



## SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the First Report 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 capitalized terms used in this Order and not otherwise defined have the meanings ascribed to them in the First Report.

## DISTRIBUTION

3. **THIS COURT ORDERS** that the Receiver is authorized and directed to distribute the net proceeds of the Transaction to 1112396 Ontario Limited, as described in the First Report, as partial payment of the balance owing by the Debtor to 1112396 Ontario Limited, subject to such holdbacks, reserves and priority payments described in the First Report or that the Receiver deems necessary and appropriate, including without limitation with respect to the Receiver's fees and the fees of its counsel.
4. **THIS COURT ORDERS** that the Receiver, its counsel and other agents are hereby authorized to take all necessary or appropriate steps and actions to effect the payments and distributions described in this Order, and shall not incur any liability as a result of making such payments and distributions.
5. **THIS COURT ORDERS** that, notwithstanding anything else contained in this Order, each of the payments and distributions provided for in this Order shall be made free and clear of 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, including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Receivership Order; and (ii) all charges security interests, liens, trusts, or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property or real property registry system.
6. **THIS COURT ORDERS** that the Receiver or any other person facilitating payments and distributions pursuant to this Order shall be entitled to deduct and withhold from any such payment or distribution such amounts as may be required to be deducted or withheld under applicable law and to remit such amounts to the appropriate governmental authority or other

person entitled thereto as may be required by applicable law. To the extent that amounts are so withheld or deducted and remitted to the appropriate governmental authority or other person entitled thereto, such withheld or deducted amounts shall be treated for all purposes as having been paid pursuant to this Order.

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 the Debtor and any bankruptcy order issued pursuant to any such application; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

any payment or distribution made pursuant to this Order are final and irreversible and shall be binding on any trustee-in-bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction pursuant to 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 law.

#### **APPROVAL OF FEES AND ACTIVITIES**

8. **THIS COURT ORDERS** that the First Report and the activities of the Receiver described in the First Report, including without limitation the R&D, 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 approval.

9. **THIS COURT ORDERS** that the fees, costs and expenses of the Receiver, including those of its independent legal counsel, as set out in the Fee Affidavits, are hereby approved, and that the Receiver is hereby authorized and directed to pay the same from available funds forthwith, including for avoidance of doubt the proceeds of the Transaction, as the case may be.

#### **SEALING**

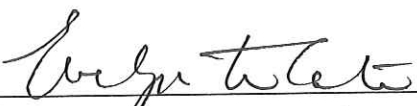
10. **THIS COURT ORDERS** that Confidential Appendix "1" to the Report be and is hereby sealed until the earlier of the discharge of the Receiver or further order of this Court.



**GENERAL**

11. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

12. **THIS COURT ORDERS** that this Order is effective from its date without any requirement for filing, issuance or entry.

  
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Justice LeClerc

1112396 ONTARIO LIMITED ET AL.

-and-

Z. DESJARDINS HOLDINGS INC. ET AL.

Applicant

Respondents

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceedings commenced at London

**ORDER**

**RECONSTRUCT LLP**

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capacity as court-appointed Receiver of Z.  
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