

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) MONDAY, THE 29TH
JUSTICE NEWBOULD) DAY OF FEBRUARY, 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 2500053 ONTARIO INC.

Applicant

TERMINATION ORDER

THIS MOTION made by 2500053 Ontario Inc. (the "**Applicant**") for an Order pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the Notice of Motion, the Twenty Third report of Ernst & Young Inc., in its capacity as Court-appointed Monitor (in such capacity, the "**Monitor**"), dated February 25, 2016 (the "**Twenty Third Report**"), and on hearing the submissions of counsel for the Applicant, the Monitor, and such other counsel present, no one else appearing although duly served as appears from the affidavit of service of Catherine Ma sworn February 25, 2016.

SERVICE

1. **THIS COURT ORDERS AND DECLARES** that the time for service of the Notice of Motion, the Motion Record and the Twenty Third Report herein be and is hereby abridged and validated so that the Motion is properly returnable today, and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Twenty Third Report.

STAY EXTENSION

3. **THIS COURT ORDERS** that the Stay Period be and is hereby extended to and including the time at which the Monitor's Certificate (as defined below) is filed with this Court.

MONITOR

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel from October 3, 2015 until the date hereof, together with the Monitor's fees and disbursements to complete its remaining duties and the administration of these proceedings, estimated not to exceed \$35,000 inclusive of the fees and disbursements of counsel to the Monitor, as set out in the Twenty Third Report, be and are hereby approved.

5. **THIS COURT ORDERS** that the Nineteenth Report of the Monitor, dated November 6, 2015, the Twentieth Report of the Monitor, dated December 8, 2015, the Twenty-First Report of the Monitor, dated December 15, 2015, the Twenty Second Report of the Monitor dated December 18, 2015 and the Twenty-Third Report and the activities of the Monitor described therein are hereby approved.

6. **THIS COURT ORDERS** that upon completion of the Outstanding Matters, the Monitor shall file a certificate substantially in the form of Schedule "A" hereto (the "**Monitor's Certificate**") and upon filing the Monitor's Certificate, the Monitor shall be discharged, provided however that notwithstanding its discharge herein (a) the Monitor shall remain Monitor for the performance of such incidental duties as may be required, 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 the Monitor.

7. **THIS COURT ORDERS** that upon the filing of the Monitor's Certificate, the Monitor shall be released and discharged from any and all liability that the Monitor now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Monitor while acting in its capacity as Monitor in these proceedings, save and except for liability arising

from its gross negligence or wilful misconduct. Without limiting the generality of the foregoing, the Monitor shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, within these proceedings.

8. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor in these proceedings, except with prior leave of this Court and on prior written notice to the Monitor and such further order securing, as security for costs, the solicitor and his own client costs of the Monitor in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

TERMINATION OF PROCEEDINGS

9. **THIS COURT ORDERS** that upon filing of the Monitor's Certificate, the Charges (as such term is defined in the Initial Order) shall be fully and finally terminated, discharged and released and these proceedings shall be terminated.

EFFECT, RECOGNITION AND ASSISTANCE OF OTHER COURTS

10. **THIS COURT ORDERS** that this Order and any other Order in this proceeding shall have full force and effect in all provinces and territories in Canada and abroad and as against all persons against whom they may otherwise be enforceable.

11. **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 Applicant, the Monitor and their respective 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 Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

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

FEB 29 2016




SCHEDULE "A"
MONITOR'S CERTIFICATE
(See Attached)

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Applicant

(Monitor's Certificate)

A. **WHEREAS** on February 29, 2016, the Honourable Justice Newbould made an order (the "**Discharge Order**") authorizing the discharge of Ernst & Young Inc., in its capacity as monitor (the "**Monitor**") in the *Companies' Creditors Arrangement Act* proceedings of 2500053 Ontario Inc. (the "**Company**"), and terminating these proceedings effective upon the filing with this Court of a certificate in which the Monitor certifies that all Outstanding Matters (as defined in the Discharge Order) have been completed.

NOW THEREFORE THE MONITOR CERTIFIES the following:

1. The Monitor hereby certifies that the Outstanding Matters are now completed.

DATED at the City of Toronto, in the Province of Ontario, this ● day of ●, 2016.

ERNST & YOUNG INC., in its capacity as Court-
appointed Monitor of 2500053 Ontario Inc., and not
in its personal capacity

By: _____

Name:

Title:

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

Court File No: CV-13-10274-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
2500053 ONTARIO INC.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

TERMINATION ORDER

Norton Rose Fulbright Canada LLP
Royal Bank Plaza, South Tower, Suite 3800
200 Bay Street, P.O. Box 84
Toronto, Ontario M5J 2Z4 CANADA

Orestes Pasparakis LSUC#: 36851T
Tel: (416) 216-4815
Email: Orestes.Pasparakis@nortonrosefulbright.com

Evan Cobb LSUC#: 55787N
Tel: (416) 216-1929
Email: Evan.Cobb@nortonrosefulbright.com

Alex Schmitt LSUC#: 63860F
Tel: (416) 216-2419
Email: Alexander.Schmitt@nortonrosefulbright.com
Fax: (416) 216-3930

Lawyers for the Applicant