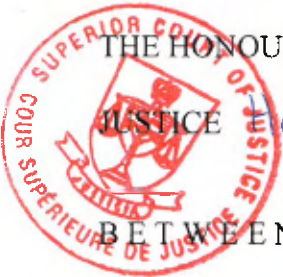


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**



THE HONOURABLE *Mr. J. J. Rainey*
JUSTICE

)
)
)

WEDNESDAY, THE 24TH
DAY OF JANUARY, 2018

BETWEEN:
(Court Seal)

2292912 ONTARIO INC.

Applicant

-and-

2380009 ONTARIO LIMITED

Respondent

APPLICATION UNDER Section 243 of the *Bankruptcy and Insolvency Act*, RSC 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
(Approval of Settlement)

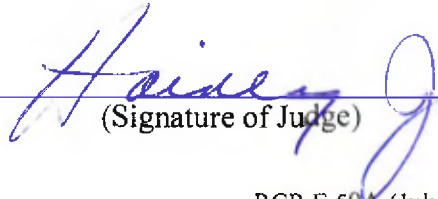
THIS MOTION, made by RSM Canada Limited, in its capacity as court appointed receiver (in such capacity, the "Receiver") of the assets, property and undertaking of 2380009 Ontario Limited ("238") was heard this day at the court house, 330 University Avenue, 7th Floor, Toronto, Ontario, M5G 1R7 for an order, *inter alia*:

- (a) approving the Receiver entering into and completing the settlement (the "Eco Settlement") with Eco Home Energy Services Inc. ("Eco") as described in the Receiver's Fifth Report to Court dated January 16, 2018 (the "Fifth Report") and authorizing payment to Eco of the Settlement Amount (as defined in the Notice of Motion filed in support of this Motion);
- (b) releasing to the Receiver the balance of the Segregated Eco Funds (as defined in the Notice of Motion) for use in the administration of the receivership or otherwise for distribution to the creditors of 238;

- (c) approving the Receiver's Fifth Report to Court (the "Fifth Report"), the Receiver's conduct and activities described therein and the summary of the Receiver's cash receipts and disbursements for the period from February 7, 2017 to January 10, 2018 (the "R&D");
- (d) approving the fees and disbursements of the Receiver and of the Receiver's counsel as set out in the Fifth Report,

ON READING the Notice of Motion and the Fifth Report and on hearing the submissions of counsel for the Receiver,

1. **THIS COURT ORDERS** that the Eco Settlement and the payment of the Settlement Amount by the Receiver are hereby approved and the Receiver is authorized and directed to enter into and complete the Eco Settlement.
2. **THIS COURT FURTHER ORDERS** that the release to the Receiver of the balance of the Segregated Eco Funds for use in the administration of the receivership or otherwise for distribution to the creditors of 238 is hereby approved.
3. **THIS COURT FURTHER ORDERS** that the Fifth Report and the activities of the Receiver outlined therein are approved.


(Signature of Judge)
RCP-E 59A (July 1, 2007)

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

JAN 24 2018

PER / PAR: 

2292912 ONTARIO INC.
Applicant

-and- 2380009 ONTARIO LIMITED
Respondent

Court File No. CV-16-011354-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

ORDER
(Approval of Settlement)

TORKIN MANES LLP
Barristers & Solicitors
151 Yonge Street, Suite 1500
Toronto ON M5C 2W7

Stewart Thom (55695C)
sthom@torkinmanes.com
Tel: 416-777-5197
Fax: 1-877-689-3872

Lawyers for the Receiver, RSM Canada Limited

RCP-E 4C (May 1, 2016)