

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**



THE HONOURABLE MR.)

FRIDAY, THE 22nd DAY

JUSTICE)

T. McQueen

JUNE, 2018

CHINA MACHINERY ENGINEERING CORPORATION

Applicant

-and-

**2284649 ONTARIO INC., 2270613 LIMITED PARTNERSHIP and
2270613 ONTARIO INC.**

Respondents

**ORDER
(Sale Process Approval Order)**

THIS MOTION made by KSV Kofman Inc., in its capacity as receiver and manager (in such capacities, the “**Receiver**”), of certain property of 2284649 Ontario Inc., 2270613 Limited Partnership and 2270613 Ontario Inc. (the “**Debtors**”), for an order, *inter alia*, approving the Sale Process (as defined below) and sealing the Proposal Summary (as defined in the First Report of the Receiver dated June 15, 2018 (the “**First Report**”)) and TD Listing Agreement (as defined below) attached as Confidential Appendices 1 and 2, to the First Report, respectively, pending further Order of this Court, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report and the appendices thereto, the Affidavit of Robert Kofman sworn June 14, 2018 (the “**Kofman Affidavit**”), the Affidavit of Edmond F.B. Lamek sworn June 14, 2018 (the “**Lamек Affidavit**”) and on hearing the submissions of counsel for the Receiver, the Applicant, the Debtors and such other counsel and parties as were listed on the counsel slip for today’s hearing, no one else appearing although duly served as appears from the affidavit of service of Danny M. Nunes sworn June 20, 2018, filed:

SERVICE

1. **THIS COURT ORDERS** that the motion is properly returnable today and that the service of the Notice of Motion and Motion Record herein as effected by the Receiver is hereby validated in all respects and this Court hereby dispenses with further service thereof.

APPROVAL OF ACTIVITIES AND FEES


2. **THIS COURT ORDERS** that the First Report and the activities of the Receiver set out therein are hereby approved.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and the Receiver's counsel, as set out in the First Report, the Kofman Affidavit and the Lamek Affidavit, are hereby approved.

ENGAGEMENT OF LISTING AGENT

4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to enter into the Multiple Listing Services Agreement for the properties municipally known as 250, 252 and 256 Phillip Street, Waterloo, Ontario, with TD Cornerstone Commercial Realty Inc. ("TD") as listing agent, in the form attached as Confidential Appendix 2 to the First Report (the "TD Listing Agreement").

~~M~~ APPROVAL OF SALES PROCESS

5. **THIS COURT ORDERS** that the sale process (the "Sale Process") as described in Section 4 of the First Report, be and is hereby approved and the Receiver and TD be and are hereby authorized and directed to perform their obligations under and in accordance with the Sale Process, including under the terms of the TD Listing Agreement, and to take such further ~~steps as they consider necessary or desirable in carrying out the Sale Process.~~ 

SEALING ORDER


6. **THIS COURT ORDERS** that the Proposal Summary and TD Listing Agreement attached as Confidential Appendices 1 and 2 to the First Report, respectively, are hereby sealed and shall not form part of the public record pending further Order of this Court.

7. **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 specifically 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.

A handwritten signature in black ink, appearing to read 'McGee', written over a horizontal line.

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

JUN 26 2018

PER / PAR: 

BETWEEN:

CHINA MACHINERY ENGINEERING CORPORATION

- and -

**2284649 ONTARIO INC., 2270613 LIMITED PARTNERSHIP and
2270613 ONTARIO INC.**

Applicant

Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

ORDER
(Sale Process Approval Order)

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