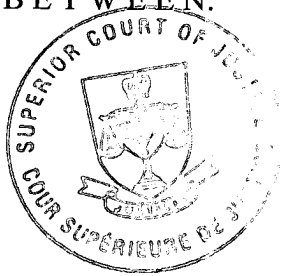


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE Mr.)
JUSTICE Newbould)

THURSDAY, THE 17th DAY
OF MARCH, 2016

BETWEEN:



HSBC BANK CANADA

Applicant

- and -

THE CEDAR RUN CORPORATION and INDIAN BROOK CORP.

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

APPROVAL AND VESTING ORDER

THIS MOTION, made by BDO Canada Limited in its capacity as the court-appointed receiver (the “**Receiver**”) of all of the assets, undertakings and properties of The Cedar Run Corporation and Indian Brook Corp. (“**Indian Brook**”) for an order, (a) terminating the Waiver and Quitclaim Agreement dated June 3, 2015 (the “**Waiver**”) among the Receiver, 127284 Ontario Limited, Wakefield Design Services Inc. (“**Wakefield**”) and Flora Wendling, (b) approving the form of Quitclaim (the “**Quitclaim**”) appended to the Supplement to the Second Report of the Receiver dated March 8, 2016 (the “**Supplement**”), and (c) vesting in Wakefield Indian Brook’s and the Receiver’s right, title and interest, if any, in and to the real property municipally known as LOT 35-36 Highway 26, Town of Thornbury, Ontario and legally described as PT LT 35 CON 10 COLLINGWOOD PT 35 16R3168; THE BLUE MOUNTAINS and all rights and interests appurtenant thereto, including without limitation, fixtures and any

buildings or structures situate thereon (the “**Real Property**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Amended Notice of Motion dated March 8, 2016, the Second Report of the Receiver dated November 26, 2015 and the Supplement and on hearing the submissions of counsel for the Receiver, HSBC Bank Canada, the Respondents, ^{aya} E.M.E. Management Inc. ~~and~~ ~~V.W.R. Capital Corporation~~, ^L no one appearing for any other person on the service list, although properly served as appears from the affidavit of Joanna Lewandowska sworn March 9, 2016 filed:

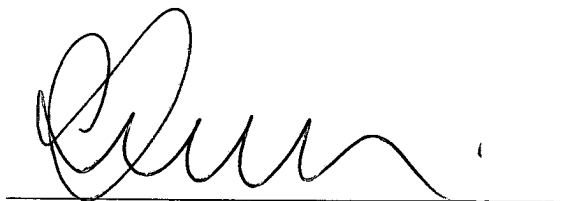
1. **THIS COURT ORDERS** that the time for service of the Amended Notice of Motion and Motion Record filed in respect of this Motion is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Waiver be and is hereby terminated.
3. **THIS COURT ORDERS** that the Quitclaim be and is hereby approved and the execution of the Quitclaim by the Receiver be and is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable to quitclaim Indian Brook’s and the Receiver’s interest in and to the Real Property and convey the Real Property to Wakefield.
4. **THIS COURT ORDERS AND DECLARES** that upon the issuance of this Approval and Vesting Order, all of Indian Brook’s and the Receiver’s right, title and interest, if any, in and to the Real Property described in Schedule A hereto shall vest absolutely in Wakefield. For greater certainty, this Court orders that any and all claims and encumbrances affecting or relating to the Real Property are unaffected by this Approval and Vesting Order.
5. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of Grey of an Application for Vesting Order in the form prescribed by the *Land Titles Act*, the Land Registrar is hereby directed to enter Wakefield as the registered owner of the subject Real Property identified in Schedule A hereto in fee simple.
6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of Indian Brook and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Indian Brook;

the vesting of the Real Property in Wakefield pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Indian Brook and shall not be void or voidable by creditors of Indian Brook, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance or transfer at undervalue under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. **THIS COURT ORDERS AND DECLARES** that the transfer of the Real Property to Wakefield is exempt from the application of the *Bulk Sales Act* (Ontario).

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

C. Irwin
Registrar

MAR 17 2016

Schedule A – Real Property

The property is municipally known as LOT 35-36 Highway 26, Town of Thornbury, Ontario and legally described as PT LT 35 CON 10 COLLINGWOOD PT 35 16R3168; THE BLUE MOUNTAINS, and all rights and interests appurtenant thereto, including without limitation, fixtures and any buildings or structures situate thereon

PIN 37131-0226 (LT)

HSBC BANK CANADA
Applicant

and

THE CEDAR RUN CORPORATION AND INDIAN BROOK CORP.
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Lawyers for the Receiver, BDO Canada Limited