

COURT FILE NUMBER	BKY-RG-00269-2024
ESTATE NO.	23-3119275
COURT	COURT OF KING'S BENCH OF SASKATCHEWAN
JUDICIAL CENTRE	SASKATOON
APPLICANT	MNP LTD. IN ITS CAPACITY AS THE PROPOSAL TRUSTEE IN THE DIVISION I PROPOSAL OF RIVERIENE FARM LTD.
PROCEEDING	IN THE MATTER OF THE PROPOSAL OF RIVERIENE FARM LTD. UNDER DIVISION I OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, C. B-3,
DOCUMENT	<u>SUPPLEMENTAL REPORT OF TRUSTEE ON AMENDED PROPOSAL</u>
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MNP LTD. PROPOSAL TRUSTEE OF RIVERIENE FARM LTD. Suite 1300, MNP Tower 10235 – 101 Street NW Edmonton, AB T5J 3G1 Tel: (780) 705-0073 Fax: (780) 409-5415 Attn: Kristin Gray Kristin.Gray@mnp.ca MLT AIKINS LLP COUNSEL TO PROPOSAL TRUSTEE Suite 1201, 409 - 3rd Avenue South Saskatoon, SK S7K 5R5 Tel: (306) 975-7136 Fax: (306) 975-7145 Attn: Jeff Lee, K.C. jmlee@mltaikins.com

**IN THE COURT OF KING'S BENCH OF SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF
RIVERIENE FARM LTD.**

FORM 40

SUPPLEMENTAL REPORT OF TRUSTEE ON AMENDED PROPOSAL
(Section 59(1) and paragraph 58(d) of the Act)

MNP Ltd., of the City of Edmonton, of the Province of Alberta, the Licensed Insolvency Trustee acting in the Proposal of Riveriene Farm Ltd. (the "**Company**"), hereby reports to the Court as follows:

1. On August 22, 2024, the Company filed a Notice of Intention to make a Proposal (the "**NOI**"). MNP Ltd. consented to act as Licensed Insolvency Trustee in regard to the NOI (the "**Trustee**").
2. The Company filed a Proposal to Creditors (the "**Proposal**") with MNP Ltd. on September 20, 2024. MNP Ltd. filed a copy of the Proposal with the Official Receiver on September 20, 2024.
3. The Company filed an Amended Proposal to Creditors (the "**Amended Proposal**") with MNP Ltd. on October 10, 2024. MNP Ltd. filed a copy of the Amended Proposal with the Official Receiver on October 16, 2024.
4. On October 18, 2024, the Trustee finalized its Form 40 Report of Trustee on the Amended Proposal (the "**Report**").
5. On October 22, 2024, counsel to the Proposal Trustee filed with the Court the Report, a Notice of Application to Approve the Amended Proposal and a Draft Order (the "**Application Materials**").
6. On October 22, 2024, the Application Materials were served on the service list, inclusive of all proven creditors.
7. On October 24, 2024, the Trustee was served with the following documents by McKercher LLP, counsel to R&F Livestock Inc., a creditor of the Company;
 - i. Affidavit of Bryce Fisher sworn October 24, 2024, comprising 438 pages (the "**Fisher Affidavit**");
 - ii. Affidavit of Raquel Dyck sworn October 24, 2024, comprising 53 pages; and,
 - iii. Affidavit of Cameron Johnson sworn October 24, 2024, comprising 19 pages.

IN THE MATTER OF THE PROPOSAL OF RIVERIENE FARM LTD.
SUPPLEMENTAL REPORT OF TRUSTEE ON AMENDED PROPOSAL

Paragraphs 20(d) to 20(f) of the Fisher Affidavit

8. In response to paragraphs 20(d) to 20(f) of the Fisher Affidavit, the Trustee notes that the information as to the debts owing to creditors of the Company is based on the books and records provided by the Company to the Trustee as at August 22, 2024, (the date of filing of the NOI). Information as to debts owed by a debtor provided to the Proposal Trustee at the time of filing of an NOI is frequently subject to change - based on the issuance of invoices and other timing considerations. This consideration is addressed by the requirement for creditors of the debtor to prove their claims by filing a Proof of Claim with the Trustee.

