

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)



THE HONOURABLE

MR. JUSTICE HAINEY

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FRIDAY, THE 8TH

DAY OF DECEMBER, 2017

IN THE MATTER OF THE BANKRUPTCY OF
DANIER LEATHER INC.

ORDER

THIS MOTION, made by KSV Kofman Inc. (the "**Trustee**"), in its capacity as Trustee in Bankruptcy of Danier Leather Inc. (the "**Company**") pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"), for an order, among other things,

- (a) authorizing the Trustee to enter into the agreement (the "**Paying Agent Agreement**") in form and substance attached as Appendix "A" to the Fifth Report of the Trustee dated November 29, 2017, and to perform its obligations thereunder;
- (b) declaring that the Trustee, Computershare Investor Services Inc. ("**Computershare**") and CDS & Co., the Canadian Depository for Securities ("**CDS**"), and their respective affiliates, partners, directors, employees, agents and controlling persons, shall have no liability with respect to any and all losses, claims, damages or liabilities, of any nature or kind, to any person (including any shareholder of the Company) in connection with or as a result of carrying out their obligations pursuant to the Paying Agent Agreement or, in the case of Computershare and CDS, at the direction of the Trustee, except to the extent such losses, claims, damages or liabilities result from the fraudulent act, gross negligence or willful misconduct of the Trustee, Computershare or CDS, as applicable; and

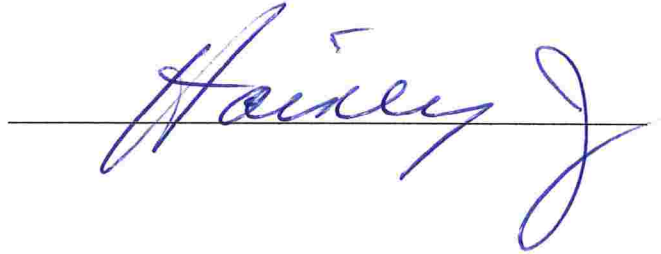
- (c) sealing Schedule "A" to the Paying Agent Agreement from the public record until further Order of the Court,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the motion record of the Trustee, and on hearing submissions of counsel for the Trustee, and such other counsel as were present:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record herein be and is hereby abridged and that the motion is properly returnable today and service upon any interested party other than those parties served is hereby dispensed with.
2. **THIS COURT ORDERS** that the Trustee is authorized to enter into the Paying Agent Agreement, and to perform its obligations thereunder.
3. **THIS COURT ORDERS** that the Trustee, Computershare and CDS, and their respective affiliates, partners, directors, employees, agents and controlling persons, shall have no liability with respect to any and all losses, claims, damages or liabilities, of any nature or kind, to any person (including any shareholder of the Company) in connection with or as a result of carrying out their obligations pursuant to the Paying Agent Agreement or, in the case of Computershare and CDS, at the direction of the Trustee, except to the extent such losses, claims, damages or liabilities result from the fraudulent act, gross negligence or willful misconduct of the Trustee, Computershare or CDS, as applicable.

4. **THIS COURT ORDERS** that Schedule "A" to the Paying Agent Agreement shall be sealed and shall not for part of the public record, subject to further Order of this Court on notice to Computershare.



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