

**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.

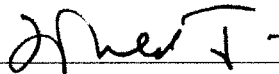
Defendant

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 Third Report of the Receiver dated December 28, 2011 (the “Third Report”), and related relief, 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., 2310561 Ontario Inc., 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** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that the motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Third Report and the activities of the Receiver described therein be and are hereby approved.
3. **THIS COURT ORDERS** that the Receiver is hereby authorized, *nunc pro tunc*, to redact from the version of the Third Report served on any party other than this Honourable Court: (a) the summary of key terms and conditions of the offers received by the Receiver in respect of the Hotel Quinte, attached as Confidential Appendix "1" to the Third Report; (b) the commercially sensitive terms contained in the Asset Purchase Agreement dated October 27, 2011, between the Receiver and Suthagini Ramesh and Selvanayaki Manoharan, in trust for a company to be incorporated, attached as Appendix "B" to the Third Report; and (c) the commercially sensitive terms of the Amended and Restated Asset Purchase Agreement dated December 21, 2011 (the "Amended APA"), between the Receiver and 2310561 Ontario Inc., attached as Appendix "C" to the Third Report.
4. **THIS COURT ORDERS** that the unredacted version of the Third Report filed with this Honourable Court be sealed from the public record until the closing of the sale transaction contemplated by the Amended APA, which closing shall take effect upon the delivery of the Receiver's certificate attached as Schedule "A" to the Approval and Vesting Order dated January 13, 2012, or further order of this Court.
5. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements for the period from May 27, 2011 to December 18, 2011 be and is hereby approved.



FILED AT / IN: C. J. TORONTO
BOOK NO:
LE / DANS LE: 441 1 3 2012

JAN 13 2012

FILED BY:



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
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Proceeding commenced at Toronto

ORDER

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