Paragraph 28(a) of the Fisher Affidavit

9. In response to paragraph 28(a) of the Fisher Affidavit, it is the Trustee's understanding that counsel to Bank of Montreal ("**BMO**") requested an adjournment of the meeting in order to allow them to obtain instructions from their client. Counsel to BMO did not indicate that the purpose of the adjournment was to allow for time for BMO to file a Proof of Claim with the Trustee. BMO has not filed a Proof of Claim with the Trustee as at the date of this report.

Paragraph 30(a) of the Fisher Affidavit

10. In response to paragraph 30(a) of the Fisher Affidavit, the Trustee notes that the referenced financial statements are management prepared financial statements for the period of September 1, 2023, to August 31, 2024. Such statements can be produced and printed from the Company's accounting software at any date. As is commonly the case with financial statements printed from accounting software, the date referenced in the Affidavit is the date on which those financial statements were printed from the accounting software.

Paragraphs 30(d) and 35(d) of the Fisher Affidavit

11. In response to paragraphs 30(d) and 35(d) of the Fisher Affidavit, the Trustee notes that the Affidavit incorrectly states that dividends were taken in the amount of \$400,000.00 for the period of September 1, 2023, to August 31, 2024. The dividends taken by Dennis Hagel and Brenda Hagel during this period were \$86,000.00 and \$77,347.99, respectively. The \$400,000.00 item recorded as "Dividends" on the balance sheet dated August 31, 2024, is related to the year ending August 31, **2023**. Such items are routinely closed out to retained earnings as part of the subsequent year end procedures (which in this case has yet to be completed by the Company).

Paragraph 30(f) of the Fisher Affidavit

12. In response to paragraph 30(f) of the Fisher Affidavit, the Trustee's analysis is based on the values disclosed in the debtor's sworn Statement of Affairs. Inventory amounts are subject to regular fluctuation based on the nature of business operations.

IN THE MATTER OF THE PROPOSAL OF RIVERIENE FARM LTD.
SUPPLEMENTAL REPORT OF TRUSTEE ON AMENDED PROPOSAL

Paragraph 32 of the Fisher Affidavit

13. In response to paragraph 32 of the Fisher Affidavit, the Trustee confirms that the claim filed by Aero Delivery Ltd. ("**Aero**") and admitted for voting purposes in the amount of \$140,650.75 is correct. The statement included in Aero's Proof of Claim includes post-filing invoices. However, the amount included in the Aero claim totals \$140,650.75. Attached as **Exhibit "A"** to this Supplemental Report is a spreadsheet evidencing the provable amount of the Aero claim.

Paragraph 33(b)(v) of the Fisher Affidavit

14. In response to paragraph 33(b)(v) of the Fisher Affidavit, the Trustee understands that the creditor simply amended and updated the amount on its original Proof of Claim and did not update the inked date on page 2 of the Proof of Claim.

Paragraph 35(c) of the Fisher Affidavit

15. In response to paragraph 35(c) of the Fisher Affidavit, the Trustee notes that an amended liquidation analysis (originally presented as Table 5 in the Trustee's Report to Creditors dated September 26, 2024) was completed on October 10, 2024, in response to the Amended Proposal. The amended liquidation analysis was presented at the First Meeting of Creditors and was sent to all known creditors by regular mail, or email (as applicable). The amended liquidation analysis was prepared on the assumption there was equity in the Company's land and building that may be available to the Company's unsecured creditors in the event of a bankruptcy, given the concern raised by a creditor in respect of the security held by one of the Company's secured creditors.

Great Northern Pet Food Inc.

