

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.
JUSTICE **PATTILLO**

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FRIDAY, THE 16th
DAY OF FEBRUARY, 2018

BETWEEN:

**MARSHALLZEHR GROUP INC. and THE BANK OF NOVA SCOTIA TRUST
COMPANY**

Applicants

- and -

2131059 ONTARIO LIMITED

Respondent

DISCHARGE ORDER

THIS MOTION, made by RSM Canada Limited ("**RSM**") in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of 2131059 Ontario Limited (the "**Debtor**"), for an order:

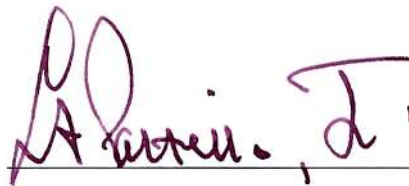
1. approving the activities of the Receiver as set out in the Third Report of the Receiver dated February 1, 2018 (the "**Third Report**");
2. approving the fees and disbursements of the Receiver and its counsel;
3. approving the distribution of the remaining proceeds available in the estate of the Debtor;
4. discharging RSM as Receiver of the undertaking, property and assets of the Debtor; and
5. releasing RSM 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 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, no one else appearing although served as evidenced by the Affidavits of Maureen McLaren sworn February 7, 2018, filed;

1. THIS COURT ORDERS that the time for service of the Notice of Motion, the Motion Record and the Supplement therein be and is hereby abridged and the service thereof validated so that the Motion is properly returnable today.
2. THIS COURT ORDERS that the activities of the Receiver, as set out in the Third Report, are hereby approved.
3. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as set out in the Third Report, the final statement of receipts and disbursements 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 the monies remaining in its hands to the Applicant, MarshallZehr Group Inc., with respect to the Receiver's Borrowing Charge.
5. THIS COURT ORDERS that upon payment of the amounts set out in Paragraph 4 hereof and upon the Receiver filing a certificate in the form set out as **Schedule "A"** hereto certifying that it has completed the Remaining Tasks described in the Third 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 RSM in its capacity as Receiver.

6. THIS COURT ORDERS AND DECLARES that RSM is hereby released and discharged from any and all liability that RSM now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of RSM 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, RSM 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 purple ink, appearing to read "R. J. J.", is written over a horizontal line.

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

FEB 16 2018

PER / PAR:

A handwritten signature in blue ink, appearing to be a stylized "NB", is written next to the "PER / PAR:" label.

Schedule A

Court File No. CV-15-10951-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
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B E T W E E N :

MARSHALLZEHR GROUP INC. and THE BANK OF NOVA SCOTIA TRUST COMPANY

Applicants

- and -

2131059 ONTARIO LIMITED

Respondent

DISCHARGE CERTIFICATE

The undersigned, RSM Canada Limited, in its capacity as court appointed Receiver without security (the “**Receiver**”) of all of the assets, property and undertaking of 2131059 Ontario Limited (the “**Debtor**”), hereby certifies, for the purposes of the Order of Justice ● dated the 16th day of February, 2018 (the “**Discharge Order**”), that:

1. The distribution of funds as contemplated in Paragraph 4 to the Discharge Order has been completed.
2. The administration of the receivership of the assets, property and undertaking of the Debtor and remaining receivership activities as described in the Third Report of the Receiver dated February 1, 2018 have been completed.
3. The payment of fees and disbursements of the Receiver and of its legal counsel as approved by the Order has been completed.

DATED at Toronto, Ontario, this ____ day of _____, 2018

RSM Canada Limited in its capacity as court appointed
Receiver of the assets, property and undertaking of
2131059 Ontario Limited

Per: _____

(Authorized Signing Officer)

MARSHALLZEHR GROUP INC. et al.
Applicants

and

2131059 ONTARIO LIMITED
Respondent

Court File No: CV-15-10951-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE

Proceeding commenced at TORONTO

DISCHARGE ORDER

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Lawyers for RSM Canada Limited, in its capacity
as court-appointed receiver of the property, asset
and undertaking of 2131059 Ontario Limited