

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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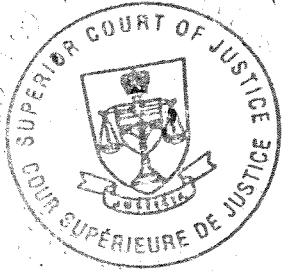
THURSDAY, THE 14TH DAY

JUSTICE *NEWBOULD*

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OF APRIL, 2016



IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF MARTIN ROSS GROUP INC.

ORDER

(Plan sanction and extension of Stay Period)

THIS MOTION, made by Martin Ross Group Inc. (the "**Applicant**") for an order:

- (a) if necessary, abridging the time for service and filing of the Motion Record, and validating service of the Motion Record, such that this motion is properly returnable today;
- (b) sanctioning the Plan of Compromise or Arrangement put forward by the Applicant dated February 2, 2016 (the "**Plan**");
- (c) extending the Stay Period (as defined herein) to June 23, 2016;
- (d) approving the Eleventh Report of Collins Barrow Toronto Limited ("**CBTL**"), in its capacity as court-appointed monitor of the Applicant (the "**Monitor**") and the activities of the Monitor described therein; and,

- (e) approving the fees and disbursements of the Monitor and its legal counsel, Torkin Manes LLP, to date,

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

ON READING the Notice of Motion, the Affidavit of Allen Shechtman affirmed April 7, 2016 (the “**Shechtman Affidavit**”) and the Eleventh Report of the Monitor including the affidavits of Daniel Weisz and of Hunter Forman (the “**Fee Affidavits**”), and on hearing the submissions of the lawyers for the Applicant and the Monitor, no one appearing for any other person on the service list, although properly served as appears from the affidavits of service of Kelly Barrett sworn April 8, 2016 and Janice Chen sworn April 12, 2016, filed,

SERVICE

1. THIS COURT ORDERS that the time for service and filing of the Motion Record and the Eleventh Report is hereby abridged, and service of the Motion Record and the Eleventh Report is hereby validated, such that this Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. THIS COURT ORDERS that, except where otherwise defined, defined terms in this Order shall have the meanings assigned in the Plan.

SANCTION OF PLAN

3. THIS COURT ORDERS AND DECLARES on being satisfied that: (a) the Plan has been approved by the Required Majority of Affected Creditors; (b) the Applicant has complied with all statutory requirements of the *Companies' Creditors Arrangement Act* (the “**CCAA**”) and

has not done or purported to do anything that is not authorized by the CCAA; and (c) the Plan is fair and reasonable, the Plan shall be and is hereby sanctioned and approved pursuant to section 6 of the CCAA and the compromises and arrangements contemplated under the Plan are approved, binding and effective as herein set out upon all Affected Creditors.

PLAN IMPLEMENTATION

4. THIS COURT ORDERS that the Applicant, and the Monitor, as the case may be, are hereby authorized and directed to take all actions necessary or appropriate (as determined by the Applicant or the Monitor, as applicable) to implement and give effect to the Plan in accordance with and subject to its terms, and to enter into, execute, deliver, implement and consummate any transactions and agreements contemplated pursuant to the Plan, and such actions are hereby approved.

EFFECT OF PLAN IMPLEMENTATION

5. THIS COURT ORDERS that on the Implementation Date, the Released Parties shall, except as provided below or to the extent prohibited by the CCAA, be released and discharged from any and all demands, claims, actions, causes of action, counterclaims, suits, debts, sums of money, accounts, covenants, damages, judgments, expenses, executions, liens and other recoveries on account of any liability, obligation, demand or cause of action of whatever nature which any Person may be entitled to assert, including, without limitation, any and all claims in respect of potential statutory liabilities of the former, present and future directors and officers of the Applicant, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the Implementation Date

relating to, arising out of or in connection with the Affected Claims, the business and affairs of the Applicant, this Plan and the CCAA Proceedings, provided that nothing herein shall release or discharge an officer or director of the Applicant with respect to the matters set out in section 5.1(2) of the CCAA, or release or discharge the Applicant from its obligations to Creditors under this Plan or under any Order and provided further that nothing therein shall release or discharge a Released Party if the Released Party is adjudged by the express terms of a judgment rendered on a final determination on the merits to have committed fraud or willful misconduct, and provided further that nothing herein shall impact the rights of Unaffected Creditors, or release any Person including any current or former officers or directors of the Applicant, from any obligations as guarantor or surety in respect of the Applicant and all such guarantees shall remain in full force and effect.

6. THIS COURT ORDERS that upon the Implementation Date, each Affected Claim shall be settled, compromised and released in accordance with the Plan, and the ability of an Affected Creditor to proceed against the Applicant, any of the assets or property of the Applicant or the Released Parties in respect of an Affected Claim shall be forever discharged and restrained, and all proceedings with respect, in connection with or relating to such Affected Claims are hereby permanently stayed, subject only to the right of Affected Creditors to receive distributions in accordance with the Plan, provided further that nothing in this paragraph shall be taken to impact the rights of Unaffected Creditors.

ADDITIONAL PROVISIONS

7. THIS COURT ORDERS that this order shall have full force and effect in all provinces and territories in Canada and abroad and as against all Persons against whom it may otherwise be enforceable.

8. THIS COURT ORDERS AND REQUESTS the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including, without limitation, the assistance of any court in Canada pursuant to section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court or any judicial, regulatory or administrative body of the United States of America and the states or other subdivisions of the United States of America and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

9. THIS COURT ORDERS that the Applicant or the Monitor may apply to this Court for such further advice, directions, or assistance, as may be necessary to give effect to the terms of the Plan.

STAY EXTENSION

10. THIS COURT ORDERS that the Stay Period be and is hereby extended until June 23, 2016.

APPROVAL OF MONITOR'S ELEVENTH REPORT AND FEE APPROVAL

11. THIS COURT ORDERS that the Eleventh Report and the activities of the Monitor as described therein, be and are hereby approved.

12. THIS COURT ORDERS that the professional fees of the Monitor and its legal counsel, as set out in the Fee Affidavits, be and are hereby approved.

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

APR 14 2016



PER / PAR: RW

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF MARTIN ROSS GROUP INC.

Court File No. CV-14-10655-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT
TORONTO**

**ORDER
(Plan sanction and extension of Stay Period)**

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