16. In response to various comments throughout the Fisher Affidavit in relation to the proposal or letter of intent provided by Great Northern Pet Food Inc. ("**Great Northern**"), the Trustee confirms that its liquidation analysis reflected a liquidation/bankruptcy scenario, not a going concern sale. Further, as at the date of the Trustee's Report to Creditors (September 26, 2024) and as at the date of the First Meeting of Creditors (October 10, 2024), the Trustee had not been provided with any form of proposal or letter of intent from Great Northern. The proposal or letter of intent from Great Northern entitled "Memorandum of Understanding" was sent via email to the Company (with a copy to the Trustee) on October 17, 2024.

Legal Proceeding KBG-SA-903-2021

17. In response to various comments throughout the Fisher Affidavit in relation to the assignable value of the legal proceeding KBG-SA-903-2021, the Trustee notes that the action is based on a defended contingent claim, the value of which is not ascertainable by the Trustee. Further, the Company confirmed to the Trustee that it has not decided on a course of action, or next steps,

IN THE MATTER OF THE PROPOSAL OF RIVERIENE FARM LTD.
SUPPLEMENTAL REPORT OF TRUSTEE ON AMENDED PROPOSAL

if any, in respect of this litigation. The Company did not include this litigation as an asset on its sworn Statement of Affairs.

18. The Trustee confirms that it has not received any additional proven claims, or voting letters, since the First Meeting of Creditors.

19. The Trustee has today forwarded to the Superintendent of Bankruptcy a copy of this Supplemental Report.

DATED AT the City of Edmonton, in the Province of Alberta this 25th day of October 2024.

MNP LTD.
Licensed Insolvency Trustee



Per: Kristin Gray, CPA, CA, CIRP, LIT

Exhibit “A”



MULTI-TEMPERATURE STORAGE & TRANSPORTATION

1-888-Try-Aero / aerodelivery.ca / sales@aerodelivery.ca

1701 - 16th Street West, Saskatoon SK, S7M 5J5

Statement

Carnivora (Riveriene Farm)

