailto:jvisva@gmail.com)>

**Cc:** Coelho, Daryl <[Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com)>; Akinsanya, Fola <[Fola.Akinsanya@td.com](mailto:Fola.Akinsanya@td.com)>; Shah, Darshan H <[Darshan.Shah@td.com](mailto:Darshan.Shah@td.com)>

**Subject:** Melair - Excess

Good morning, Kelly, Jonathan,

Please note payment for Melair went through yesterday which caused the account to go in excess. Can you please cover today and let us know once complete

**MELAIR MANAGEMENT INC.**

A/c \*\*\*8317 /2452      12,353.41-

Thank you,

Sandra Fernandes

Commercial Banking Service Officer | Financial Restructuring Group | **TD Commercial Banking**

A850

021  
A851

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--

**Jonathan Visva**

Cell: +1(416) 897-7741

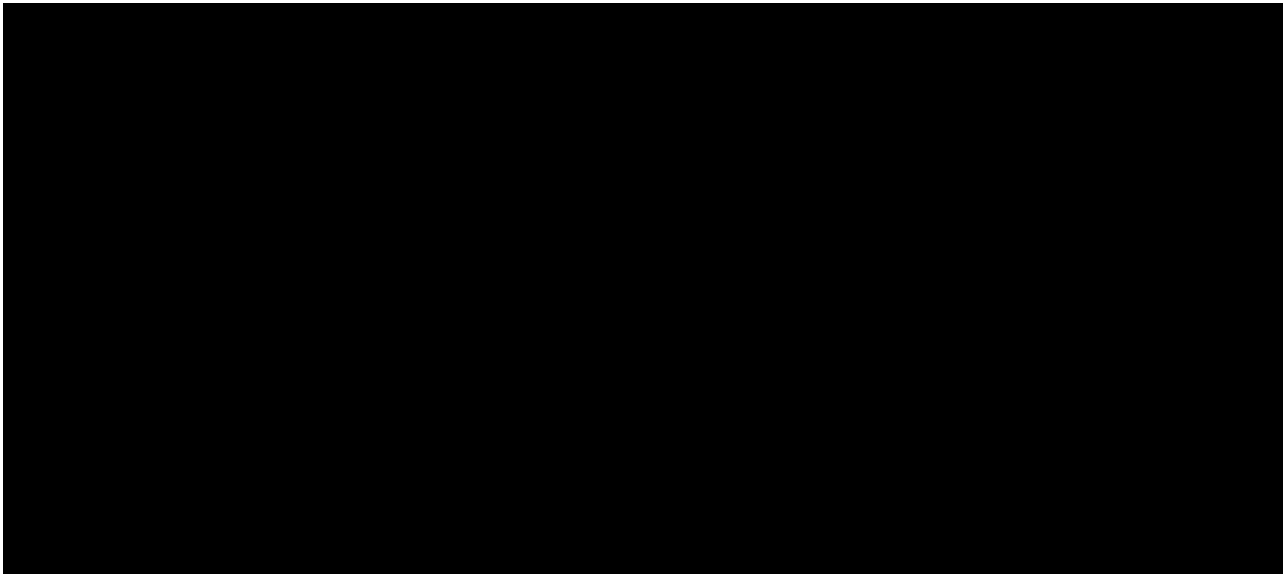
[jvisva@gmail.com](mailto:jvisva@gmail.com)



Virus-free. [www.avast.com](http://www.avast.com)

A851





---

**From:** Jonathan Visva  
**Sent:** Monday, February 3, 2025 10:32  
**To:** Fernandes, Sandra <[Sandra.S.Fernandes@td.com](mailto:Sandra.S.Fernandes@td.com)>  
**Cc:** Coelho, Daryl <[Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com)>; Caitlin Fell <[cfell@reconllp.com](mailto:cfell@reconllp.com)>; Jessica Wuthmann <[jwuthmann@reconllp.com](mailto:jwuthmann@reconllp.com)>; Jasmine Landau <[jlandau@reconllp.com](mailto:jlandau@reconllp.com)>; Rahn Dodick <[rahn.dodick@dodick.ca](mailto:rahn.dodick@dodick.ca)>; naomi.lieberman@dodick.ca; Kelly G <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>; Jennifer Martin <[Jennifer.M@jbtgroup.com](mailto:Jennifer.M@jbtgroup.com)>  
**Subject:** RE: Pre Authorized Payments

Hello Sadra,  
We noted the following payments were processed through our JBT bank account number 5226098 as mentioned by Kelly below.

