



**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE)

FRI, the

JUSTICE ARRELL)
2019

13 day of DEC./19

BETWEEN:

VERSABANK

Applicant

and

2273925 ONTARIO INC., 1444046 ONTARIO LIMITED,
2164536 ONTARIO INC. and 1448945 ONTARIO INC.

Respondents

DISCHARGE ORDER

THIS MOTION, made by 2273925 Ontario Inc. (“227”), for an Order:

1. discharging BDO Canada Limited (“**BDO Canada**”) in its capacity as the receiver (in such capacity, the “**Receiver**”) of the undertakings, properties and assets of 2273925 Ontario Inc., 1444046 Ontario Limited, 2164536 Ontario Inc. and 1448945 Ontario Inc. (collectively the “**Debtors**”) as set out in the Third Report of the Receiver (the “**Final Report**”), conditional on payment-in-full of the indebtedness due to the Applicant, VersaBank (“**Versa**”) within two (2) business days of completion of the Refinance (as defined herein), or such other date as may be agreed upon between 227 and Versa, and the issuance of the Receiver’s certificate attesting to the Receiver’s completion of the administration of the estate; and



2. releasing BDO Canada from any and all liability, as set out in paragraph 4 of this Order,
was heard this day at John Sopinka Court House, 45 Main Street East, Hamilton, Ontario.

ON READING the affidavit of Nadia Petrivska, sworn December 2, 2019 and the Final Report and on hearing the submissions of counsel for Petrivska and the Receiver, no one else appearing although served as evidenced by the Affidavit of Katherine Lee sworn December 9, 2019, filed;

1. THIS COURT ORDERS that the time for service of this Motion Record is hereby abridged and validated, if required, such that it is properly before this Honourable Court.

2. THIS COURT ORDERS that the proposed refinancing of the Debtor's indebtedness (the "**Refinance**"), and repayment of same in full, to Versa, by securing a new first mortgage against the property municipally known as 185 Robinson Street, Simcoe, be and is hereby approved, provided that same is completed on or before December 17th, 2019, or such other date as may be agreed upon in writing between Versa and 227, on notice to the Receiver.

3. THIS COURT ORDERS that upon (a) completion of the refinancing transaction contemplated in paragraph 2 hereof, (b) Versa confirming to the Receiver, in writing, that the Debtor's indebtedness to it has been paid in full, and (c) the Receiver being provided with evidence satisfactory to it that the amounts owing by 227 to Canada Revenue Agency and the realty taxes for the Real Properties (as defined in the Receiver's Third Report dated December 2, 2019) have been fully paid,

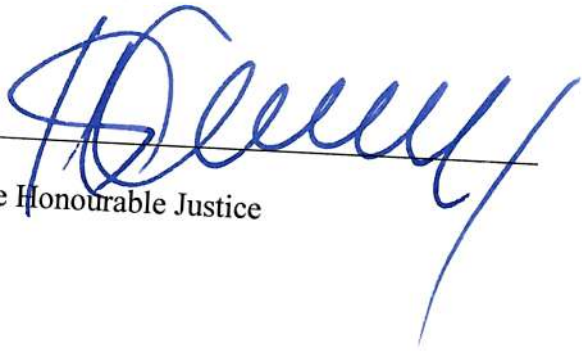
a. the Receiver shall be discharged as Receiver of the undertakings, properties and assets of the Debtors, provided however that notwithstanding its discharge herein (a) the

Receiver shall remain Receiver for the purpose of completing the Outstanding Matters (as defined in the Receiver's Third Report dated December 2, 2019) and for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of BDO Canada in its capacity as Receiver;

- b. the Land Registrar is hereby directed to delete/remove the Application To Register Court Order bearing instrument number NK119771, registered by BDO Canada Limited on May 10th, 2019, and to expedite the processing of such deletion/removal; and
- c. the Receiver shall file with the Court a certificate substantially in the form attached as Schedule "A" hereto.

4. THIS COURT ORDERS AND DECLARES that BDO Canada is hereby released and discharged from any and all liability that BDO Canada now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO Canada while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, BDO Canada is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

ENTERED AT SIMCOE
Book No. 135
Doc. No. 135
on Dec. 13/19
by MP


The Honourable Justice

SCHEDULE "A"

Court File No. CV-18-27

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

VERSABANK

Applicant

and

2273925 ONTARIO INC., 1444046 ONTARIO LIMITED,
2164536 ONTARIO INC. and 1448945 ONTARIO INC.

Respondents

DISCHARGE CERTIFICATE

WHEREAS pursuant to the Order of the Honourable Justice _____ of the Ontario Superior Court of Justice made _____ (the "**Discharge Order**"), BDO Canada Limited was discharged as receiver (the "**Receiver**") of all of the assets, undertakings and properties of 2273925 Ontario Inc. ("227"), 1444046 Ontario Limited, 2164536 Ontario Inc. and 1448945 Ontario Inc. (collectively the "**Debtors**") with such discharge effective upon (a) completion of the refinancing transaction contemplated in paragraph 3 of the Discharge Order, (b) VersaBank confirming to the Receiver, in writing, that the Debtor's indebtedness to it has been paid in full, and (c) the Receiver being provided with evidence satisfactory to it that the amounts owing by 227 to Canada Revenue Agency and the realty taxes for the Real Properties (as defined in the Receiver's Third Report dated December 2, 2019) have been fully paid,

THE UNDERSIGNED HEREBY CERTIFIES as follows:

- I. 227 has confirmed to the Receiver, in writing, that the refinancing transaction contemplated in paragraph 3 of the Discharge Order has been completed;
2. VersaBank has confirmed to the Receiver, in writing, that the Debtor's indebtedness to it has been paid in full; and

3. the Receiver has been provided with evidence satisfactory to it that the amounts owing by 227 to Canada Revenue Agency and the realty taxes for the Real Properties (as defined in the Receiver's Third Report dated December 2, 2019) have been fully paid.

DATED at Toronto, this _____ day of _____, 2019

BDO CANADA LIMITED, solely in its capacity as court-appointed receiver of the assets, undertakings and properties of the Debtors and not in its personal capacity.

Per:

VERSABANK

- and - 2273925 ONTARIO INC. et al.

Plaintiff

Defendants

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED
at SIMCOE

ORDER

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