518 45A St

Saskatoon SK S7K 0W7

Date: 10/03/2024

Page: 1

Date	Invoice#	PO#	Receivables		Cur.	Charges	Payments/	
			Reference				Credits	Amount Due
5/3/2024	387248	11846	na		CAD	221.82		221.82
5/6/2024	387434	11735	na		CAD	1,219.30		1,219.30
5/6/2024	387470	1165811755	na		CAD	395.81		395.81
5/6/2024	387472	11881	na		CAD	197.90		197.90
5/6/2024	387488	4473151	na		CAD	989.53		989.53
5/6/2024	387489	4473152	na		CAD	989.53		989.53
5/6/2024	387493	1171811744	na		CAD	593.72		593.72
5/7/2024	387651	1181911828	11740	na	CAD	593.72		593.72
5/7/2024	387660	1172411825	11811	na	CAD	1,223.12		1,223.12
		1181211815						
5/7/2024	387670	1171111712	11942	na	CAD	1,176.41		1,176.41
		1180811679						
5/8/2024	387731	11945	na		CAD	197.90		197.90
5/8/2024	387732	1185411816	11783	na	CAD	1,524.13		1,524.13
		1182911851						
5/8/2024	387733	11732	na		CAD	197.90		197.90
5/8/2024	387825	11827	na		CAD	194.76		194.76
5/8/2024	387856	3051924	5184475669		CAD	988.17		988.17
5/9/2024	387928	4475670	518		CAD	790.53		790.53
5/10/2024	388067	B3052632	4475673		CAD	985.54		985.54
05/14/2024	388318	B3053105	4475678		CAD	985.54		985.54
05/15/2024	388480.01	B3054046	4477357		CAD	982.82		982.82
05/15/2024	388523	11758	na		CAD	197.90		197.90
05/15/2024	388524	1181011850	11888	na	CAD	1,383.44		1,383.44
		1187611873	11563					
		11860						
05/15/2024	388529	11882	na		CAD	197.63		197.63
05/15/2024	388535	1158911648	11820	na	CAD	592.90		592.90
05/15/2024	388536	1203012028	12029	na	CAD	592.90		592.90
05/15/2024	388549	1161111848	11837	na	CAD	1,557.93		1,557.93
		1179111765	11764					
		1174711746						
05/16/2024	388640	B3054504	4477359		CAD	22.05		22.05
05/16/2024	388667	11931	na		CAD	156.54		156.54
05/16/2024	388725	1188511857	11877	na	CAD	790.53		790.53
		11862						
05/16/2024	388726	12020	na		CAD	395.27		395.27
05/17/2024	388740	11686	na		CAD	18.38		18.38
05/21/2024	388821	B3054835	519		CAD	982.82		982.82
05/21/2024	388906	B3055296	4477361		CAD	982.82		982.82
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05/22/2024	389045	1190711856	11590	na	CAD	591.27		591.27
05/22/2024	389084	11879	na		CAD	136.11		136.11
05/23/2024	389258	B3056314	4481925		CAD	981.46		981.46
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		1185211838	12062					
		11940						
05/24/2024	389348	1193211947	11953	na	CAD	2,244.48		2,244.48
		1194611979	11913					
		1195611938	11950					
05/24/2024	389381	1161211918	11917	na	CAD	609.65		609.65
05/24/2024	389384	11787	na		CAD	196.81		196.81
05/27/2024	389596	1186811859	11855	na	CAD	609.65		609.65
05/27/2024	389603	11723	na		CAD	304.83		304.83
05/27/2024	389637	119941199311992	na		CAD	1,219.30		1,219.30
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05/29/2024	389921	B3058254	4485896		CAD	980.78		980.78
05/30/2024	390095	B3058773	4485898		CAD	980.78		980.78
05/31/2024	390177	B3059023	4485899		CAD	980.78		980.78
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6/3/2024	390323	B3059616	4485900		CAD	980.78		980.78
6/3/2024	390394	119011190911936	na		CAD	1,320.27		1,320.27
		119371193911955						
6/4/2024	390449	120451196811995	na		CAD	1,701.74		1,701.74

