

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)



THE HONOURABLE MR. )

JUSTICE HAJMET )

TUESDAY, THE 15<sup>TH</sup> DAY

OF NOVEMBER, 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**  
**(CCAA Termination)**

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) terminating the CCAA Proceeding.
- (c) terminating, releasing and discharging the Administration Charge (as defined in the Initial Order);
- (d) discharging Collins Barrow Toronto Limited ("**CBTL**") in its capacity as court-appointed monitor of the Applicant (the "**Monitor**") from any further obligations pursuant to the orders made in this proceeding (the "**CCAA Proceeding**");

- (e) approving the Twelfth Report of CBTL in its capacity as Monitor and the activities of the Monitor described therein; and,
- (f) approving the fees and disbursements of the Monitor and its legal counsel, Torkin Manes LLP, including the estimates of fees and disbursements required to complete this matter,

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

ON READING the Notice of Motion, the Twelfth Report of the Monitor including the affidavits of Daniel Weisz and of Jeffrey Simpson (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 affidavit of service of Kelly Barrett sworn November 1, 2016 filed,

#### **SERVICE**

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

#### **TERMINATION OF THE CCAA PROCEEDING**

2. THIS COURT ORDERS that, except as expressly set out in this Order, the CCAA Proceeding in respect of the Applicant and the provisions of the Initial Order of the Honourable Mr. Justice Penny dated August 7, 2014 (the “**Initial Order**”) be and are hereby terminated.

3. THIS COURT ORDERS that subject to final payment of the accounts referenced in paragraph 8 below and paragraph 5.5 of the plan of compromise or arrangement in respect of the Applicant sanctioned by the Order of the Honourable Mr. Justice Newbould dated April 14, 2016, the Monitor is hereby authorized and directed to release any funds in its possession to the Applicant and this Court orders and declares the Administration Charge be and is hereby terminated, released and discharged.

#### **DISCHARGE OF MONITOR**

4. THIS COURT ORDERS that the appointment of CBTL as Monitor in the CCAA Proceeding pursuant to the Initial Order be and is hereby terminated, and CBTL is discharged in its capacity as Monitor from any further obligations pursuant to the orders made in the CCAA Proceeding, provided that notwithstanding its discharge herein,

- (a) the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete the administration of the CCAA Proceeding herein; and
- (b) the Monitor shall continue to have the benefit of the provisions of all orders made in the CCAA Proceeding, including all approvals, protections and stays of proceedings in favour of CBTL in its capacity as Monitor.

5. 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 Monitor herein, save and except for any gross negligence or willful misconduct on 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 CCAA Proceeding, save and except for any gross negligence or willful misconduct on the Monitor's part.

6. THIS COURT ORDERS that notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights and protections in favour of the Monitor at law or pursuant to the Initial Order, or any other order made in the CCAA Proceeding, all of which are expressly continued and confirmed.

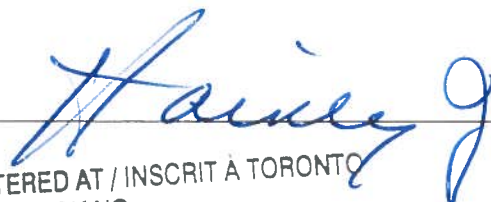
#### **APPROVAL OF MONITOR'S TWELFTH REPORT AND FEE APPROVAL**

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

8. 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, including the estimates of fees and disbursements required to complete this matter.

#### **GENERAL**

9. THIS COURT ORDERS that any and all administrative matters relating to the CCAA Proceeding, which may arise following the termination of the CCAA Proceeding, may be brought before the Court for determination, advice and direction.

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

NOV 18 2016

PER / PAR:



**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  
(CCAA termination)**

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