There payments are associated with debt prior to the NOI filing date of Jan 24, 2025, and we are not allowed to make payments except for the current period activities and without prior approval from the trustee.

Would kindly request you for the reversal of these items. Your assistance on this matter is greatly appreciated and please let us know upon the correction .

Thanks  
Jonathan

**Jonathan Visva, CFO**  
**JBT Group**  
425 Melair Drive, Ayr  
ON N0B 1E0  
+1(416) 897-7741

---

**From:** Kelly G <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>  
**Sent:** Sunday, February 2, 2025 15:50  
**To:** Fernandes, Sandra <[Sandra.S.Fernandes@td.com](mailto:Sandra.S.Fernandes@td.com)>  
**Cc:** Coelho, Daryl <[Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com)>; Jonathan Visva <[j.visva@jbtgroup.com](mailto:j.visva@jbtgroup.com)>  
**Subject:** Pre Authorized Payments

Also, in JBT Canadian bank account number 5226098,

4 visa payments were withdrawn on 1/27/25 for

29.37  
309.65  
1034.15  
3515.13

Can you please reverse the 4 above payments

There is also a BCRS LOAN INTEREST – payment withdrawn for 25,518.42 and a BCRS ADMIN FEE for 250.00

Can you also reverse these 2 withdrawals.

And send me back an email confirmation once this is done and cancel Any future payments.

Thanks,

**\*\*\*\*\*ATTENTION\*\*\*\*\***  
**WE HAVE MOVED!!!!!!**  
**PLEASE CHANGE ADDRESS TO**  
**425 Melair Drive**  
**Ayr, ON N0B 1E0**

