

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

THE HONOURABLE)
JUSTICE B. DIETRICH)
Wednesday, the 16th
DAY OF September, 2020

BETWEEN:



THE TORONTO-DOMINION BANK
Applicant

and

GREEN LINE TRANSPORTATION INC.
Respondent

APPLICATION UNDER Section 101 of the Courts of Justice Act and section 243 of the Bankruptcy and Insolvency Act

DISCHARGE ORDER

THIS MOTION, made by RSM Canada Limited in its capacity as the Court-appointed receiver and manager (the "Receiver") of all of the undertaking, property and assets of Green Line Transportation Inc. (the "Debtor" or "Green Line"), for an order, *inter alia*,: i) approving the activities of the Receiver as set out in the Third Report of the Receiver dated August 25, 2020 (the "Third Report") and approving the interim receipts and disbursements included therein; ii) approving the fees and disbursements of the Receiver and its counsel; iii) authorizing the Receiver to deliver the examination transcript of Akshay Kumar to The Toronto-Dominion Bank ("TD") as well as the documentation in the Receiver's possession provided by Akshay Kumar related to his purchase of 50% of the shares in the Debtor ; and iv) discharging and releasing RSM Canada Limited as Receiver of the undertaking, property and assets of the Debtor; was heard this day by judicial video conference via Zoom at Toronto, Ontario due to the COVID-19 Crisis.

ON READING the Notice of Motion dated August 31, 2020, the Third Report, the affidavits of the Receiver and its counsel as to fees (the "**Fee Affidavits**"), and upon hearing the submissions of counsel for the Receiver, no one appearing for any other person or company on the Service List, although duly served as it appears from the Affidavits of Service of Robin A. Dodokin sworn September 1, 2020 and filed.

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion record is hereby abridged and that service of the Notice of Motion and Motion Record is hereby validated so that the motion is properly returnable today and that further service is dispensed with.
2. THIS COURT ORDERS that the Third Report, the activities of the Receiver as set out in the Third Report, and the Interim Statement of Receipts and Disbursements, as defined in the Third Report, are hereby approved.
3. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, including estimated fees to completion of the receivership administration, as set out in the Third Report and the Fee Affidavits within the Third Report, are hereby approved.
4. THIS COURT ORDERS that the Receiver is authorized to provide to TD or its legal counsel the Kumar Documents and the Kumar Transcript, both as defined in the Third Report.
5. This Court orders that RSM, in its capacity as former Receiver, (i) pay to TD any funds the Receiver receives following the date of this Order, provided that the amounts paid do not exceed the Debtor's indebtedness to TD; and ii) apply to the Court for further advice and direction if the Receiver is of the view that the direction of the Court is required.
6. THIS COURT ORDERS that upon the Receiver filing a certificate certifying that it has completed the Remaining Duties as defined in the Third Report, the Receiver shall be discharged as Receiver of the assets, undertakings and properties of the Debtor, 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 RSM Canada Limited in its capacity as Receiver.

7. THIS COURT ORDERS AND DECLARES that RSM Canada Limited is hereby released and discharged from any and all liability that RSM Canada Limited now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of RSM Canada Limited 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, RSM Canada Limited 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.

Dietrich J.

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

SEP 16 2020

PER / PAR:

g

THE TORONTO-DOMINION BANK
Applicant

-and- GREEN LINE TRANSPORTATION INC.
Respondent

Court File No. CV-19-621613-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

DODOKIN LAW & CONFLICT RESOLUTION

6 Adelaide Street East, Suite 1000
Toronto ON M5C 1H6

Robin A. Dodokin

LSO# 34240V

robin@dodokinlaw.com

Tel: 416-300-6515

Fax: 647-494-8803

Lawyers for the Receiver