

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE ) FRIDAY, THE 5<sup>th</sup> DAY  
)  
JUSTICE CAVANAGH ) OF JANUARY, 2024

**MARSHALLZEHR GROUP INC., AS ADMINISTRATOR**

Applicant

-and-

**12252856 CANADA INC.**

Respondent

**ORDER (ANCILLARY RELIEF)**

**THIS MOTION**, made by RSM Canada Limited (“**RSM**”), in its capacity as the Court-appointed receiver (the “**Receiver**”) of the assets, undertakings and property of 12252856 Canada Inc. (the “**Debtor**”), including the property municipally known as 0, 227 and 235 King Road, Richmond Hill, Ontario (the “**Property**”), for an order:

- a) sealing the Confidential Appendices to the Third Report of the Receiver dated November 20, 2023 (the “**Third Report**”) until completion of the sale of the Property or further order of this Court;

- b) approving the activities of the Receiver as set out in the Third Report and the Supplement to the Third Report of the Receiver dated December 29, 2023 (the “**Supplemental Report**”);
- c) approving the Receiver’s cash receipts and disbursements as detailed in the Third Report;
- d) approving the fees and disbursements of the Receiver and its legal counsel, Chaitons LLP (“**Chaitons**”) through to October 31, 2023 and estimated to complete the administration of these proceedings as described in the Third Report, the Affidavit of Bryan Tannenbaum sworn November 20, 2023 and the Affidavit of Maya Poliak sworn November 20, 2023 (collectively the “**Fee Affidavits**”);  
and
- a) terminating these proceedings and discharging the Receiver upon the filing of the Discharge Certificate,

was heard this day in person at 330 University Avenue.

**ON READING** the Notice of Motion, the Third Report, the Confidential Appendix Brief dated December 6, 2023, the Supplemental Report, the Fee Affidavits, and the affidavits of Mir Ali sworn December 11, 2023 and December 22, 2023, and on hearing the submissions of counsel for the Receiver, and such other counsel in attendance at the motion, as shown on the Participant Information Form, filed,

1. **THIS COURT ORDERS** that the Third Report, the Supplemental Report and the conduct and activities of the Receiver as set out therein, be and 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.

2. **THIS COURT ORDERS** that the Confidential Appendices to the Third Report shall be sealed and not form part of the public record until completion of the sale of the Purchased Assets (as defined in the Asset Purchase Agreement between MarshallZehr Capital Partners Inc. and the Receiver dated October 26, 2023) or further order of the court.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and Chaitons, as set out in the Third Report and the Fee Affidavits, are hereby approved.

4. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements, attached as Appendix "M" Third Report, be and is hereby approved.

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**MARSHALLZEHR GROUP INC., AS ADMINISTRATOR**

**-and- 12252856 CANADA INC.**

Applicant

Respondent

Court File No. CV-22-00691528-00CL

***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**

Proceedings commenced at Toronto

**ORDER (ANCILLARY RELIEF)**

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**Lawyers for the Court-appointed Receiver,  
RSM Canada Limited,**