		119821210212049					
		12154					
6/4/2024	390459	121301207512111	na		CAD	972.42	972.42
		12113					
6/5/2024	390630	11996	na		CAD	194.76	194.76
6/5/2024	390693	B3060564	4487449		CAD	983.41	983.41
6/6/2024	390802	120061200312039	na		CAD	609.65	609.65
6/6/2024	390826.01	1200411832	na		CAD	272.22	272.22
6/6/2024	390827.01	12097	na		CAD	136.11	136.11
6/6/2024	390845	12088	na		CAD	304.83	304.83
6/6/2024	390861.01	11625	na		CAD	304.83	304.83
6/6/2024	390871	120661206812067	na		CAD	788.36	788.36
		11925					
6/6/2024	390872	119161191511900	na		CAD	394.18	394.18
6/6/2024	390897	4487450	na		CAD	983.41	983.41
6/6/2024	390904	121211211912118	na		CAD	590.45	590.45
6/6/2024	390910	118701162411981	na		CAD	2,579.89	2,579.89
		119851201411967					
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6/6/2024	390942	121611215912160	na		CAD	590.05	590.05
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6/11/2024	391396	120911210312110	na		CAD	1,770.13	1,770.13
		119491198411887					
		116361209012071					
6/11/2024	391424	12101/12188/12023	na		CAD	2,282.76	2,282.76
		/12169/12033/1218					
		5/12114					
6/12/2024	391435	121571215812165	na		CAD	1,828.95	1,828.95
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		116881205312143					
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		1174111849	11797				
		11757					
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		1213112152					
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06/18/2024	392172	11990	na		CAD	196.41	196.41
06/19/2024	392195	B3064953	4495180		CAD	978.64	978.64
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06/21/2024	392466	4495183	na		CAD	978.64	978.64
06/24/2024	392663	B3066216	4495184		CAD	978.64	978.64
06/25/2024	392769	12262	na		CAD	156.54	156.54
06/26/2024	392861	12267	na		CAD	195.73	195.73
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06/26/2024	392906	1224212243	12244 na		CAD	589.23	589.23
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		12149					
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		1222812224	12116				
		1210512151					
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06/27/2024	393136	4497487	na		CAD	983.41	983.41
06/28/2024	393192	12297	na		CAD	136.11	136.11
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7/5/2024	393840	4501231		na	CAD	986.13	986.13
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7/9/2024	394101	1022		na	CAD	986.13	986.13
7/10/2024	394266	1235212351	12339	na	CAD	1,416.12	1,416.12
		1233012035	12321				
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7/10/2024	394351	12332		na	CAD	136.11	136.11
7/10/2024	394354	1234612348	12347	n	CAD	1,828.95	1,828.95
		1216212344	12342	a			
7/10/2024	394389	1236412338		n	CAD	304.83	304.83
7/10/2024	394422	1232412325	12326	n	CAD	591.68	591.68
7/10/2024	394423	1232012357	12358	n	CAD	591.68	591.68
7/10/2024	394433	4503301		n	CAD	986.81	986.81
7/11/2024	394531	4503302		n	CAD	986.81	986.81
7/12/2024	394656	na		n	CAD	986.81	986.81
7/12/2024	394760	1235012345	12341	n	CAD	591.68	591.68
07/15/2024	394765	12407		n	CAD	197.36	197.36
07/15/2024	394877	na		n	CAD	36.75	36.75
07/15/2024	394903	1231912378	12377	n	CAD	1,567.88	1,567.88
		1229512296	12388				
		12389					
07/15/2024	394911.01	12396		n	CAD	136.11	136.11
07/15/2024	394912	11698		n	CAD	136.11	136.11
07/15/2024	394934.01	12422		n	CAD	156.54	156.54
07/16/2024	394978	1240912405	12402	n	CAD	1,578.90	1,578.90
		1240012398	12397				
		1239112077					
07/16/2024	394995	1237012367	12371	n	CAD	394.45	394.45
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		1237412361	12331				
		12328					
07/17/2024	395017	12423		n	CAD	197.36	197.36
07/16/2024	395055	12424		n	CAD	194.76	194.76
07/17/2024	395076	1241412425	12334	n	CAD	914.48	914.48
07/17/2024	395131	na		n	CAD	989.53	989.53
07/18/2024	395188.01	12256		n	CAD	136.11	136.11
07/18/2024	395194	4506352		n	CAD	989.53	989.53
07/19/2024	395318.01	1242912421	12420	n	CAD	733.88	733.88
		12419					
07/19/2024	395319	12401		n	CAD	197.90	197.90
07/22/2024	395379	4506353		n	CAD	989.53	989.53
07/20/2024	395473	12432		n	CAD	152.87	152.87
07/23/2024	395636	1244912455		n	CAD	489.25	489.25
07/24/2024	395733	4509256		n	CAD	985.45	985.45
07/24/2024	395754.01	1243412437		n	CAD	609.65	609.65
07/24/2024	395767.01	12451		n	CAD	136.11	136.11
07/24/2024	395814	1243912452	12453	n	CAD	593.72	593.72
07/23/2024	395874	12459		n	CAD	194.76	194.76
07/26/2024	396025	1244412446	12443	n	CAD	582.70	582.70
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07/26/2024	396026	1246412457	12463	n	CAD	791.63	791.63
		12462					
07/29/2024	396240	12473		n	CAD	197.09	197.09
07/29/2024	396244	1248212483		n	CAD	394.18	394.18
07/29/2024	396245	1247812480		n	CAD	394.18	394.18
07/31/2024	396528	11716		n	CAD	304.83	304.83
07/31/2024	396537	na		n	CAD	138.96	138.96
8/1/2024	396593	4513974		n	CAD	983.41	983.41
8/1/2024	396740	12506		n	CAD	196.69	196.69
8/2/2024	396789	na		n	CAD	983.41	983.41
8/6/2024	396940	na		n	CAD	393.36	393.36
8/6/2024	396978	12552		i	CAD	36.75	36.75
		na		a			
8/6/2024	397058	12523		ba	CAD	194.76	194.76
8/7/2024	397068	1251712520	12536	na	CAD	1,792.32	1,792.32
		1250912500	12499				
		1249812497					
8/6/2024	397094	12559		na	CAD	156.54	156.54
8/7/2024	397116	1251612519	12518	na	CAD	1,655.31	1,655.31
		1251412513	12510				
		12508					
8/8/2024	397215	12469		na	CAD	197.09	197.09
8/8/2024	397298	na		na	CAD	785.63	785.63
8/9/2024	397370	4515514		na	CAD	982.04	982.04
8/9/2024	397425.01	1251512512		na	CAD	272.22	272.22
08/15/2024	397828	na		na	CAD	982.04	982.04
08/15/2024	397897.01	12621		na	CAD	136.11	136.11
08/15/2024	397908.01	1252212585	11763	na	CAD	914.48	914.48
08/16/2024	397931	4520263		na	CAD	2,225.42	2,225.42
08/16/2024	397932.02	1253312531	12532	na	CAD	1,524.13	1,524.13
		1253912529					
08/16/2024	398080	1252412527	12526	na	CAD	393.36	393.36
		12528					
08/16/2024	398086	1257312564	12555	na	CAD	1,374.86	1,374.86
		1255712553	12550				
		12544					
08/16/2024	398087	1257112556	12562	na	CAD	408.33	408.33

