

March 25, 2014

To Creditors of Arctic Beverages Limited

Dear Sirs:

Arctic Beverages Limited, Notice of Intention to Make a Proposal

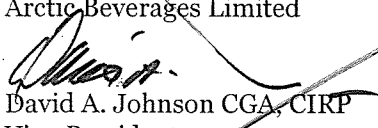
We advise that on March 19, 2014, Arctic Beverages Limited filed a Notice of Intention to Make a Proposal pursuant to the provisions of Section 50.4(1) of the Bankruptcy and Insolvency Act ("BIA"). In this regard we enclose copies of the following:

- Notice of Intention to Make a Proposal (Form 33) filed by Arctic Beverages Limited
- Consent of PricewaterhouseCoopers Inc, 2300 One Lombard Place, Winnipeg,
- List of creditors owed more than \$250,
- Copy of the Certificate of Filing of Notice of Intention to Make a Proposal issued by the Office of the Superintendent of Bankruptcy on March 19, 2014; and
- Letter from Arctic Beverages Limited

Pursuant to the provisions of Section 50.4(8) of the BIA, Arctic Beverages Limited has thirty days, unless that timeframe is extended by the Court, to file a Proposal with our office. During that time, Section 69(1) of the BIA provides that no creditor shall commence or continue any action, execution or other proceeding against Arctic Beverages Limited without approval of the Court.

At the moment, there are no requirements for creditors to file claims and further information will be provided as the process moves forward.

Yours truly,
PricewaterhouseCoopers Inc.
Trustee under the Notice of Intention to Make a Proposal filed by
Arctic Beverages Limited


David A. Johnson CGA, CIRP
Vice-President



March 25, 2014

To Our Creditors

Your are receiving with this letter a formal notice indicating that Arctic Beverages Limited (“ABL”) has filed a Notice of Intention to Make a Proposal (“NOI”) under the provisions of applicable legislation. This was a necessary step initiated to ensure the ongoing viability of the ABL business. We also want to let our stakeholders know that ABL and its sister Company, Arctic Beverages Sask Limited, have entered into a sale process aimed at ensuring stable long term ownership is put in place and for this purpose, they have engaged PricewaterhouseCoopers Corporate Finance to manage the sale process. We have also negotiated an interim financing agreement to ensure ongoing purchases and financial commitments can be met as we move forward.

Unfortunately, as a result of the filing of the NOI, ABL is not in a position at the current time to fund pre-existing payables and financial obligations and, in this regard, we ask that you be patient as we work through the NOI period and the sale process.

If you have any questions about the current situation or go forward arrangements, please contact Harold Bonazew, who will be able to assist you.

We have had lots of success in the past, and we have a dedicated employee and customer base. Our expectation is to emerge from this process as a strong sustainable business. Your support through this next period of time is appreciated.

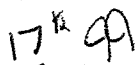
Thank You

**ARCTIC BEVERAGES LTD
HAROLD BONAZEWE
GENERAL MANAGER
hbbonazew@arcticbev.com
204-633-8686**

IN THE MATTER OF: **ARCTIC BEVERAGES LIMITED**

CONSENT OF TRUSTEE

PRICEWATERHOUSECOOPERS INC. of the City of Winnipeg in the Province of Manitoba, being a duly licensed Trustee pursuant to the provisions of the Bankruptcy and Insolvency Act hereby consents to its appointment as Trustee under a Notice of Intention to Make a Proposal being filed by Arctic Beverages Limited.

DATED at Winnipeg, Manitoba, this ^{17th}  day of March, 2014.

PRICEWATERHOUSECOOPERS INC.

per: 

B. Jeffrey Johnson, CA, CIRP
Senior Vice-President

District of: Manitoba
Division No. 01 - Winnipeg
Court No.
Estate No.

- FORM 33 -
Notice of Intention To Make a Proposal
(Subsection 50.4(1) of the Act)

In the matter of the proposal of
Arctic Beverages Limited
of the City of Winnipeg, in the Province of Manitoba

Take notice that:

1. I, Arctic Beverages Limited, an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. PricewaterhouseCoopers Inc. of One Lombard Place Suite 2300, Winnipeg, MB, R3B 0X6, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the City of Winnipeg in the Province of Manitoba, this 2nd day of March 2014.



