

Court File No. CV-23-00002144-0000



ONTARIO
SUPERIOR COURT OF JUSTICE

THE HONOURABLE
JUSTICE BEZAIRE

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FRIDAY, THE 20TH DAY
OF SEPTEMBER, 2024

BETWEEN:

1112396 ONTARIO LIMITED, BLUEBERRY RECORDS INC., STANART
HOLDINGS INC. and FALVO HOLDINGS LIMITED

Applicants

and

Z. DESJARDINS HOLDINGS INC. and ZACHARY DESJARDINS

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY
AND INSOLVENCY ACT*, R.S.C. 1985, c.B-3, AS AMENDED, AND
SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990,
c.C.43, AS AMENDED

ORDER

THIS MOTION, made by TDB Restructuring Limited, in its capacity as the Court-appointed receiver and manager (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and properties of Z. Desjardins Holdings Inc., other than the Excluded Assets (as defined in the Order of Tranquilli J. made on October 25, 2023 in this proceeding), was heard this day by judicial videoconference via Zoom.

ON READING the third report of the Receiver dated September 12, 2024 and the appendices thereto (collectively, the "**Third Report**"), and on hearing the submissions of counsel for the Receiver and such other counsel as were present as indicated by the counsel sheet, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Julie Mah sworn September 13, 2024, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the motion record and the Third Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF FEES AND ACTIVITIES

2. **THIS COURT ORDERS** that the activities of the Receiver described in the Third Report, including without limitation the Receiver's Interim Statement of Receipts and Disbursements for the period from October 25, 2023 to August 15, 2024, 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.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period from June 16, 2024 to August 31, 2024 in the amount of \$55,456.50 in fees, plus HST of \$7,209.36, for a total amount of \$62,665.85, as further set out in the Third Report and the affidavit attached as Appendix "I" to the Third Report, be and are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of Reconstruct LLP, counsel to the Receiver from June 24, 2024 to September 10, 2024 in the amount of \$34,386.00 in fees, \$145.24 in disbursements, plus HST of \$4,489.06, for a total amount of \$39,020.30, as further set out in Third Report and the affidavit attached as Appendix "J" to the Third Report, be and are hereby approved.

SEALING

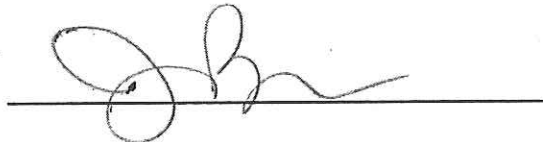
5. **THIS COURT ORDERS** that Confidential Appendix "1" and Confidential Appendix "2" to the Third Report be and are hereby sealed until the earlier of the closing of the transaction contemplated in the agreement of purchase and sale between the Receiver, as vendor, and Gas Station Solutions Inc., as purchaser, dated August 27, 2024 or further order of this Court.

GENERAL

6. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

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

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

A handwritten signature in black ink, consisting of a large loop followed by a series of smaller, fluid strokes, is written over a horizontal line.

1112396 ONTARIO LIMITED ET AL.

-and-

Z. DESJARDINS HOLDINGS INC. ET AL.

Applicant

Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceedings commenced at London

ORDER

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as court-appointed Receiver of Z. Desjardins
Holdings Inc.

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