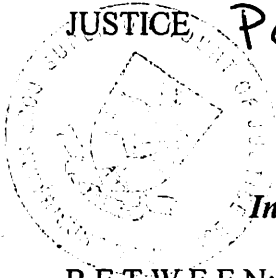


**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
*(Commercial List)*

*MAP* THE HONOURABLE *MR.* )  
JUSTICE *PENNY* )

TUESDAY, THE 8<sup>th</sup> DAY  
OF NOVEMBER, 2016



**IN THE MATTER OF Section 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**

**BETWEEN:**

**HSBC BANK CANADA**

**Applicant**

**and**

**CANADIAN DAIRY MANUFACTURING INC. and MAPLE DAIRY INC.**

**Respondents**

**DISCHARGE ORDER**

**THIS MOTION**, made by BDO Canada Limited in its capacity as the court-appointed receiver and manager (the "Receiver") of the undertakings, property and assets of Canadian Dairy Manufacturing Inc. and Maple Dairy Inc. (the "Debtors") for an Order:

- (a) approving the activities of the Receiver as set out in the Third Report of the Receiver dated October 28, 2016 (the "Third Report");
- (b) approving the Receiver's Final Statement of Cash Receipts and Disbursements;

- (c) approving the distribution of the remaining proceeds available in the estate of the Debtors;
- (d) approving the fees and disbursements of the Receiver and its counsel;
- (e) discharging BDO Canada Limited as Receiver of the undertakings, properties and assets of the Debtors; and
- (f) releasing BDO Canada Limited from any and all liability, as set out in paragraph 6 of this Order,

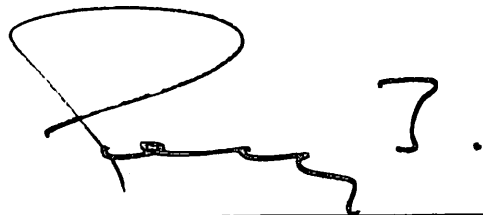
was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report, the Affidavits of the Receiver and its counsel as to fees (the "Fee Affidavits"), and on hearing the submissions of counsel for the Receiver and HSBC Bank Canada, no one else appearing although served as evidenced by the Affidavit of Anastasia Markaroff sworn Tuesday, November 1, 2016 filed;

1. **THIS COURT ORDERS** that the activities of the Receiver, as set out in the Third Report, are hereby approved.
2. **THIS COURT ORDERS** that the Receiver's Final Statement of Cash Receipts and Disbursements is approved.
3. **THIS COURT ORDERS** that the incurred and estimated future fees and disbursements of the Receiver and its counsel, as set out in the Report and the Fee Affidavits, are hereby approved.
4. **THIS COURT ORDERS** that, after payment of the fees and disbursements herein approved, the Receiver shall pay any monies remaining in its hands to HSBC Bank Canada up to the amount of the indebtedness owed to HSBC Bank Canada.

5. **THIS COURT ORDERS** that upon payment of the amounts set out in paragraph 4 hereof and upon the Receiver filing a certificate, substantially in the form attached as Schedule "A", certifying that it has completed the other activities described in the Third Report, the Receiver shall be discharged as Receiver of the undertakings, property and assets of the Debtors, 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, 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.

6. **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.

A handwritten signature in black ink, consisting of a large, stylized initial 'R' followed by a series of connected loops and a final vertical stroke ending in a dot.

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

NOV 08 2016

PER / PAR: 

Schedule "A" - Form of Receiver's Certificate

Court File No.: CV-15-10891-00CL  
Estate Numbers: 31-45902  
31-45701

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

THE HONOURABLE ) TUESDAY, THE 8th DAY  
JUSTICE )  
OF NOVEMBER, 2016

**IN THE MATTER OF Section 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**

**B E T W E E N:**

**HSBC BANK CANADA**

**Applicant**

**and**

**CANADIAN DAIRY MANUFACTURING INC. and MAPLE DAIRY INC.**

**Respondents**

**RECITALS**

(A) Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated March 6, 2015, BDO Canada Limited was appointed receiver and manager (the "Receiver"), without security, of all of the undertakings, property and assets of Canadian Dairy Manufacturing Inc. and Maple Dairy Inc. (collectively, the "Debtors").

(B) Pursuant to an Order of the Court dated \_\_\_\_ (the "**Discharge Order**"), BDO Canada Limited was discharged as Receiver of the Debtors, with such discharge to be effective upon the filing by the Receiver of a Certificate with this Court certifying that all matters to be attended to in connection with the receivership as set out in the Third Report of the Receiver, dated October 28, 2016 (the "**Third Report**") have been completed to the satisfaction of the Receiver.

**THE RECEIVER HEREBY CERTIFIES** that all matters to be attended to in connection with the receivership as set out in the Third Report have been completed to the satisfaction of the Receiver.

DATED AT TORONTO, THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2016.

**BDO CANADA LIMITED**, solely in its capacity as the Court Appointed Receiver and Manager of Canadian Dairy Manufacturing Inc. and Maple Dairy Inc., with no personal or corporate liability.

Per: \_\_\_\_\_

Name:

Title:

**HSBC BANK CANADA**  
Applicant

-and-

**CANADIAN DAIRY MANUFACTURING INC. et al**  
Respondents

**COURT FILE No.: CV-15-10891-00CL**  
**Estate Numbers: 31-457902**  
**31-457901**

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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(Commercial List)**

PROCEEDING COMMENCED AT TORONTO

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**RECEIVER'S DISCHARGE CERTIFICATE**

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**BAKER & MCKENZIE LLP**

Barristers and Solicitors  
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Toronto, ON M5J 2T3

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Lawyers for the Receiver, BDO Canada Limited

**HSBC BANK CANADA**  
Applicant

-and-

**CANADIAN DAIRY MANUFACTURING INC. et al**  
Respondents

**COURT FILE No.: CV-15-10891-00CL**  
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***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**  
**(Commercial List)**

**PROCEEDING COMMENCED AT TORONTO**

**DISCHARGE ORDER**

**BAKER & MCKENZIE LLP**  
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Lawyers for the Receiver, BDO Canada Limited