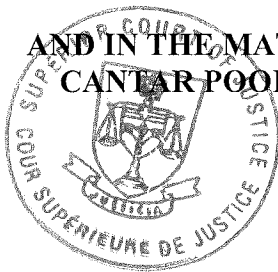


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) THURSDAY, THE 21ST DAY
JUSTICE H.J. WILTON-SIEGEL) OF FEBRUARY, 2013

**IN THE MATTER OF AN APPLICATION UNDER THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
CANTAR POOL PRODUCTS LIMITED / PRODUITS DE PISCINES CANTAR
LIMITÉE**



Applicant

ORDER

THIS MOTION, made by A. Farber & Partners Inc., in its capacity as the Court-appointed monitor of Cantar Pool Products Limited/Produits de Piscines Cantar Limitée (in such capacity, the "**Monitor**"), for an Order:

- (a) Accepting and approving the Fifth and Sixth Report of the Monitor dated December 9, 2011 and January 24, 2013, along with the activities of the Monitor;
- (b) Accepting and approving the fees and disbursements of the Monitor and of its counsel for the periods outlined in the Fifth and Sixth Reports of the Monitor;
- (c) authorizing and directing the Monitor, to make payment of the balance of proceeds held by the Monitor firstly to pay or make allowance for any remaining or additional fees and disbursements incurred or to be incurred by the Monitor or its counsel and thereafter either to:
 - (i) make payment and distribution to creditors under the Plan of Arrangement as sanctioned by this Court in accordance with the exceptions provided for under Section 242(1)(c) or 244(2) of the OBCA, or in the alternative;

- (ii) make payment to Her Majesty the Queen in Right of the Province of Ontario pursuant to the provisions of Section 244(1) of the OBCA; and
- (d) such further and other relief as counsel may advise and this Honourable Court may permit;

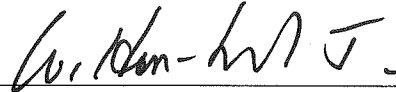
was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifth Report and the Sixth Report of the Monitor and on hearing the submissions of counsel for the Monitor, and counsel for Commercial Rolling, no one appearing for any other person on the service list, although duly served:

1. **THIS COURT ORDERS** that that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Fifth Report and the Sixth Report be and are hereby approved and the actions of the Monitor and of its counsel as described therein be and are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Monitor with respect to the Applicant in the amount of \$268,937.79, inclusive of applicable GST/HST for fees and disbursements incurred to the date as set out in the Fifth and Sixth Reports of the Monitor, be and are hereby approved.
4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor's legal counsel, Aird & Berlis LLP in the amount of \$148,064.51, inclusive of applicable GST/HST for fees and disbursements incurred to the date as set out in the Fifth and Sixth Reports of the Monitor, be and are hereby approved.
5. **THIS COURT ORDERS** authorizes and directs the Monitor to make payment of the balance of the proceeds held by the Monitor:
 - (i) Firstly to pay or make allowance for any remaining or additional fees and disbursements incurred or to be incurred by the Monitor or its counsel; and

- (ii) Secondly to make payment and distribution to those creditors having proven claims against the Applicant in accordance with the provisions of the Plan of Arrangement of the Applicant as sanctioned by this Court.

6. **THIS COURT ORDERS** that this Order shall be posted on the website maintained by the Monitor (www.farberfinancial.com) and shall only be required to be served upon those parties who have either formally entered an appearance in these proceedings or those parties who appeared at the hearing of the motion for this Order.



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

FEB 21 2013



IN THE MATTER OF AN APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANTAR POOL PRODUCTS LIMITED /
PRODUITS DE PISCINES CANTAR LIMITÉE**

Court File No. 06-CL-6690

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceedings commenced at Toronto

ORDER

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*Lawyers for A. Farber & Partners Inc., in its capacity as
the Court-appointed monitor of Cantar Pool Products
Limited/Produits de Piscines Cantar Limitée*

Feb 21-13

Court File No. 06-CL-6690

Feb 21 / 13

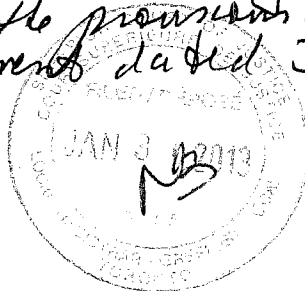
R. English for the Monitor

P.D. Howell for Commercial Cell

All relevant parties have been served including Bank of America, the Office of the Public Guardian & Trustee, and the Ministry of Infrastructure for the Province of Ontario. None of them appears today and none have raised any objection to the relief sought.

I am satisfied that, on the facts before the court, the Vendor's Bank Mortgage and its proceeds of sale, were at all times in contemplation as the source of payment of the creditors described in paragraph 4.1(b) of the Sanction Order. I am also satisfied that the payment to such creditors is being made in accordance with the provisions of paragraph 1(b) of the Lusselle Agreement dated January 25, 2007.

P.T.O.



ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceedings commenced at Toronto

MOTION RECORD OF
A. FARBER & PARTNERS INC.

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Lawyers for A. Farber & Partners Inc., in its capacity as the Court-appointed monitor of Cantar Pool Products Limited/Produits de Piscines Cantar Limitée

While the debtor has been ~~disolved~~ dissolved pursuant to section 210 of the Business Corporations Act (Ontario), I ~~can~~ conclude that the proposed payment satisfies the requirements of Paragraph 242(1)(c). The Sanction Order was submitted at the time of the dissolution. As mentioned, the property being distributed (or more properly the Vendor Take Back Mortgage at that time) was available to satisfy the provisions of ~~the~~ section 4.1(b) of the Sanction Order. The only reason why the proceeds of the Mortgage ~~was~~ have not been paid in accordance with, and in satisfaction of the Sanction Order is the dissolution of the debtor with the result that there is no corporation to receive and distribute the monies. (The Plan did not grant such authority to the Monitor). The policy of section 242, among other purposes, is to ensure that creditors are not prejudiced by a dissolution of other corporate bodies or even when they had no control. Accordingly, the proposed distribution is, in my opinion, consistent not only with the language of section 242 but also with the policy behind that provision.

~~Order to go on the form~~

There being no objection raised either regarding the proposed payment of the fees of the Monitor and its counsel, I am also satisfied that ~~such~~ payment of such fees should also be authorized at this time.

Order to go on the form attached.

W. / Hon - J. T.