

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

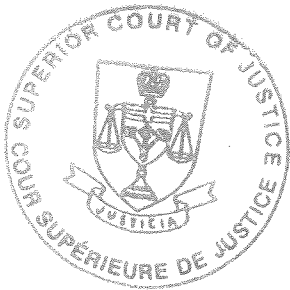
THE HONOURABLE *MR.*) TUESDAY, THE 3RD DAY
)
JUSTICE *NEWBOULD*) OF MARCH, 2015

B E T W E E N :

HANDS-ON CAPITAL INVESTMENTS INC.

Applicant

- and -



PEMBROKE RESIDENCE LTD.

Respondent

**ORDER
(re Ancillary Matters)**

THIS MOTION, made by A. Farber & Partners Inc., in its capacities as the Court-appointed receiver and manager (in such capacities, the “**Receiver**”), without security, of all of the assets, undertakings and properties of Pembroke Residence Ltd. (the “**Debtor**”) for an order, *inter alia*: (i) approving the Third Report of the Receiver dated February 19, 2015 (the “**Third Report**”) and the activities of the Receiver described therein; (ii) authorizing the Receiver to distribute certain funds on account of outstanding obligations; (iii) approving the Receiver’s interim statement of receipts and disbursements for the period ended January 31, 2015 (the “**Receiver’s Interim R&D**”); and (iv) approving the fees and disbursements of the Receiver and its counsel, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report and appendices thereto, the affidavit of Noah Litwack sworn February 18, 2015 (the “**Litwack Affidavit**”) and the affidavit of Jeremy Nemers sworn February 17, 2015 (the “**Nemers Affidavit**”), and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Paula Hoosain sworn February 19, 2015, filed,

1. **THIS COURT ORDERS** 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 Third Report and the activities of the Receiver described therein are hereby approved.
3. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to distribute \$28,069.70 to Canada Revenue Agency, without further Order of this Court, on account of the Debtor’s indebtedness for payroll source deductions.
4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to distribute \$60,000.00 plus applicable interest and accrued charges to Hands-On Capital Investments Inc. (the “**First Mortgagee**”), without further Order of this Court, on account of repayment of the Receiver’s borrowings from the First Mortgagee in the aggregate principal amount of \$60,000.00.
5. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to distribute up to the amount of \$4,391,077.23 to the First Mortgagee, plus any interest, fees and other amounts

accruing after February 28, 2015, without further Order of this Court, on account of the Debtor's indebtedness to the First Mortgagee.

6. **THIS COURT ORDERS** that the Receiver's Interim R&D, as further described in the Third Report, be and is hereby approved.

7. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, as described in the Third Report and as set out in the Litwack Affidavit, be and are hereby approved.

8. **THIS COURT ORDERS** that the fees and disbursements of Aird & Berlis LLP, counsel to the Receiver, as described in the Third Report and as set out in the Nemers Affidavit, be and are hereby approved.

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 Receiver 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

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



MAR - 3 2015



HANDS-ON CAPITAL INVESTMENTS INC.

- and -

PEMBROKE RESIDENCE LTD.

Applicant

Respondent

Court File No. CV-14-10614-00CL

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Proceedings commenced at Toronto

**ORDER
(Re Ancillary Matters)**

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Lawyers for A. Farber & Partners Inc., in its capacity as the Court-appointed receiver and manager of Pembroke Residences Ltd.