

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE  
JUSTICE T. McEWEN

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TUESDAY, THE 20TH  
DAY OF OCTOBER, 2020

B E T W E E N:

**ROYAL BANK OF CANADA**

Applicant

- and -

**AVG (OEAM) INC.**

Respondent

**ORDER  
(DISTRIBUTION AND DISCHARGE)**

THIS MOTION, made by BDO Canada Limited in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of AVG (OEAM) Inc. (the "Debtor"), for an order:

1. That the time for service, filing and confirmation of the Notice of Motion and the Motion Record be abridged so that this motion is properly returnable today and hereby dispensing with further service and confirmation hereof;
2. Approving the activities of the Receiver as set out in the First Report of the Receiver dated September 1, 2020 (the "First Report");

3. Approving the Professional Fees, as detailed in the First Report (the “Professional Fees”), and the Final Fees, as detailed in the First Report (the “Final Fees”), and payment thereof;
4. Approving the Interim Statement of Receipts and Disbursements, as detailed in the First Report (the “Interim Statement of Receipts and Disbursements”);
5. Authorizing the Receiver to make the Proposed Distribution (as detailed at Article 9 in the First Report), after payment of the Professional Fees herein approved (the “Proposed Distribution”);
6. Discharging BDO Canada Limited as Receiver of the undertaking, property and assets of the Debtor; and,
7. Releasing BDO Canada Limited from any and all liability, as set out in paragraph 7 of this Order,

was heard this day by judicial teleconference via Zoom at 330 University Avenue, Toronto, Ontario.

ON READING the Report, the affidavits of the Receiver and its counsel as to the Professional Fees (the "Fee Affidavits"), and on hearing the submissions of counsel for the Receiver, no one else appearing although served as evidenced by the Affidavit of Lindsay Provost sworn September 11, 2020, filed;

1. THIS COURT ORDERS that the time for service, filing and confirmation of the Notice of Motion and the Motion Record be abridged so that this motion is properly returnable today, and hereby dispenses with further service and confirmation hereof.
2. THIS COURT ORDERS that the activities of the Receiver, as set out in the First Report, be and are hereby approved.
3. THIS COURT ORDERS that the Professional Fees and the Final Fees, as set out in the First Report and the Fee Affidavits, and payment thereof, be and are hereby approved.
4. THIS COURT ORDERS that the Interim Statement of Receipts and Disbursements be and is hereby approved.

5. THIS COURT ORDERS that, after payment of the Professional Fees herein approved, the Receiver be and is authorized to make the Proposed Distribution, as defined and described in the First Report.

6. THIS COURT ORDERS that upon payment of the amounts set out in paragraphs 3 and 5 hereof, and upon the Receiver filing a certificate certifying that it has completed the other activities described in the First Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, including the Outstanding Matters (as defined in the First Report), 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 Limited in its capacity as Receiver.

7. THIS COURT ORDERS AND DECLARES that BDO Canada Limited is hereby released and discharged from any and all liability that BDO Canada Limited now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO Canada Limited 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 Limited 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.



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Justice, Ontario Superior Court of Justice

Commercial List

ROYAL BANK OF CANADA

-and-

AVG (OEAM) INC.

Applicant

Respondent

Court File No. CV-20-00636359-00CL

20 Oct 20

R. Danter

Order to go as per the draft filed and signed. I have reviewed the materials and heard submissions. The relief sought, including fees, is fair and reasonable.



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at  
Toronto, Ontario

**ORDER  
(DISTRIBUTION AND DISCHARGE)**

**Harrison Pensa<sup>LLP</sup>**

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Solicitors for the Receiver,  
BDO Canada Limited