

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) FRIDAY, THE 21ST DAY
)
JUSTICE MORAWETZ) OF DECEMBER, 2012

B E T W E E N :

ROYAL BANK OF CANADA

Applicant

- and -



BURLINGTON GROUP INC.

Respondent

DISCHARGE 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) discharging D&P as Receiver of the assets, undertakings and properties of the Debtor effective upon the filing of a certificate by the Receiver certifying that all matters to be attended to in connection with the receivership of the Debtor have been completed to the satisfaction of the Receiver, in substantially the form attached hereto as Schedule "A" (the "**Discharge Certificate**"); and (ii) releasing D&P from any and all liability, as set out in paragraph 2 of this Order, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report to Court of the Receiver dated December 14, 2012 and the appendices thereto, 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, upon the Receiver filing the Discharge Certificate, the Receiver shall be discharged as Receiver of the assets, undertakings and properties of the Debtor, provided however that notwithstanding its discharge herein: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and (b) the Receiver 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 Duff & Phelps Canada Restructuring Inc., in its capacity as Receiver.

2. **THIS COURT ORDERS AND DECLARES** that, upon the Receiver filing the Discharge Certificate, D&P is hereby released and discharged from any and all liability that D&P now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of D&P while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, D&P is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

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

DEC 21 2012



SCHEDULE "A"

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

ROYAL BANK OF CANADA

Applicant

- and -

BURLINGTON GROUP INC.

Respondent

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

(A) Pursuant to an Order of the Honourable Mr. Justice Brown of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated February 17, 2012, Duff & Phelps Canada Restructuring Inc. ("**D&P**") was appointed as receiver (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and properties of Burlington Group Inc. (the "**Debtor**").

(B) Pursuant to an Order of the Court dated December 21, 2012 (the "**Discharge Order**"), D&P was discharged as Receiver of all of the assets, undertakings and properties of the Debtor to be effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the receivership of the Debtor have been completed to the satisfaction of the Receiver, provided, however, that notwithstanding its discharge: (a) the

Receiver will remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership; and (b) the Receiver will 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 Duff & Phelps Canada Restructuring Inc., in its capacity as Receiver.

(C) Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order.

THE RECEIVER CERTIFIES the following:

1. All matters to be attended to in connection with the receivership of the Debtor have been completed to the satisfaction of the Receiver; and
2. This Certificate was filed by the Receiver with the Court on the _____ day of _____, 2012.

**DUFF & PHELPS CANADA
RESTRUCTURING INC.**, solely in its capacity as the Court-appointed receiver of all of the assets, undertakings and properties of Burlington Group Inc., and not in its personal capacity

Per: _____

Name: David Sieradzki

Title: Managing Director

BUSINESS DEVELOPMENT 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

DISCHARGE ORDER

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