

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR.

)

FRIDAY, THE 21<sup>ST</sup> DAY

)

JUSTICE MORAWETZ

)

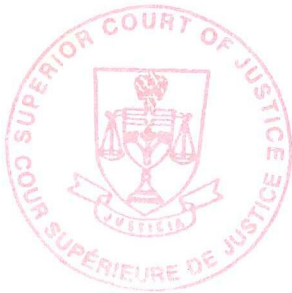
OF DECEMBER, 2012

B E T W E E N :

**ROYAL BANK OF CANADA**

Applicant

- and -



**BURLINGTON GROUP INC.**

Respondent

**ORDER**

**THIS MOTION**, made by Duff & Phelps Canada Restructuring Inc. ("**D&P**"), in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and properties of Burlington Group Inc. (the "**Debtor**"), for an order, among other things: (i) approving the First Report to Court of the Receiver dated December 14, 2012 (the "**Report**") and the actions of the Receiver set out therein; (ii) authorizing and directing the Receiver to distribute, without further Order of this Court, certain funds on account of the Debtor's secured indebtedness for principal, interest and costs; (iii) approving the fees and disbursements of the Receiver and its counsel, including an accrual for fees and disbursements to be incurred to the completion of these proceedings; and (iv) sealing

the Confidential Appendices to the Report, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Report and the appendices thereto, the affidavit of David Sieradzki sworn December 14, 2012 and the affidavit of Steven L. Graff sworn November 22, 2012, and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Eunice Baltkois sworn December 14, 2012, filed,

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Report be and is hereby approved and the actions of the Receiver described therein be and are hereby approved.
3. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to make distributions to FirstOntario Credit Union Limited ("**FirstOntario**"), without further Order of this Court, on account of the Debtor's secured indebtedness owing to FirstOntario for principal, interest and costs up to the amount of the Debtor's secured indebtedness owing to FirstOntario.
4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to make distributions to Royal Bank of Canada ("**RBC**"), without further Order of this Court, on account of the Debtor's secured indebtedness owing to RBC for principal, interest and costs up to the amount of the Debtor's secured indebtedness owing to RBC.

5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period of February 13, 2012 to and including October 31, 2012, in the amount of \$25,129.83, inclusive of applicable HST, be and are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's legal counsel, Aird & Berlis LLP, for the period of February 14, 2012 to and including November 21, 2012, in the amount of \$8,043.85, inclusive of applicable HST, be and are hereby approved.

7. **THIS COURT ORDERS** that the Fee Accrual (as defined in the Report) be and is hereby approved.

8. **THIS COURT ORDERS** that the Confidential Appendices to the Report be and are hereby sealed until further Order of this Court. *the closing of the real estate transaction described in the Report.*

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ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

DEC 21 2012

**ROYAL BANK OF CANADA**

- and -

**BURLINGTON GROUP INC.**

Applicant

Respondent

Court File No. CV-12-9604-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**Proceedings commenced at Toronto**

**ANCILLARY ORDER**

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*Lawyers for Duff & Phelps Canada Restructuring Inc.*