

ONTARIO  
SUPERIOR COURT OF JUSTICE

THE HONOURABLE *HR* )  
JUSTICE *P R. Sweeney* )  
)

THURSDAY, THE 10TH  
DAY OF OCTOBER, 2019

VERSABANK

Applicant

- and -

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

Respondents

APPLICATION UNDER Section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3,  
and Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43.

ORDER  
(Directions)

**THIS MOTION**, made by BDO Canada Limited in its capacity as the court appointed receiver (the "Receiver") of the assets, undertakings and properties of 2273925 Ontario Inc., 1444046 Ontario Limited, 2164536 Ontario Inc., and 1448945 Ontario Inc. for an order,

- (a) if necessary, abridging or waiving the time for service and filing, dispensing with service, or validating the method of service of all motion confirmation forms, the Motion Record, including the Notice of Motion and the Second Report of the Receiver dated September 25, 2019 and all appendices thereto (the "Report") and all supplementary motion materials, if any, and directing that any further service of same be dispensed with such that this motion is properly returnable on October 10, 2019;
- (b) providing directions from the Court to the Receiver respecting (i) the completion of the sale agreement (the "Agreement") made between the Receiver, as vendor, and 1422844 Ontario Limited ("142 Ontario"), as purchaser, for the sale of the real property municipally known as 185 Robinson Street, Simcoe ("185 Robinson

Street”), pursuant to the stalking horse sale process previously approved by the Court, and (ii) the holding in abeyance by the Receiver until December 1, 2019 of taking further steps to sell 185 Robinson Street and the golf course lands owned by the respondent, 1444046 Ontario Inc. (the “Golf Course Lands” and together with 185 Robinson Street, the “Real Properties”);

- (c) approving the Report and the activities and actions of the Receiver described therein;
- (d) approving the Statements of Receipts and Disbursements for the period November 21, 2018 to September 10, 2019 attached as appendices “G” and “H” to the Report (the “Statements of Receipts and Disbursements”);
- (e) approving the professional fees of the Receiver and its legal counsel (the “Professional Fees”);
- (f) sealing the confidential appendices to the Report; and
- (g) such further and other relief as this Honourable Court deems just.

was heard this day at Suite 301 - 50 Frederick Hobson VC Drive, Simcoe, Ontario N3Y 0E4.

**ON READING** the Notice of Motion and the Report and on hearing the submissions of counsel for the Receiver and such other counsel as are listed on the counsel slip for this motion, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Catherine A. O’Neill sworn September 26, 2019, filed:

1. **THIS COURT ORDERS** that the time for service and filing of all motion confirmation forms, the Motion Record, including the Notice of Motion and the Report, are hereby abridged and validated, as necessary, such that this motion is properly returnable today and hereby dispenses with further service thereof;

2. **THIS COURT ORDERS AND DIRECTS** as follows:

- (a) that the Receiver be and is authorized to enter into an agreement with 142 Ontario to terminate the Agreement without liability to either party and to release the Receiver and 142 Ontario from any further obligations under the Agreement; and

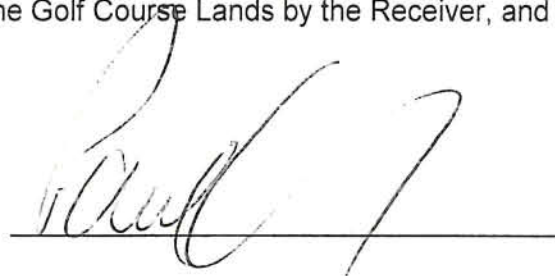
(b) that the Receiver shall hold in abeyance until November 18, 2019 the taking of further steps to sell the Real Properties.

3. **THIS COURT ORDERS** that the Report and the activities and conduct of the Receiver reported therein be and are hereby approved.

2. **THIS COURT ORDERS** that the Statements of Receipts and Disbursements be and are hereby approved.

3. **THIS COURT ORDERS** that the professional fees and disbursements of the Receiver as set out in the fee affidavit of Stephen Cherniak sworn September 13, 2019 and the fees and disbursements of Miller Thomson, LLP, counsel to the Receiver, as set out in the fee affidavit of Sherry Kettle sworn September 13, 2019 be and are hereby approved.

4. **THIS COURT ORDERS** that the confidential appendices to the Report shall be sealed until the earlier of a) the completion of the sale of the Golf Course Lands by the Receiver, and b) further order of this Court.

A handwritten signature in black ink, appearing to read "Paul", is written over a horizontal line.

ENTERED AT SIMCOE
Book No. 135
Doc. No. 111
on Oct. 10, 2019
by CE

VERSABANK

and

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

Applicant

Respondents

Court File No: CV-18-27

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
Proceeding commenced at SIMCOE

**ORDER**

**MILLER THOMSON LLP**  
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Lawyers for BDO Canada Limited., the  
Court-appointed Receiver of the assets,  
undertakings and properties of 2273925  
Ontario Inc., 1444046 Ontario Limited,  
2164536 Ontario Inc. and 1448945 Ontario  
Inc.