024  
A854



**A:** 425 Melair Drive, Ayr, Ontario, N0B 1E0

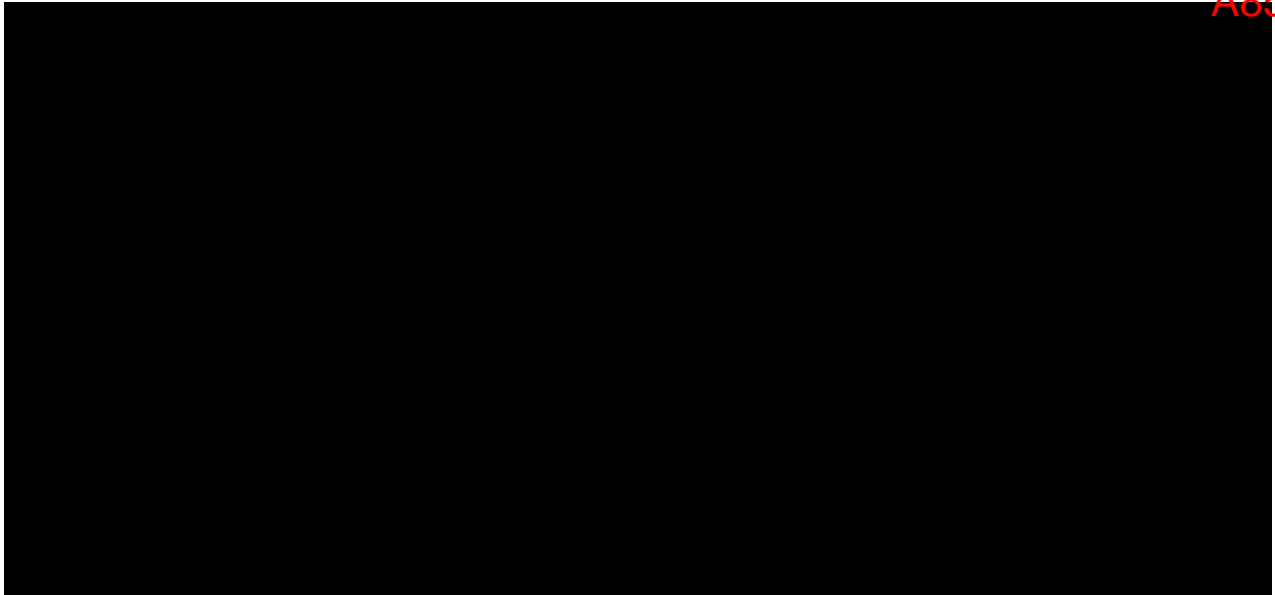
**P:** 519-242-3645

**E:** [kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)

**W:** [www.jbttransport.com](http://www.jbttransport.com)

*This Ain't a Trial Run - Stephen Fogarty*

A854



---

**From:** Jonathan Visva  
**Sent:** Wednesday, February 5, 2025 19:44  
**To:** Fernandes, Sandra <[Sandra.S.Fernandes@td.com](mailto:Sandra.S.Fernandes@td.com)>; Kelly G <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>  
**Cc:** Coelho, Daryl <[Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com)>  
**Subject:** RE: Pre Authorized Payments

Hi Sandra,

Thank you for your support. We've also submitted a few additional requests regarding the reversal of monthly installment (P&I) payments and interest payments (LOC) related to debts prior to the filing date.

As per the requirements, we are instructed to use all collections from the current period for approved payments. We would like to ensure that all customer deposits received after the filing date are directed into our bank accounts and not allocated for the aforementioned items. Can you please confirm that these funds are transferred into our bank accounts and not used for the items mentioned earlier? We need to report our actual receipts and payments to the trustee and our lawyers on a weekly basis.

Hi Kelly,  
Can you please send over the account numbers as requested by Sandra? Also, kindly list any withdrawals you have requested for reversal, along with the supporting documentation.

Additionally, could you please provide a list of customer deposits received in the accounts that you are unable to transfer to the current accounts or utilize for the intended purposes? Please include the deposit date, description, and amount in an Excel file. Also, highlight these items on the bank statement or provide an online printout.

Thank you for your prompt attention to these matters.

Regards  
Jonathan

---

**From:** Fernandes, Sandra <[Sandra.S.Fernandes@td.com](mailto:Sandra.S.Fernandes@td.com)>  
**Sent:** Wednesday, February 5, 2025 17:58  
**To:** Kelly G <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>  
**Cc:** Coelho, Daryl <[Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com)>; Jonathan Visva <[j.visva@jbtgroup.com](mailto:j.visva@jbtgroup.com)>  
**Subject:** RE: Pre Authorized Payments

Hi Kelly,

Please provide the visa # for each of the payments to be reversed below along with the borrower's name.

29.37

309.65

1034.15

3515.13

Thanks,

Sandra Fernandes  
Commercial Banking Service Officer | Financial Restructuring Group | [TD Commercial Banking](#)  
TD Tower, 66 Wellington Street West, 12<sup>th</sup> Floor, Toronto ON. M5K 1A2 | T: 416-983-4007 F:416-982-6076

---

**From:** Kelly G <[kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)>  
**Sent:** Sunday, February 2, 2025 3:50 PM  
**To:** Fernandes, Sandra <[Sandra.S.Fernandes@td.com](mailto:Sandra.S.Fernandes@td.com)>  
**Cc:** Coelho, Daryl <[Daryl.Coelho@td.com](mailto:Daryl.Coelho@td.com)>; Jonathan Visva <[j.visva@jbtgroup.com](mailto:j.visva@jbtgroup.com)>  
**Subject:** Pre Authorized Payments

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Also, in JBT Canadian bank account number 6098,

4 visa payments were withdrawn on 1/27/25 for

29.37

027  
A857

309.65  
1034.15  
3515.13

Can you please reverse the 4 above payments

There is also a BCRS LOAN INTEREST – payment withdrawn for 25,518.42 and a BCRS ADMIN FEE for 250.00

Can you also reverse these 2 withdrawals.

And send me back an email confirmation once this is done and cancel Any future payments.

