

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

THE HONOURABLE

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MONDAY, THE 9TH

JUSTICE HAINEY

DAY OF NOVEMBER, 2020

BETWEEN:

ECN FINANCIAL INC.

Applicant

- and -



2345760 ONTARIO INC., RANDO DRUGS LTD., 2275518  
ONTARIO INC., FAMILY HEALTH PHARMACY WEST INC.  
formerly known as M. BLACHER DRUGS LTD., 2501380  
ONTARIO INC., 2527218 ONTARIO INC., DUMOPHARM INC.,  
2527475 ONTARIO INC. and GRACE DIENA

Respondents

**DISCHARGE ORDER**  
(Diena Receivership Discharge)

**THIS MOTION**, made by KSV Restructuring Inc. ("**KSV**") in its capacity as the Court-appointed receiver (the "**Receiver**") of the property, assets and undertaking of 2345760 Ontario Inc., Rando Drugs Ltd., 2275518 Ontario Inc., Family Health Pharmacy West Inc. formerly known as M. Blacher Drugs Ltd., 2501380 Ontario Inc., 2527218 Ontario Inc., Dumopharm Inc., 2527475 Ontario Inc. (collectively, the "**Company**") and Grace Diena ("**Diena**" and together with the Company, the "**Respondents**") (as defined in the Orders of this Court made on December 4, 2019 and February 26, 2020 in these proceedings, respectively the "**Receivership Order**" and the "**Diena Receivership Order**"), for an order:

1. Approving the settlement agreement dated November 4, 2020 (the "**Diena Settlement Agreement**") between the Receiver, ECN Financial Inc. ("**ECN**") and Diena (the "**Diena Settlement Parties**");
2. Discharging KSV as the Receiver of the assets of Diena as set out in the Diena Receivership Order; and

3. Amending the title of proceedings to remove Diena,

was heard this day at via videoconference.

**ON READING** the Second Supplement to the Fourth Report of the Receiver dated November 5, 2020 (the "**Second Supplement**"), and hearing the submissions of counsel for the Receiver and ECN Financial Inc., no one else appearing although served as evidenced by the Affidavit of Service of Gianni Bianchi sworn November 5, 2020, filed;

#### **Sufficiency of Service**

1. **THIS COURT ORDERS** that the time for service of the Receiver's 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.

#### **Diena Settlement Approval**

2. **THIS COURT ORDERS** that the Diena Settlement Agreement is hereby approved, and the Diena Settlement Parties are hereby bound by this Order and by those terms of the Diena Settlement Agreement that are conditional upon the granting of this Order and are authorized and directed to comply with their obligations thereunder.

#### **Diena Receivership Discharge**

3. **THIS COURT ORDERS** that upon the filing of the Receiver of a certificate (the "**Discharge Certificate**") confirming the conditions to the discharge have been met as set out in the Diena Settlement Agreement, the Receiver shall be discharged as the Receiver of the Diena assets as set out in the Diena Receivership Order.

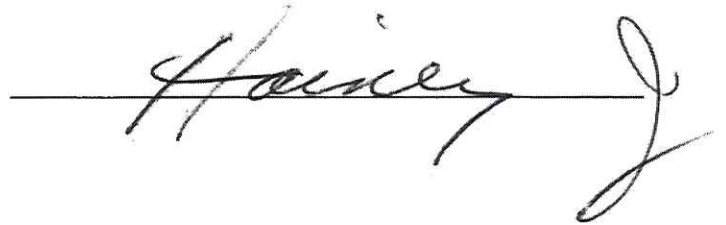
4. **THIS COURT ORDERS AND DECLARES** that KSV is hereby released and discharged from any and all liability that KSV now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of KSV while acting in its capacity as the Receiver of the Diena assets, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, KSV 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 with relation to the Diena assets, save and except for any gross negligence or wilful misconduct on the Receiver's part.

**Amendment to Title of Proceedings**

5. **THIS COURT ORDERS** that upon the filing of the Discharge Certificate, the title of proceedings shall be amended in the form attached hereto as **Schedule "A"** to remove Grace Diena as a Respondent to these proceedings.

**Recognition and Enforcement**

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 their respective 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, to grant representative status to the Receiver in any foreign proceeding, or to assist the Receiver and their respective agents in carrying out the terms of this Order.

A handwritten signature in black ink, appearing to read "Hainey J.", is written over a horizontal line.

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

NOV 09 2020

PER / PAR: 

**Schedule "A"**  
**Form of Amended Title of Proceedings**

Court File No. CV-19-632106-00CL

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

BETWEEN:

ECN FINANCIAL INC.

Applicant

- and -

2345760 ONTARIO INC., RANDO DRUGS LTD., 2275518  
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and 2527475 ONTARIO INC. ~~and GRACE DIENA~~

Respondents

ECN FINANCIAL INC.    Applicant

and    2345760 ONTARIO INC., et al.  
Respondents

Court File No.: CV-19-632106-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at TORONTO

**DISCHARGE ORDER**  
(Diena Receivership Discharge)

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Lawyers for the Receiver, KSV Restructuring Inc.