

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE *Mr.*) TUESDAY, THE 20th
JUSTICE *Fanny*) DAY OF SEPTEMBER, 2016

B E T W E E N:

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

- and -

**AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS INC., PAVILION
SPORTS ICE INC., PAVILION SPORTS FOOD AND BEVERAGE INC. and PAVILION
AQUATIC CLUB INC.**

Respondents

DISCHARGE ORDER

THIS MOTION, made by Collins Barrow Toronto Limited ("CBTL") in its capacity as the Court-appointed monitor (the "Monitor") of all of the assets, undertakings and properties of the Respondents and the former Court-appointed receiver and manager of all of the assets, undertakings and properties of the Respondents, Pavilion Clubs Inc., 1887722 Ontario Ltd., 1688902 Ontario Inc. and Forza Fitness (together the "Debtors"), for an order:

1. approving the Final Report of CBTL dated May 15, 2015 and the Supplement to the Final Report of CBTL dated May 15, 2015 (together the "Receiver's Report") and the activities of CBTL in its role as the former receiver as set out therein;
2. approving the Fourth and Final Report of the Monitor dated May 15, 2015 (the "Monitor's Report") and the activities of the Monitor as set out therein;



3. approving CBTL's interim statement of receipts and disbursements for the period from September 8, 2014 to April 17, 2015 (the "SRD");
4. approving the fees and disbursements of CBTL and its counsel and the fees and disbursements of the Monitor and its counsel;
5. discharging CBTL as Monitor of the assets, undertakings and properties of the Respondents;
6. discharging CBTL as Receiver of the assets, undertakings and properties of the Debtors;
7. releasing CBTL from any and all liability, as set out in paragraph 6 of this Order; and
8. sealing the Supplement to the Final Report of the Receiver dated May 15, 2015 (the "Confidential Report") until further order of the Court,

was heard this day at 330 University Avenue, Toronto, Ontario.

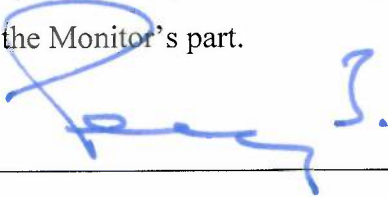
ON READING the Receiver's Report, the Monitor's Report, and the First Supplemental Report to the Receiver's Final Report (the "Supplemental Report" and together with the Receiver's Report, the Monitor's Report, the "Reports"), the affidavits of CBTL, the Monitor, and their respective counsel as to fees (the "Fee Affidavits"), and on hearing the submissions of counsel for CBTL, counsel for DUCA Financial Services Credit Union Ltd., and counsel for Pollard & Associates Inc., the Court-appointed Receiver of the property, assets and undertaking of the Respondents as well as of Pavilion Clubs Inc., 1887722 Ontario Ltd., 1688902 Ontario Inc. and Forza Fitness Ltd., no one else appearing although served as evidenced by the Affidavits of Nadia Gatta sworn November 10, 2015 and September 13, 2016, filed;

1. THIS COURT ORDERS that the Reports and the activities of CBTL as the Monitor and the former Receiver, as set out in the Reports, are hereby approved.
2. THIS COURT ORDERS that the SRD is hereby approved.
3. THIS COURT ORDERS that the fees and disbursements of CBTL and its counsel, and the fees and disbursements of the Monitor and its counsel, as set out in the Reports and the Fee Affidavits, are hereby approved and that the Receiver is authorized and directed to pay its fees and the fees of its counsel from the monies it has on hand.

4. THIS COURT ORDERS that CBTL shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein CBTL 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 CBTL in its capacity as Receiver.

5. THIS COURT ORDERS that the Monitor shall be discharged as Monitor of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete its duties as Monitor, and (b) the Monitor 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 CBTL in its capacity as Monitor.

6. THIS COURT ORDERS AND DECLARES that CBTL is hereby released and discharged from any and all liability that CBTL now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of CBTL while acting in its capacity as Receiver or Monitor herein, save and except for any gross negligence or wilful misconduct on the Receiver's or the Monitor's part. Without limiting the generality of the foregoing, CBTL 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 proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's or the Monitor's part.



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PER / PAR: 

BUSINESS DEVELOPMENT BANK OF CANADA

-and-

AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS
INC., PAVILION SPORTS INC., PAVILION SPORTS FOOD AND
BEVERAGE INC., AND PAVILION AQUATIC CLUB INC.
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Court File No. CV-13-10285-00CL

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COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

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