Arctic Beverages Limited
Insolvent Person

To be completed by Official Receiver:

Filing Date _____

Official Receiver

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
1155 Sherwin Road			29,211.01
7328010 Canada Ltd.			1,583,538.00
A SAPACH TRUCKING LTD.			4,191.51
ABC FIRE & SAFETY			990.50
ABELL PEST CONTROL INC.			274.47
ACKLANDS - GRAINGER INC.			975.95
AJ's MAINTENANCE & SUPPLY			1,221.26
ALEX COULOMBE LTEE.			627,959.17
ALEXANDERS AUTO RANCH			309.82
ALLSTREAM INC.			506.14
AON REED STENHOUSE INC.			68,502.73
APETAGON SMALL ENGINE REPAIRS			742.95
AR & E			313.01
ARCTIC CO-OPERATIVES LTD.			5,040.00
ARCTIC RADIO (1982) LIMITED			2,754.15
ATAWEKAMIK FAMILY FOODS			2,832.00
BEECH ELECTRIC LTD.			4,077.22
BEVERAGE DIGEST			1,970.00
BLUE ANGEL TECHNICAL SERVICES			3,776.33
BMW Canada Inc.	50 Ultimate Drive Richmond Hill ON L4S 0C8		251.00
BOB'S AUTO SERVICE			1,795.43
BRAD BARTRAM			663.16
BUDGET BUILDING MAINTENANCE			1,562.40
CANADA BREAD COMPANY LIMITED			563.67

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
CBCRA			279,347.24
CITY OF FLIN FLON			451.50
CITY OF FLIN FLON			27,312.58
CITY OF THOMPSON			1,044.59
CITY OF THOMPSON			1,802.09
CITY OF THOMPSON - ARENA			1,193.58
CITY OF THOMPSON - POOL			2,932.93
COIN ACCEPTORS CANADA			3,212.69
COMPACK			1,930.94
CONTRO - LEC PROJECT DEV. LTD.			733.37
CORNERVIEW FAMILY FOODS			3,058.00
CROSS LAKE FAMILY FOODS			6,767.50
CWB INSTITUTE			2,720.87
DIGMOR CONSTRUCTION LTD.			330.75
EDDIES FAMILY FOODS			2,231.00
EVENTS SUPPLY & DECORATING			1,017.50
Exchange Income Corporation	1067 Sherwin Road Winnipeg MB R3H 0T8		5,776,220.00
FCB SERVICES INC			3,920.00
FFDEC			294.00
FLEET BRAKE PARTS & SERVICE LTD			9,311.44
FLIN FLON JUNIOR BOMBERS			2,891.00
FRITO LAY CANADA			75,150.86
GARDEWINE NORTH			527.12
GENERAL SIGNS LTD.			256.51
GENERAL STEAM			1,307.25

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
GLENN STEFANKO			528.58
GORDYS TIRE & LUBE INC.			1,612.27
GREAT WEST LIFE ASSURANCE CO			93,675.77
GRUB BOX FAMILY FOOD			10,344.00
HAROLD BONAZEW			662.36
HAYES AUTO BODY & GLASS			855.62
I.T.S. LEASING INC			289.13
IDC COMMUNICATIONS			303.96
IDEAS UNLIMITED PROMOTIONS			3,228.60
IMPACT SECURITY GROUP			406.12
J M HOLDINGS LTD.			10,055.47
JACK LINKS CANADA COMPANY			18,082.26
JOHNSON WASTE MANAGEMENT			1,425.30
KELSEY RECREATION COMMISSION			345.00
KIKIWAK INN			1,058.90
KILLARNEY PRINTING INC.			472.50
KLEEN ALL			3,270.54
KNC ELECTRIC LTD.			473.70
LAKE OF THE WOODS DISTRICT HOS			760.00
LARTERS ST. ANDREWS G & CC			2,150.00
LGD OF MYSTERY LAKE			390.85
LIFT CAPITAL CORP			1,506.25
Lift Capital Corporation	300 The East Mall Suite 401 Toronto ON M9B 6B7		251.00
LIVINGSTON INTERNATIONAL INC.			265.99
LOW'S FAMILY FOODS			6,140.75

