

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

THE HONOURABLE () **FRIDAY**, THE
JUSTICE **HAINES**) **22nd** DAY OF MARCH, 2019

BETWEEN:

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

IN THE MATTER OF 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

Court File No. 10-8883-00CL

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

BETWEEN:

ONTARIO SECURITIES COMMISSION

Applicant

and

PETER SBARAGLIA, MANDY SBARAGLIA, C.O. CAPITAL GROWTH
CORP. AND 91 DAYS HYGIENE SERVICES INC.

Respondents

DISCHARGE ORDER

THIS MOTION, made by KSV Kofman Inc. in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of E.M.B. Asset Group Inc., and Robert Mander, as well as over the assets, property and undertaking of related entities, including, but not limited to, Mand Asset Inc., Dunn Street GALLERY Inc., Trafalgar Capital Growth Inc., Stonebury Inc. and Mander Group Inc. (collectively, the “**Debtors**”), for an order:

- (a) abridging the time for service of this Notice of Motion and the Motion Record herein and dispensing with further service thereof;
- (b) approving the activities of the Receiver as set out in the report of the Receiver dated February 26, 2019 (together with all appendices thereto, the “**Report**”);
- (c) approving the fees and disbursements of the Receiver and its counsel;
- (d) discharging KSV Kofman Inc. as Receiver of the undertaking, property and assets of the Debtor upon filing of a Discharge Certificate (as defined below); and
- (e) releasing KSV Kofman Inc., Duff & Phelps Canada Restructuring Inc. and RSM Richter Inc. from any and all liability, as set out in paragraph 5 of this Order,

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

ON READING the Report and the affidavits of the Receiver and its counsel as to fees (the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Receiver, no one else appearing although served as evidenced by the Affidavit of Service of Denise Berton sworn March 15, 2019, filed;

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and any further service thereof is hereby dispensed with.

2. **THIS COURT ORDERS** that the Report is hereby approved and the activities of the Receiver as described therein are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Report and the Fee Affidavits, and the Receiver's estimated fees and disbursements to complete its remaining duties, are hereby approved.
4. **THIS COURT ORDERS** that upon the Receiver filing a certificate substantially in the form appended as Schedule "A" certifying that it has completed the other activities described in the Report (the "**Discharge Certificate**"), the Receiver shall be discharged as Receiver of the assets, property and undertaking of the Debtors, 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 KSV Kofman Inc. in its capacity as Receiver.
5. **THIS COURT ORDERS AND DECLARES** that KSV Kofman Inc., Duff & Phelps Canada Restructuring Inc. and RSM Richter Inc. are each hereby released and discharged from any and all liability that each of them now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of KSV Kofman Inc., Duff & Phelps Canada Restructuring Inc. or RSM Richter Inc. while acting in their 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, KSV Kofman Inc., Duff & Phelps Canada Restructuring Inc. and RSM Richter Inc. are each 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.

6. **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 respectfully 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 blue ink, appearing to read "H. J.", is written over a horizontal line.

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

MAR 26 2019

PER / PAR: 

SCHEDULE "A"

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

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

IN THE MATTER OF 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

Court File No. 10-8883-00CL

**ONTARIO
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BETWEEN:

ONTARIO SECURITIES COMMISSION

Applicant

and

PETER SBARAGLIA, MANDY SBARAGLIA, C.O. CAPITAL GROWTH
CORP. AND 91 DAYS HYGIENE SERVICES INC.

Respondents

DISCHARGE CERTIFICATE

Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) dated
[DATE], 2019 (the "**Discharge Order**"), KSV Kofman Inc. was discharged as the Court-

appointed receiver (the “**Receiver**”) of the assets, property and undertaking of E.M.B. Asset Group Inc. and Robert Mander, as well as over the assets, property and undertaking of related entities, including, but not limited to, Mand Asset Inc., Dunn Street Gallery Inc., Trafalgar Capital Growth Inc., Stonebury Inc. and Mander Group Inc. (collectively, the “**Debtors**”), with such discharge to be effective upon the Receiver filing a certificate with the Court certifying that the Receiver has completed all of the activities described in the Receiver’s Seventeenth Report to the Court dated February 26, 2019 (the “**Report**”).

THE UNDERSIGNED hereby certifies as follows:

In accordance with paragraph 4 of the Discharge Order, the Receiver has completed all of the activities described in the Report.

DATED at Toronto, Ontario this _____ day of March, 2019.

**KSV KOFMAN INC.,
in its capacity as court-appointed receiver of
the Estate of Robert Mander, E.M.B. Asset
Group Inc. and Related Entities**

By: _____

Name:

Title:

SA CAPITAL GROWTH CORP.

-and-

Applicant

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

Court File No. 10-8619-00CL

ONTARIO SECURITIES COMMISSION

-and-

Applicant

PETER SBARAGLIA, et al.
Respondents

Court File No. 10-8883-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

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