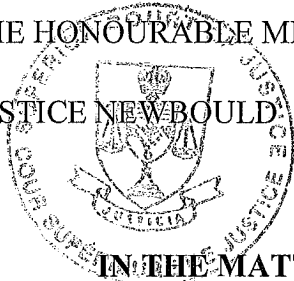


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.

JUSTICE NEWBOULD



THURSDAY, THE 15TH

DAY OF OCTOBER, 2015

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL
OF ONE KENTON ALZHEIMER CENTER FOR EXCELLENCE (NON-PROFIT) INC.

APPROVAL AND VESTING ORDER

THIS MOTION, made by One Kenton Alzheimer Center for Excellence (Non-Profit) Inc. and B'nai Brith Hillel of Toronto Inc. (collectively, the "**Debtors**") for an order approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Debtors and Avcon Construction Inc. (the "**Purchaser**") dated September 25, 2015, and appended to the Third Report of A. Farber & Partners Inc. in its capacity as the proposal trustee of the Debtors (the "**Proposal Trustee**") dated October 9, 2015 (the "**Third Report**"), and vesting in the ~~Purchaser~~ the Debtors' right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**"), was heard this day at 330 University Avenue, Toronto, Ontario.

2486098 Ontario Limited (the "Purchaser")

ON READING the Affidavit of Michael Mostyn sworn October 8, 2015 and the Third Report, and on hearing the submissions of counsel for the Debtors and the Proposal Trustee, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Danish Afroz sworn October 8, 2015, filed:

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Debtors is hereby authorized and approved, *nunc pro tunc*, with such minor amendments as the Proposal Trustee may deem necessary. The Debtors and the Proposal Trustee are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Proposal Trustee's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "**Proposal Trustee's Certificate**"), all of the Debtors' right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser, 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 of the Honourable Justice Newbould dated June 26, 2015; (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; and (iii) those Claims listed on Schedule B hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule C) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Land Titles Division of Toronto of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in the Sale Agreement (the "**Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule B hereto.

4. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Proposal Trustee's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. THIS COURT ORDERS AND DIRECTS the Proposal Trustee to file with the Court a copy of the Proposal Trustee's Certificate, forthwith after delivery thereof.

6. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Debtors and the Proposal Trustee are authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Debtors' records pertaining to the Debtors' past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtors.

7. THIS COURT ORDERS that, notwithstanding:

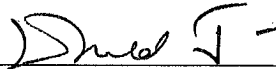
- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any Debtor;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any Debtor and shall not be void or voidable by creditors of any Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable

transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

9. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Proposal Trustee and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Proposal Trustee and its agents in carrying out the terms of this Order.



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



OCT 15 2015

Schedule A – Form of Proposal Trustee's Certificate

Estate No. 31-2008366
Court File No. 31-2008366

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

**IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c. B-3, AS AMENDED**

**AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL
OF ONE KENTON ALZHEIMER CENTER FOR EXCELLENCE (NON-PROFIT) INC.**

PROPOSAL TRUSTEE'S CERTIFICATE

RECITALS

A. On June 23, 2015, each of One Kenton Alzheimer Center for Excellence (Non-Profit) Inc. and B'nai Brith Hillel of Toronto Inc. (collectively, the "**Debtors**") filed a Notice of Intention to Make a Proposal pursuant to section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended. A. Farber & Partners Inc. was appointed as the Debtors' proposal trustee (the "**Proposal Trustee**").

B. Pursuant to an Order of the Court dated October 15, 2015, the Court approved the agreement of purchase and sale made as of September 25, 2015 (the "**Sale Agreement**") between the Debtors and Avcon Construction Inc. (the "~~Purchaser~~") and provided for the vesting in the ~~Purchaser~~ of the Debtors' right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Debtors and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.

✓ 2496098 Ontario
(Limited (the "Purchaser"))
✓
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C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser has paid and the Debtors have received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out the Sale Agreement have been satisfied or waived by the Debtors and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee at _____ [TIME] on _____ [DATE].

A. FARBER & PARTNERS INC., solely in its capacity as Proposal Trustee of One Kenton Alzheimer Center for Excellence (Non-Profit) Inc. and B'nai Brith Hillel of Toronto Inc., and not in its personal capacity

Per: _____

Name:

Title:

Schedule B – Claims to be deleted and expunged from title to Real Property

1. Charge in favour of The Bank of Nova Scotia registered July 19, 2010 as instrument AT2450594.
2. Charge in favour of The Bank of Nova Scotia registered September 17, 2010 as instrument AT2506684.
3. Postponement of Interest from Climans Green Liang Architects Inc. in favour of The Bank of Nova Scotia registered October 14, 2011 as instrument number AT2840900 postponing Claim for Lien registered as Instrument AT2761113 in favour of Charge registered as Instrument AT2450594.
4. Postponement of Interest from Climans Green Liang Architects Inc. in favour of The Bank of Nova Scotia registered October 14, 2011 as instrument number AT2840901 postponing Claim for Lien registered as Instrument AT2761113 in favour of Charge registered as Instrument AT2506684.
5. Charge in favour of Avcon Construction Inc., Claude Ayache and Norel Electric Ltd. registered May 1, 2014 as instrument number AT3572328.

**Schedule C – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property**

(unaffected by the Vesting Order)

1. Notice of Agreement between Dana Developments Inc and the City of North York registered January 26, 1993 as instrument number TB882014.
2. Notice of Agreement between The City of North York and Dana Developments Inc registered June 18, 1996 as instrument number TB986692.
3. Notice of Agreement between City of Toronto and B’Nai Brith Hillel of Toronto Inc. registered February 21, 2006 as instrument number AT1067712.
4. Notice of Agreement between City of Toronto and B’Nai Brith Hillel of Toronto Inc. and B’Nai B’Rith Hillel of Toronto Inc. registered December 3, 2009 as instrument number AT2246100.
5. Easement in favour of Rogers Communications Inc. registered August 26, 2013 as instrument number AT3388497.

Estate No.: 31-2008366
Court File No.: 31-2008366

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EXCELLENCE (NON-PROFIT) INC.

Applicants

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

Proceeding commenced at Toronto

APPROVAL AND VESTING ORDER

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