

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) TUESDAY, THE 13th DAY
)
JUSTICE NEWBOULD) OF AUGUST, 2013

BETWEEN:



PNC BANK CANADA BRANCH

Applicant

- and -

COMBAT SPORTS INC. and COMBAT SPORTS, INC.

Respondents

DISCHARGE ORDER

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

1. approving the activities of the Receiver as set out in the Receiver's Second Report dated May 27, 2013 (the "Second Report"), Supplement to the Second Report of the Receiver dated July 31, 2013 (the "Supplement") and the Second Supplement to the Second Report of the Receiver (the "Second Supplement") dated August 12, 2013;
2. approving the fees and disbursements of the Receiver and its counsel;

3. approving the distribution of the remaining proceeds available in the estate of the Debtors;
4. discharging BDO Canada Limited as Receiver of the undertaking, property and assets of the Debtors; and
5. releasing BDO Canada Limited from any and all liability, as set out in paragraph 5 of this Order

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

ON READING the Second Report, the Supplement and the Second Supplement, 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 867214 Ontario Limited, no one else appearing although served; *and on being advised of the consent of 867214 Ontario Limited to the within order, of the receiver and its counsel*


1. THIS COURT ORDERS that the activities of the Receiver, as set out in the Second Report, the Supplement and the Second Supplement are hereby approved.
2. THIS COURT ORDERS that the Receiver's final statement of receipts and disbursements attached as Exhibit "G" to the Supplement is hereby approved.
3. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as set out in the Second Report, the Supplement and the Fee Affidavits, are hereby approved, *subject to a discount of Fifty Thousand Dollars (\$50,000.00) inclusive of applicable HST.*
4. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands to 867214 Ontario Limited net of a reserve for estimated professional fees to complete the administration, and amounts owing to Canada Revenue Agency.

4A. THIS COURT ORDERS that the Receiver shall make an interim distribution of Fifty Thousand Dollars (\$50,000.00), ~~inclusive of applicable HST~~, to 867214 Ontario Limited.

5. THIS COURT ORDERS that upon payment of the amounts set out in paragraph 4 hereof and upon the Receiver filing a certificate certifying that it has completed the other activities described in the Report, the Receiver shall be discharged as Receiver of the undertaking, 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.

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

AUG 13 2013



PNC BANK CANADA BRANCH
Applicant

-and-

COMBAT SPORTS INC. et al
Respondents

Court File No. CV-13-10008-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

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capacity as receiver of Combat Sports Inc.
and Combat Sports, Inc.