

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE ) THURSDAY, THE 4<sup>TH</sup>  
JUSTICE )  
DAY OF OCTOBER, 2018

B E T W E E N:

PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA  
FISHER and 2139911 ONTARIO LIMITED

Respondents

**ORDER**

**(Final Discharge, Dissolution and Distribution)**

THIS MOTION, made by BDO Canada Limited, in its capacity as the court-appointed liquidator and receiver of the estate and effects of 2139911 Ontario Limited (the “Liquidator/Receiver”) for an order, *inter alia*, approving the proposed distribution of remaining funds and providing for the discharge of the Liquidator/Receiver, was heard this day at 5 Court Street, Kingston, Ontario, K7L 2N4.

ON READING the Second Report of BDO Canada Limited, in its capacity as the Liquidator/Receiver, dated September 12, 2018, the affidavits of the Liquidator/Receiver and its counsel, the Notice of Motion of the Liquidator/Receiver and the Factum of the Liquidator/Receiver, filed, and on hearing the submissions of counsel for the parties:

1. THIS COURT ORDERS that the activities of the Liquidator/Receiver, as set out in the Second Report and as contemplated in the Report to be completed, are hereby approved.
2. THIS COURT ORDERS that the claims process conducted by the Liquidator/Receiver to solicitor creditor claims against 2139911 Ontario Limited is hereby approved, *nunc pro tunc*.
3. THIS COURT ORDERS that the fees and disbursements of the Liquidator/Receiver and its counsel, as incurred to September 5, 2018 by the Liquidator/Receiver and as incurred to August 31, 2018 by counsel to the Liquidator/Receiver, and as further estimated for the work to be completed, all as set out in the Second Report and the fee affidavits of Jonathan Wigley and Gary Cerrato, filed, are hereby approved.
4. THIS COURT ORDERS that proposed scheme of distribution of funds on hand and which may be received by the Liquidator, for the expenses above and to the creditors and shareholders as set forth in the Second Report of the Liquidator/Receiver, including the proposal for an amount to be held back by the Liquidator/Receiver pending completion of its obligations, is hereby approved.
5. THIS COURT ORDERS that, upon payment of the proposed distributions as set out in paragraph 4 hereof and upon the Liquidator/Receiver filing with the registrar of this court a certificate in the form attached hereto as Schedule A certifying that it has completed the distribution of funds and the other residual tasks and activities described in the Second Report and that 2139911 Ontario Limited is fully wound up (the “Certificate of Completion”),

- (a) the Liquidator/Receiver shall be discharged as Liquidator and Receiver of the estate and effects of 2139911 Ontario Limited, provided however that notwithstanding its discharge herein, (i) the Liquidator/Receiver shall remain Liquidator/Receiver for the performance of such incidental duties as may be required to complete the administration of the Liquidation and Receivership, and (ii) the Liquidator/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 Liquidator/Receiver;
- (b) 2139911 Ontario Limited shall be dissolved;
- (c) and the Liquidator/Receiver may dispose of the books and records of 2139911 Ontario Limited in its possession two years following the date of filing of the Certificate of Completion.
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**SCHEDULE A**  
Form of Certificate of Completion

Court File No. CV-15-355-00

**ONTARIO**  
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**LIQUIDATOR'S CERTIFICATE OF COMPLETION**

**RECITALS**

A. Pursuant to the Judgment of the Honourable Justice Macleod-Beliveau of the Ontario Superior Court of Justice (the "Court"), dated June 9, 2016, BDO Canada Limited was appointed as the Liquidator and Receiver (the "Liquidator/Receiver") of the estate and effects of 2139911 Ontario Limited for the purpose of winding up its affairs and distributing its property pursuant to the provisions of the Ontario *Business Corporations Act*, R.S.O. 1990, CHAPTER B.16.

B. Pursuant to the Order of the Court dated October 4, 2018, this Certificate shall be filed with the Registrar of the Court upon the completion of the Liquidation.

**THE LIQUIDATOR CERTIFIES** the following:

1. The Liquidator/Receiver has completed all matter required by the Court, including the distribution of funds and other residual tasks and activities as set out in the Liquidator/Receiver's Second Report dated September 12, 2018 and as approved pursuant to the Court's order of October 4, 2018.
  
2. Pursuant to the filing of this Certificate with the Registrar of the Court, the Liquidator is discharged and 2139911 Ontario Limited is dissolved as of this filing date, all in accordance with the Court's order of October 4, 2018.

Filed, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

**BDO CANADA LIMITED, in its capacity as  
Liquidator of the estate and effects of 2139911  
Ontario Limited**

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

Name: Gary Cerrato

Title: Vice-President

PETER VOGELZANG

Applicant

-and- THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR,  
MELISSA FISHER et al.  
Respondents

Court File No. CV-15-355-00

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
KINGSTON

**ORDER**

**GARDINER ROBERTS LLP**

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