

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) FRIDAY, THE 13TH
)
JUSTICE NEWBOULD) DAY OF JANUARY, 2012

B E T W E E N:

**GENERAL ELECTRIC CANADA REAL ESTATE FINANCE INC.
AND GE CANADA EQUIPMENT FINANCING G.P.**

Plaintiff

- and -

1733073 ONTARIO INC.

Defendant

APPROVAL AND VESTING ORDER

THIS MOTION, made by PricewaterhouseCoopers Inc., in its capacity as the Court-appointed receiver (the "Receiver") of the assets, undertakings and properties of 1733073 Ontario Inc. (the "Debtor") for an order approving the sale transaction (the "Sale Transaction") contemplated by the Amended and Restated Agreement of Purchase and Sale dated December 22, 2011 (the "Amended APA"), between the Receiver and 2310561 Ontario Inc. (the "Purchaser"), and appended to the Third Report of the Receiver dated December 28, 2011 (the "Third Report"), and vesting in and to the Purchaser the Debtor's right, title and interest in and to the assets described in the Amended APA (the "Purchased Assets"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report and on hearing the submissions of counsel for the Receiver, General Electric Canada Real Estate Finance Inc., GE Canada Equipment Financing G.P., the Purchaser, Suthagini Ramesh and Selvanayaki Manoharan, no one appearing for any

other person on the service list, although properly served as appears from the affidavit of Erika Leslie sworn December 28, 2011, filed:

1. **THIS COURT ORDERS AND DECLARES** that the Sale Transaction is hereby approved, and the execution of the Amended APA by the Receiver is hereby ratified. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Sale Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "Receiver's Certificate"), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Amended APA shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Mesbur dated May 27, 2011; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the "Encumbrances", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Registry Division for Hastings (No. 21) of an Application for Vesting Order in the form prescribed by the *Land Titles Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule "B" hereto (the "Real Property") in

fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule "C" hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

6. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Debtor's records pertaining to the Debtor's past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.


7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. **THIS COURT ORDERS AND DECLARES** that the Sale Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



REGISTRATION / REGISTRATION
BOOKING
LE / DANS LE REGISTRE NOU

JAN 13 2012

PER/PAR:



Schedule A – Form of Receiver’s Certificate

Court File No. CV-10-8961-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

**GENERAL ELECTRIC CANADA REAL ESTATE FINANCE INC.
AND GE CANADA EQUIPMENT FINANCING G.P.**

Plaintiff

- and -

1733073 ONTARIO INC.

Defendant

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Mesbur of the Ontario Superior Court of Justice (the "Court") dated May 27, 2011, PricewaterhouseCoopers Inc. was appointed as the receiver (the "Receiver") of the assets, undertakings and properties of 1733073 Ontario Inc. (the "Debtor").

B. Pursuant to an Order of the Court dated January 13, 2012, the Court approved the Amended and Restated Agreement of Purchase and Sale dated December 22, 2011 (the "Amended APA") between the Receiver and 2310561 Ontario Inc. (the "Purchaser"), and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of this certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 4 of the Amended APA have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Sale Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Amended APA.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Amended APA;
2. The conditions to Closing as set out in Article 4 of the Amended APA have been satisfied or waived by the Receiver and the Purchaser; and
3. The Sale Transaction has been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at [TIME] on _____ [DATE].

**PRICEWATERHOUSECOOPERS INC., in
its capacity as Receiver of the assets,
undertakings and properties of 1733073
ONTARIO INC., and not in its personal or
corporate capacity**

Per: _____

Name:

Title:

Schedule B – Real Property

LT 24 E/S Pinnacle St PL Gov Belleville; Thurlow; PT LT 25 E/S Pinnacle St PL Gov Belleville Thurlow as in QR362112; S/T QR362112; Belleville; County of Hastings being all of PIN 40502-0027 (LT)

Schedule C – Claims to be deleted and expunged from title to Real Property

1. Instrument No. HT35136, registered on July 13, 2007, Charge in the principal amount of \$7,962,500 in favour of General Electric Canada Real Estate Finance Inc.
2. Instrument No. HT35137, registered on July 13, 2007, Notice of Assignment of Rents, General Electric Canada Real Estate Finance Inc.
3. Instrument No. HT81332, registered on February 2, 2010, General Electric Canada Real Estate Finance Inc.
4. Instrument No. HT81899, registered in February 18, 2010, Notice of Pending Litigation, Pamila Bhardwaj
5. Instrument No. HT102127, registered on March 17, 2011, APL Court Order, Royal Bank of Canada
6. Instrument No. HT105342, registered on May 25, 2011, Notice of Lease, in respect of the lease to 2245632 Ontario Inc.
7. Instrument No. HT105343, registered on May 25, 2011, Notice of Lease, in respect of the lease to 1726463 Ontario Inc.
8. Instrument No. HT105633, registered on May 31, 2011, APL Court Order, General Electric Canada Real Estate Finance Inc. and GE Canada Equipment Financing G.P.

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property
(unaffected by the Vesting Order)**

All easements for utilities and all easements for services in favour of the Corporation of the City of Belleville.

**GENERAL ELECTRIC CANADA REAL ESTATE FINANCE
INC. and GE CANADA EQUIPMENT FINANCING G.P.**

and

1733073 ONTARIO INC.

Court File No: CV-10-8961-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

APPROVAL AND VESTING ORDER

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capacity as the Court-appointed Receiver of
1733073 Ontario Inc.

GENERAL ELECTRIC CANADA REAL ESTATE FINANCE INC. and 1733073 ONTARIO INC.
INC. and GE CANADA EQUIPMENT FINANCING G.P.

Jan 13 '12

January 13, 2012

This matter is unopposed. The relief sought is appropriate. The actions of the receiver are approved. Under the circumstances I have signed.

J. Dwyer J.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

MOTION RECORD
(returnable January 13, 2012)

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