		12561						
08/19/2024	398264	1258612600		na	CAD	392.82		392.82
08/19/2024	398293	4520265		na	CAD	1,960.00		1,960.00
08/19/2024	398296	1261612626	12622	na	CAD	589.23		589.23
08/19/2024	398309	1259512594	12590	na	CAD	392.00		392.00
08/19/2024	398317	1261812625		na	CAD	484.52		484.52
08/19/2024	398332	12547		na	CAD	242.77		242.77
08/20/2024	398376	12404		na	CAD	243.95		243.95
08/20/2024	398511	1258812612	12610	na	CAD	680.53		680.53
DATE OF NOI - AUGUST 22, 2024								
								140,650.75
09/26/2024	402556	1282112824	12827	na	CAD	1,579.21		1,579.21
		1282812833	12834					
		1283812842	12780					
09/26/2024	402586	1287512876	12912	na	CAD	967.07		967.07
		1291312845						
09/27/2024	402636	na		na	CAD	36.75		36.75
09/27/2024	402707	na		na	CAD	967.07		967.07
09/30/2024	402772	na		na	CAD	773.66		773.66
09/30/2024	402891	1293112888	12889	na	CAD	775.83		775.83
		12890						
09/30/2024	402892	1286112879	12882	na	CAD	2,501.84		2,501.84
		1288112900	12903					
		1290812915	12917					
		1291912921	12929					
		1292412922						
09/30/2024	402925	na		na	CAD	36.75		36.75
10/1/2024	402988	1294412946	12945	na	CAD	1,524.13		1,524.13
		1294811974	12949					
		12951						
10/1/2024	403025	1297012911		na	CAD	386.83		386.83
10/1/2024	403144	12954		na	CAD	194.76		194.76
10/2/2024	403212	1297512986	12994	na	CAD	1,353.90		1,353.90
		1294012953	12959					
		12965						
10/2/2024	403233	12974		na	CAD	193.41		193.41
10/3/2024	403278	3096245		na	CAD	1,086.86		1,086.86
09/18/2024	Unapplied				CAD		1,860.62	-1,860.62
09/25/2024	Unapplied				CAD		4,749.54	-4,749.54
						153,028.82	6,610.16	146,418.66