Thanks,

**\*\*\*\*\*ATTENTION\*\*\*\*\***  
**WE HAVE MOVED!!!!!!**  
**PLEASE CHANGE ADDRESS TO**  
**425 Melair Drive**  
**Ayr, ON N0B 1E0**



Kelly Gates  
Controller | JBT Group of Companies  
A: 425 Melair Drive, Ayr, Ontario, N0B 1E0  
P: 519-242-3645  
E: [kelly.g@jbtgroup.com](mailto:kelly.g@jbtgroup.com)  
W: [www.jbttransport.com](http://www.jbttransport.com)

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A858

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A858











033

A863

B/D	Description	Debit	Credit	Date	Balance
	[REDACTED]	[REDACTED]		[REDACTED]	
	[REDACTED]	[REDACTED]		[REDACTED]	
	[REDACTED]	[REDACTED]		[REDACTED]	
	[REDACTED]	[REDACTED]		[REDACTED]	
	BCRS ADMIN FEE	\$250.00		01/31/2025	
	BCRS LOAN INTEREST	\$25,518.42		01/31/2025	
	[REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]
	Closing Balance			01/31/2025	[REDACTED]

[REDACTED] [REDACTED] [REDACTED]  
[REDACTED] [REDACTED] [REDACTED]

A863













039

B/D	Description	Debit	Credit	Date	Balance
	Closing Balance			01/31/2025	█

A869

█  
█

█  
█

█  
█

A869

040  
A870  


**JBT TRANSPORT INC.**  
**Statement of Account (Bank)**  
Saturday, February 01, 2025 - Friday, February 07, 2025

<b>Account Name:</b> DRUMBO	<b>Account:</b> [REDACTED] 621	<b>Branch:</b> 2452	<b>Currency:</b> CAD
--------------------------------	-----------------------------------	------------------------	-------------------------

B/D	Description	Debit	Credit	Date	Balance
	Balance Forward			02/03/2025	[REDACTED]
	[REDACTED]	[REDACTED]		[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]		[REDACTED]	[REDACTED]
	[REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]		[REDACTED]	[REDACTED]
	JAN BCRS INT REV		\$484.94	02/06/2025	[REDACTED]
	[REDACTED]	[REDACTED]		[REDACTED]	[REDACTED]
	[REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]		[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]		[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]		[REDACTED]	[REDACTED]
	[REDACTED]		[REDACTED]	[REDACTED]	[REDACTED]
	Closing Balance			02/07/2025	\$0.63

**Totals:**  
[REDACTED]                      [REDACTED]                      [REDACTED]

A870

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT  
ACT, RSC 1985, c C-36, AS AMENDED AND**

**Court File No. CV-25-00736572-00CL**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF JBT TRANSPORT INC. ET AL.**

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

*Proceedings commenced at TORONTO*

**REPLY AFFIDAVIT OF DENIS MEDEIROS**  
(sworn February 8, 2025)

**RECONSTRUCT LLP**  
80 Richmond Street West, Suite 1700  
Toronto, ON M5H 2A4

**Caitlin Fell** LSO No. 60091H  
[cfell@reconllp.com](mailto:cfell@reconllp.com)  
Tel: 416.613.8282

**Brendan Bissell** LSO No. 40354V  
[bbissell@reconllp.com](mailto:bbissell@reconllp.com)  
Tel: 416.613.0066

**Jessica Wuthmann** LSO No. 72442W  
[jwuthmann@reconllp.com](mailto:jwuthmann@reconllp.com)  
Tel: 416.613.8288

**Jasmine Landau** LSO No. 74316K  
[jlandau@reconllp.com](mailto:jlandau@reconllp.com)  
Tel: 416.613.4880

**Lawyers for the Applicants**

**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, RSC 1985, c C-36, AS AMENDED  
AND**

Court File No. CV-25-00736572-00CL

**A872**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF JBT TRANSPORT INC. ET AL**

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

*Proceedings commenced at TORONTO*

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(Returnable February 10, 2025)**

**RECONSTRUCT LLP**

80 Richmond Street West, Suite 1700  
Toronto, ON M5H 2A4

**Caitlin Fell** LSO No. 60091H

[cfell@reconllp.com](mailto:cfell@reconllp.com)

Tel: 416.613.8282

**Brendan Bissell** LSO No. 40354V

[bbissell@reconllp.com](mailto:bbissell@reconllp.com)

Tel: 416.613.0066

**Jessica Wuthmann** LSO No. 72442W

[jwuthmann@reconllp.com](mailto:jwuthmann@reconllp.com)

Tel: 416.613.8288

**Jasmine Landau** LSO No. 74316K

[jlandau@reconllp.com](mailto:jlandau@reconllp.com)

Tel: 416.613.4880

**Lawyers for the Applicants**

**A872**