

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

THE HONOURABLE

FRIDAY, THE 3<sup>RD</sup> DAY

JUSTICE MORAWETZ

OF AUGUST, 2012

B E T W E E N:

SA CAPITAL GROWTH CORP.

Applicant

and



CHRISTINE BROOKS AS EXECUTOR OF THE ESTATE OF  
ROBERT MANDER, DECEASED and E.M.B. ASSET GROUP INC.

Respondents

APPLICATION UNDER Rule 14.05(3)(g) of the *Rules of Civil Procedure* and section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended

**ORDER  
(INTERIM DISTRIBUTION AND FEE APPROVAL ORDER)**

THIS MOTION, made by Duff & Phelps Canada Restructuring Inc., in its capacity as Receiver of all of the assets, undertakings and properties of the Estate of Robert Mander, E.M.B. Asset Group Inc and the Related Entities (collectively, the “Debtors”) was heard this day at 330 University Avenue, Toronto, Ontario, M5G 1R7.

ON READING the Fourteenth Report of the Receiver dated July 25, 2012 (the “Report”), the affidavits of Robert Kofman, Natasha MacParland and Tracy Wynne, each sworn July 25, 2012 (the “Affidavits”), and on hearing the submissions of counsel to the Receiver,

1. THIS COURT ORDERS that the time for service of the Notice of Motion dated July 26, 2012 and the Motion record herein be and are hereby abridged if necessary so that this motion is properly returnable today and hereby dispenses with further service hereof.
2. THIS COURT ORDERS that the Receiver is hereby authorized and directed to make an interim distribution as set out in the Report.
3. THIS COURT ORDERS that the Receiver is hereby authorized and directed to hold back approximately \$551,000 for various costs and expenses (as described in the Report) in connection with the completion of this proceeding.
4. THIS COURT ORDERS that the Receiver is to distribute to creditors of Trafalgar Capital Growth Inc. ("Trafalgar") with proven claims, the portion of the interim distribution paid to Trafalgar.
5. THIS COURT ORDERS that the fees of the Receiver and its counsel (as set out in the Report and the Affidavits) be and are hereby approved.
6. THIS COURT ORDERS that the Report and the Receiver's conduct set out therein be and are hereby approved.

ENTERED AT / MIS- EN L'ACTE  
ON / BOOK NO.  
LE / DANS LE REGISTRE NO.:

AUG 07 2012

REN/PAN:



SA CAPITAL GROWTH CORP.

Applicant

-and-

CHRISTINE BROOKS AS EXECUTOR OF THE ESTATE OF  
ROBERT MANDER, et al.  
Respondents

Court File No. 10-8619-00CL

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PROCEEDING COMMENCED AT  
TORONTO

**ORDER  
(INTERIM DISTRIBUTION  
AND FEE APPROVAL ORDER)**

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