

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM) THURSDAY , THE 23rd
JUSTICE DIETRICH) DAY OF SEPTEMBER, 2021

B E T W E E N:

ECOHOME FINANCIAL INC.

Applicant

- and -

ECO ENERGY HOME SERVICES INC.

Respondent

**IN THE MATTER OF AN APPLICATION PURSUANT TO 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**

DISCHARGE ORDER

THIS MOTION, made by RSM Canada Limited, in its capacity as the Court-appointed receiver (the “**Receiver**”) of the assets, undertakings and properties of Eco Energy Home Services Inc. (the “**Debtor**”), for an order discharging the Receiver was heard this day by videoconference at 330 University Avenue, Toronto, Ontario.

ON READING the Eighth Report of the Receiver dated September 15, 2021 (the “**Eighth Report**”), the Minutes of Settlement attached as Appendix “B” to the Eighth Report (the “**Minutes of Settlement**”), the consent of the parties to the Action in CV-19-00619383-

00CL, and hearing the submissions of counsel for the Receiver, EcoHome Financial Inc. (“**EcoHome**”) and such other counsel as were present and wished to be heard:

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record herein be and is hereby abridged and the service thereof validated so that the motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF THE ACTIVITIES, FEES AND DISBURSEMENTS OF THE RECEIVER

2. **THIS COURT ORDERS** that the First Report of the Receiver dated April 3, 2019, the Second Report of the Receiver dated April 8, 2019, the Third Report of the Receiver dated April 25, 2019, the Fourth Report of the Receiver dated June 24, 2019, the Fifth Report of the Receiver dated July 25, 2019, the Sixth Report of the Receiver dated September 17, 2019, the Seventh Report of the Receiver dated October 3, 2019, and the Eighth Report, and the activities of the Receiver referred to therein, be and are hereby approved; provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approvals.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set forth in the Eighth Report, are hereby approved.

VESTING OF TRANSFERRED CONTRACTS

4. **THIS COURT ORDERS** that all of the right, title and interest of the Debtor, if any, in and to (a) the Relevant Lease Contracts (as such term is defined in the Amended and Restated Consumer Lease Agreement dated November 23, 2015 between the Debtor and EcoHome), (b) the consumer lease contracts listed in Schedule “A” to the Minutes of Settlement, and (c) all other consumer lease contracts owned or administered by the Debtor (the property listed in (a), (b) and (c) being, collectively, the “**Transferred Contracts**”) shall vest absolutely and exclusively in EcoHome, free and clear of and from any and all security interests (whether contractual, statutory or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or

monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”), including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order (Appointing Receiver) of this Court dated April 3, 2019 or any other Order of the Court in these proceedings, and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the “**Encumbrances**”). For greater certainty, this Court orders that all of the Claims and Encumbrances affecting or relating to the Transferred Contracts are hereby expunged and discharged as against the Transferred Contracts.

5. **THIS COURT ORDERS** that the Receiver and its agents are authorized to release to EcoHome or its representatives all books and records relating to the Debtor that are in the possession of the Receiver or its agents (the “**Books and Records**”), including, without limitation, all hard copy documents, all electronic records, and all imaged or copied records obtained by the Receiver and its agents during the course of the receivership.


DISCHARGE OF RECEIVER

6. **THIS COURT ORDERS** that, upon the issuance of a certificate of the Receiver substantially in the form attached hereto as Schedule “A” confirming that all matters to be attended to in connection with the receivership have been completed to the satisfaction of the Receiver (the “**Receiver’s Discharge Certificate**”), the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that, notwithstanding such discharge, the Receiver shall remain Receiver for the performance of such incidental or ancillary matters as may be required to complete the administration of the receivership (the “**Receiver Incidental Matters**”).

7. **THIS COURT ORDERS** that, notwithstanding the discharge of the Receiver upon the issuance of the Receiver’s Discharge Certificate, the Receiver shall continue to have the benefit of any of the rights, approvals, protections, releases and stays of proceedings in favour of the Receiver at law or pursuant to the Receivership Order dated April 3, 2019 or any other order made in these proceedings, including in connection with any Receiver Incidental Matters.

8. **THIS COURT ORDERS AND DECLARES** that, upon the issuance of the Receiver's Discharge Certificate, RSM Canada Limited and its affiliates, partners, employees, agents, counsel and other advisors (collectively, the "**Released Persons**") shall be and hereby are forever released and discharged from any and all liability that the Released Persons now have or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Receiver while acting in its capacity as Receiver herein, whether known or unknown, matured or unmatured, foreseen or unforeseen, including without limitation all liabilities relating to matters that were raised, or which could have been raised, in the within proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

9. **THIS COURT ORDERS** that this Order is effective as of the date hereof without the need for entry or filing.



Schedule A – Form of Receiver’s Discharge Certificate

Court File No. CV-19-614122-00CL

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

B E T W E E N:

ECOHOME FINANCIAL INC.

Applicant

- and -

ECO ENERGY HOME SERVICES INC.

Respondent

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE
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RECEIVER’S DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated April 3, 2019, RSM Canada Limited was appointed as receiver (the “**Receiver**”) of the undertaking, property and assets of Eco Energy Home Services Inc. (the “**Debtor**”).

B. Pursuant to an Order of the Court dated September 21, 2021, the Receiver shall be discharged as Receiver of the Debtor upon the issuance of a certificate by the Receiver confirming that all matters to be attended to in connection with the receivership of the Debtor have been completed to the satisfaction of the Receiver.

THE RECEIVER CERTIFIES the following:

1. All matters to be attended to in connection with the receivership of the Debtor have been completed to the satisfaction of the Receiver.
2. This certificate was issued by the Receiver at _____ [TIME] on _____ [DATE].

**RSM Canada Limited, in its capacity as
court-appointed receiver of Eco Energy Home
Services Inc. and not in its personal or
corporate capacity**

Per: _____

Name:

Title:

ECOHOME FINANCIAL INC.
Applicant

and ECO ENERGY HOME SERVICES INC.
Respondent

Court File No. CV-19-614122-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at TORONTO

DISCHARGE ORDER

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