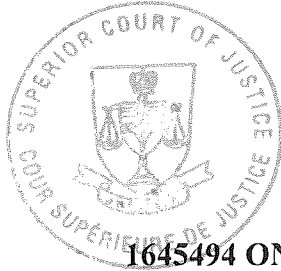


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE ME) WEDNESDAY, THE 12TH
JUSTICE T McGEWON) DAY OF DECEMBER, 2018

BETWEEN:



BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

and

1645494 ONTARIO LIMITED, 8320373 CANADA LTD., 7822022 CANADA CORPORATION, 7925336 CANADA CORPORATION, 7925344 CANADA CORPORATION, 7822812 CANADA CORPORATION, 7905335 CANADA CORPORATION; 7905351 CANADA CORPORATION, 7905394 CANADA CORPORATION, 8085234 CANADA CORPORATION and 2120 DUNDAS HOLDINGS INC.

Respondents

ORDER
(re Interim Distribution, Sealing and Other Ancillary Relief)

THIS MOTION, made by BDO Canada Limited, in its capacity as Court appointed receiver (in such capacity, the “**Receiver**”), without security, of the undertaking, property and assets of each of 1645494 Ontario Limited (“**164 ONT**”), 8320373 Canada Ltd., 7822022 Canada Corporation, 7925336 Canada Corporation, 7925344 Canada Corporation, 7822812 Canada Corporation, 7905335 Canada Corporation, 7905351 Canada Corporation, 7905394 Canada Corporation, 8085234 Canada Corporation and 2120 Dundas Holdings Inc. (collectively, the “**Debtors**”) for an Order, *inter alia*, (i) approving the Second Report of the Receiver dated December 3, 2018 (the “**Second Report**”), and the conduct and actions of the Receiver set out

therein; (ii) authorizing and directing the Receiver to distribute certain funds to Business Development Bank of Canada (“BDC”) on account of the Debtors’ secured indebtedness owing to BDC for principal, interest and costs; (iii) approving the fees and disbursements of the Receiver and its legal counsel, Aird & Berlis LLP (“A&B”); and (iv) approving the Receiver’s interim Statement of Receipts and Disbursements as at November 30, 2018 (as appended to the Second Report), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Receiver, including the Second Report and the appendices thereto, the affidavit of Shakaira John sworn December 3, 2018 and the affidavit of Josie Parisi sworn December 3, 2018, and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Shakaira John sworn December 4, 2018, filed:

SERVICE

1. **THIS COURT ORDERS AND DECLARES** that the timing and method for service of this Motion and the Motion Record herein are properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF THE SECOND REPORT

2. **THIS COURT ORDERS** that the Second Report, and the conduct and activities of the Receiver described therein be and are hereby approved.

APPROVAL OF FEES

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, being fees and disbursements of \$131,302.18 plus HST of \$17,068.29, totalling \$148,371.47 as set out in Appendix “K” to the Second Report, are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver’s legal counsel, A&B, being \$37,146.00 in fees and disbursements of \$1,746.42 plus HST of \$5,505.17, totalling \$43,948.59 as set out in Appendix “L” to the Second Report, are hereby approved.

INTERIM DISTRIBUTION

5. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to make a distribution to BDC up to the amount of the indebtedness owed by the Debtors to BDC, as outlined in the Second Report, on account of the Debtors' secured indebtedness owing to BDC for principal, interest and costs, after provision for any amounts that are required to be paid to any other party in priority to BDC under the *Bankruptcy and Insolvency Act* (Canada) or realty taxes under the *Municipal Act, 2001* (Ontario), as applicable.

APPROVAL OF INTERIM RECEIPTS AND DISBURSEMENTS

6. **THIS COURT ORDERS** that the Receiver's Interim Statement of Receipts and Disbursements for the period of June 19, 2018 to November 30, 2018, as set out in Appendix "I" to the Second Report, be and is hereby approved.

ABANDONED THIRD PARTY PERSONAL PROPERTY

7. **THIS COURT ORDERS** that, in respect of any unclaimed personal property that is not owned by the Debtors (collectively, the "Third Party Personal Property") and which is currently stored in the Vacant Units (as defined in the Second Report) located at the real property municipally known 330 Bronte Street, Milton, Ontario, the Receiver is hereby authorized to make arrangements to remove any unclaimed Third Party Personal Property from the Vacant Units and dispose of such property as the Receiver deems necessary and appropriate.

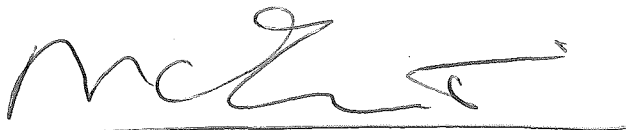
SEALING OF THE CONFIDENTIAL REPORT

8. **THIS COURT ORDERS** that the Confidential Supplemental Report to the Second Report of the Receiver dated December 3, 2018, and the Confidential Appendices thereto, be and are hereby sealed until the completion of the Sale transactions contemplated by the Sale Agreements or further Order of this Court.

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PER / PAR:



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BUSINESS DEVELOPMENT BANK OF CANADA and
Applicant

1645494 ONTARIO LIMITED. et al.

Respondents

(Short title of proceeding)

Court File No. CV-18-596879-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceeding commenced at Toronto

ORDER
(Ancillary Order)

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*Lawyers for BDO Canada Limited, in its
capacity as Court-appointed Receiver*

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