

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE *Mr.* ) WEDNESDAY, THE 20TH  
JUSTICE *Wainey* ) DAY OF JANUARY, 2016

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  
IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990  
c. C.43, AS AMENDED WITH RESPECT TO DONDEB INC. AND ALL THE DEBTORS  
LISTED AT SCHEDULE "A" HERETO

DISCHARGE ORDER

THIS MOTION, made by A. Farber & Partners Inc. ("**Farber**") in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of debtors referred to at Schedule A attached hereto (collectively, the "**Debtors**"), for an order (i) declaring that the timing and method of service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable; (ii) approving the seventeenth report to Court of the Receiver dated January 12, 2016 (the "**Seventeenth Report**") and the activities of the Receiver set out therein; (iii) approving the updated General Restructuring and Administrative Expenses ("**GARE**") allocation as set out on Appendix "E" to the Seventeenth Report (the "**Updated GARE Allocation**"); (iv) approving the additional distributions as set out in Appendix "F" to the Seventeenth Report (the "**Additional Distributions**") and authorizing the Receiver to make the Additional Distributions; (v) authorizing the Receiver, to the extent that additional funds are received or expenses are incurred from time to time, to, without further Court Order, further update the GARE allocation using the same methodology embodied in the Updated GARE Allocation and make any further distributions that result from using the same methodology employed in arriving at the Additional Distributions; (vi) approving the fees and

disbursements of Farber as Receiver as set out in the affidavit of Hylton Levy sworn January 11 2016 (the “**Levy Affidavit**”); (vii) approving the fees and disbursements of Dentons Canada LLP (“**Dentons**”), as counsel to the Receiver as set out in the affidavit of Neil Rabinovitch sworn January 8, 2016 (the “**Rabinovitch Affidavit**”); (viii) approving the fees and disbursements of Cassels Brock & Blackwell LLP (“**Cassels**”), as counsel to the Receiver as set out in the affidavit of Jane Dietrich sworn January 11, 2016 (the “**Dietrich Affidavit**”); (ix) dismissing the following proceedings (the “**NOI Proceedings**”), each being a notice of intention to make a proposal pursuant to the BIA: Dondeb Inc. 31-1664344, Ace Self Storage & Business Centre 31-1664774, 1711060 Ontario Ltd. 31-1664775, 2338067 Ontario Ltd. 31-1664772, King City Holdings Ltd. 31-1671712, 1182689 Ontario Inc. 31-1671611 and 2198392 Ontario Inc. 31-1673260 and ordering the Office of the Superintendent of Bankruptcy (the “**OSB**”) to close the estates (the “**NOI Estates**”) for each NOI Proceeding; and (x) following the making of the payments described above and completion of the other activities as described in the Seventeenth Report, terminating the Receivership proceedings, discharging Farber as Receiver of the undertaking, property and assets of the Debtors and releasing Farber from any and all liability it may have incurred as Receiver, other than that arising from gross negligence or wilful misconduct, as set out in the draft order; was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Seventeenth Report, including the Levy Affidavit, the Rabinovitch Affidavit and the Dietrich Affidavit and on hearing the submissions of counsel for the Receiver, no one else appearing although served as evidenced by the Affidavits of Stephanie Waugh sworn January 12, 2016 and January 13, 2016, filed;

1. **THIS COURT ORDERS** that, the timing and method of services of the Notice of Motion and the Motion Record be and is hereby abridged and validated so that this Motion is properly returnable today.
2. **THIS COURT ORDERS** that the Seventeenth Report and the activities of the Receiver as set out therein be and are hereby approved.
3. **THIS COURT ORDERS** that the Updated GARE Allocation be and is hereby approved.

4. **THIS COURT ORDERS** that the Additional Distributions be and are hereby approved and the Receiver is hereby authorized to take steps necessary to make such Additional Distributions.
5. **THIS COURT ORDERS** that to the extent that additional funds are received by the Receiver or expenses are incurred by the Receiver from time to time, the Receiver be and is hereby authorized without further Court Order, to further update the GARE allocation using the same methodology embodied in the Updated GARE Allocation and make any further distributions that result from using the same methodology employed in arriving at the Additional Distributions.
6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Report, the Levy Affidavit, the Rabinovitch Affidavit and the Dietrich affidavit including the estimated costs to complete set out therein be and are hereby approved.
7. **THIS COURT ORDERS** that the NOI Proceedings be and are hereby dismissed and the OSB is hereby ordered to close the NOI Estates.
8. **THIS COURT ORDERS** that upon the Receiver filing a certificate certifying that it has made the payments approved herein and has completed the activities described in the Seventeenth Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtors, 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 Farber in its capacity as Receiver.
9. **THIS COURT ORDERS AND DECLARES** that Farber is hereby released and discharged from any and all liability that Farber now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Farber 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, Farber 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.

*Hannie J.*

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

JAN 20 2016  
*m*

**SCHEDULE "A"**

1281515 Ontario Inc.

2338067 Ontario Inc.

2198392 Ontario Ltd.

King City Holdings Ltd.

Guelph Financial Corporation

Briarbrook Apartments Inc.

2009031 Ontario Inc.

1267818 Ontario Ltd.

1711060 Ontario Ltd.

1182689 Ontario Inc.

Ace Self Storage and Business Centre Inc.

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DEBTORS LISTED AT SCHEDULE "A" HERETO

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

PROCEEDING COMMENCED AT TORONTO

**DISCHARGE ORDER**

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LAWYERS FOR the Receiver