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
MANITOBA HYDRO			31,717.56
MANITOBA PUBLIC INSURANCE			43,626.21
MANITOULIN TRANSPORT			3,267.21
MARK IV			3,069.64
MARK'S WORK WEARHOUSE LTD.			767.48
MAT MASTER INC.			559.80
MCMUNN & YATES			285.80
MCN FOODS			2,499.50
MIKE TOPOROWSKY			3,600.00
MINUTE MUFFLER & BRAKE			351.84
MISCELLANEOUS VENDOR			313.01
MNP LLP			2,069.38
MTS INC			6,744.73
MYRON			2,066.55
MYSTERY LAKE			915.50
MYSTERY LAKE HOTEL			9,872.94
NICHOL COMMERCIAL LICENSING			416.85
North America Leasing Inc.	400-5 Donald Street Winnipeg MB R3L 2T4		251.00
NORTH OF 53 CONSUMERS CO-OP			14,405.94
NORTHLAND TIRE LTD.			2,281.22
OB & BB HOLDINGS LTD			3,167.80
OCEAN TRAILER			2,973.34
OCN SHELL			21,711.86
ORKIN CANADA CORPORATION			1,003.84
PARAMOUNT COMPUTER SOLUTIONS			7,743.75
PARMALAT CANADA INC.			141,883.52
PBDC			400.00

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
PEPSI BOTTLING GROUP			1,211,196.86
PERIMETER AVIATION LP			8,269.85
PETERBILT MANITOBA LTD			222,793.30
Peterbilt Manitoba Ltd.	1895 Brookside Blvd Winnipeg MB R3C 2E6		251.00
PETERBILT MANITOBA PACLEASE			40,628.79
PROSPECTOR INN			487.30
PUROLATOR COURIER LTD.			395.61
QBD COOLING SYSTEMS INC.			10,494.88
QTG CANADA INC			28,848.77
QUALITY VENDING & COFFEE			3,360.00
RAPID CLEANERS			793.26
RECEIVER GENERAL FOR CANADA			32,385.40
RELIANCE SERVICES (1994) LTD.			3,127.59
REMINDER ONLINE (4623763 MB LTD)			286.65
RENE FRANCOEUR			498.24
RICK HUCK FAMILY FOODS			658.25
Royal Bank of Canada	2nd Floor, 220 Portage Avenue Winnipeg MB R3C 0A5		3,935,865.00
Royal Bank of Canada	180 Wellington St W BSC 3rd Floor Toronto ON M5J 1J1		251.00
Royal Bank of Canada	36 York Mills Road 4th Floor Toronto ON M2P 0A4		251.00
SCREEN DESIGN			1,924.71
SECCURIS			1,559.55
SECOND DIMENSION INTL			24,349.59
SODEXO CANADA			6,356.51
STAPLES			473.79

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
STEVENSON MANAGEMENT SERVICES			8,716.17
SYNERGY (DIV. OF MRG INC.)			995.93
TAYLOR AUTOMOTIVE			379.50
TEC VIDEO SECURITY			271.20
TERRITORIAL BEVERAGES			23,552.03
THE NORTH WEST COMPANY LP			3,911.36
THE PAS MINOR HOCKEY			250.00
THOMPSON FORD SALES			1,935.89
THUMPER AUTO SERVICE			3,445.42
TN ARENA LP			49,008.09
TOROMONT INDUSTRIES LTD			567.00
TOWN OF THE PAS			1,150.01
Trailer Wizards Ltd.	c/o #506, 933 - 17 Avenue SW Calgary AB T2T 5R6		251.00
TREV'S ELECTRIC			321.35
Tribal Councils Investment Group of Manitoba Ltd.			11,517,489.00
TRUE BLUE CONSTRUCTION			281.19
TYCO INTEGRATED SECURITY			625.30
UCN THE PAS			357.01
VICTORIA INN NORTH			890.48
VOLVO CAR FINANCIAL SERVICE LEASING			294.00
WAR LAKE FIRST NATION			1,000.00
WAREHOUSE SUPPLY INC			4,178.06
WASTE MANAGEMENT			681.79
WAWATAY INN			1,811.47
WESTERN MICRO SYSTEMS LTD.			11,625.40



Industry Canada

Office of the Superintendent
of Bankruptcy Canada

Industrie Canada

Bureau du surintendant
des faillites Canada

District of Manitoba
Division No. 01 - Winnipeg
Court No. 21-1849943
Estate No. 21-1849943

In the Matter of the Notice of Intention to make a
proposal of:

Arctic Beverages Limited
Insolvent Person

PRICEWATERHOUSECOOPERS INC.
Trustee

Date of the Notice of Intention: March 19, 2014

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: March 20, 2014, 09:28

E-File/Dépôt Electronique

Official Receiver

400 St. Mary Avenue, 4th Floor, Winnipeg, Manitoba, Canada, R3C4K5, (877)376-9902

Canada