



Court File No. CV-12-9861-00CL

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

THE HONOURABLE MR.)

THURSDAY, THE 30th

JUSTICE PATTILLO)

DAY OF APRIL, 2015

BETWEEN:

CANADIAN SOLAR SOLUTIONS INC.

Applicant

- and -

RA SOLAR LEASING INC.

Respondent

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 RA Solar Leasing Inc. (the "**Debtor**"), for an order:

1. approving the actions and activities of the Receiver as set out in the reports of the Receiver dated ~~January 22, 2015 (the "**Third Report**")~~ and April 21, 2015 (the "**Fourth Report**");
2. approving the fees and disbursements of the Receiver and its counsel;
3. approving the distribution of the funds available in the estate of the Debtor;
4. discharging BDO Canada Limited as Receiver of the undertaking, property and assets of the Debtor;
5. releasing BDO Canada Limited from any and all liability, as set out in paragraph 7 of this Order; and

6. approving the Receiver's Final Statement of Receipts and Disbursements included in the Fourth Report,

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

ON READING the Fourth 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 any other person appearing from the service list, as properly served as evidenced by the Affidavit of Silvana Pocino sworn April 22, 2015, filed;

1. THIS COURT ORDERS that the actions and activities of the Receiver, as set out in the ~~Third Report and~~ Fourth Report, are hereby approved. Without limiting the foregoing, undefined terms in this Order shall have the meanings ascribed to them in the Fourth Report.

2. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as set out in the Fourth Report and the Fee Affidavits, are hereby approved.

3. THIS COURT ORDERS that the Receiver shall pay the monies remaining in its possession from the estate of the Debtor including the Unmatched Deposits to the Applicant in accordance with the proposed distribution set out in the Fourth Report.

4. THIS COURT ORDERS that the Applicant shall indemnify the Receiver for any future civil or legal claims brought against the Receiver arising from or related to the Unmatched Deposits.

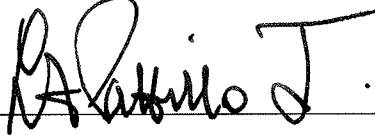
5. THIS COURT ORDERS that the Receiver shall pay to the Applicant any monies from or related to the Canadian Solar Projects received by the Receiver after its discharge, without further order of this Court.

6. THIS COURT ORDERS that upon payment of the proposed distribution set out herein and in the Fourth Report and upon the Receiver filing a certificate with this Court certifying that it has completed the other activities described in the Fourth 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, 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 up to and including the discharge date as described in any of its reports to the Court, 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.

8. THIS COURT ORDERS that the Receiver's Final Statement of Receipts and Disbursements included in the filed Fourth Report is hereby approved.



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CANADIAN SOLAR SOLUTIONS INC.
Applicant

and

RA SOLAR LEASING INC.
Respondent

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Proceedings commenced at Toronto

DISCHARGE ORDER

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