

COURT FILE NUMBER QBG 40 of 2019

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE YORKTON

IN THE MATTER OF THE RECEIVERSHIP OF
EMW INDUSTRIAL LTD., EMW INDUSTRIAL INC., E&S MORRISON FAMILY HOLDINGS
LTD., PEPPER MAINTENANCE CANADA (2005) INC., EMW HOLDINGS LTD., and EMW
REAL ESTATE CO. LTD.

ORDER
(Distribution and Discharge of Receiver)

Before the Madam Justice A. R. Rothery in Chambers the 13th day of April, 2021.

Upon the application by Michael W. Milani, Q.C., counsel on behalf of Deloitte Restructuring Inc., in its capacity as the Court-appointed receiver (the "**Receiver**") with respect to specified assets, undertakings and properties (collectively, the "**Property**") of EMW Industrial Ltd., EMW Industrial Inc., E&S Morrison Family Holdings Ltd., Pepper Maintenance Canada (2005) Inc., EMW Holdings Ltd. and EMW Real Estate Co. Ltd. (collectively, the "**Debtors**") and upon reading the Notice of Application dated April 7, 2021, the Fourth Report of the Receiver dated April 7, 2021 (the "**Fourth Report**"), and a proposed draft Order, all filed; and the pleadings and proceedings herein, and upon hearing Robert Taylor and Naomi McGregor of the Receiver, Janine Lavoie-Harding, counsel for Farm Credit Canada, and Paul Olfert, counsel for The Toronto-Dominion Bank:

The Court Orders:

1. Service of notice of this application and supporting materials is hereby declared to be good, timely and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that time actually given.
2. The professional fees and disbursements of the Receiver, as set out in the Fourth Report (including the fees and disbursements necessary to finalize the receivership), are hereby approved without the necessity of a formal passing of its accounts.
3. The professional fees and disbursements of the Receiver's legal counsel, McDougall Gauley LLP and Dentons Canada LLP as set out in the Fourth Report (including the fees and disbursements necessary to finalize the receivership), are hereby approved without the necessity of a formal assessment of its accounts.
4. All activities, actions and proposed courses of action of the Receiver (collectively, the "**Actions of the Receiver**") to date in relation to the discharge of its duties and mandate as receiver of the Property pursuant to the Orders of this Honourable Court in these proceedings (collectively, the "**Receiver's Mandate**"), as such Actions of the Receiver are more particularly described in the Fourth Report and all of the Receiver's other reports filed in these proceedings, as well as the statement of receipts and disbursements contained in the Fourth Report, shall be and are hereby approved and confirmed.

5. The Receiver is authorized and directed to distribute approximately \$22,000 to The Toronto-Dominion Bank, as described in paragraph 37 of the Fourth Report.
6. Upon payment of the amounts set out in paragraph 5 of this Order, the Receiver shall be discharged as Receiver of the Property, provided that notwithstanding its discharge herein:
 - (a) the Receiver shall remain Receiver for the performance of such routine administrative tasks 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 these proceedings, including all approvals, protections and stays of proceedings in favour of Deloitte Restructuring Inc. in its capacity as Receiver.
7. It is hereby adjudged and declared that, based upon the evidence that is currently before this Honourable Court in regard to the Actions of the Receiver:
 - (a) the Receiver has acted honestly and in good faith, and has dealt with the Property and carried out the Receiver's Mandate in a commercially reasonable manner;
 - (b) the Receiver has satisfied all of its duties and obligations pursuant to the Receiver's Mandate;
 - (c) the Receiver shall not be liable for any act or omission arising from, relating to or in connection with its discharge of the Receiver's Mandate, save and except for any liability arising out of fraud, gross negligence or willful misconduct on the part of the Receiver;
 - (d) the Receiver has never had and shall not in the future have any liability in regard to any act or omission of the Debtors, including, without limitation, in relation to the business of the Debtors, payment of and/or accounting for any taxes (including, without limitation, goods and services tax) on revenues earned or any indebtedness or obligations whatsoever or howsoever incurred by the Debtors; and
 - (e) no person shall commence an action or proceeding asserting a claim against the Receiver arising from, relating to or in connection with its discharge of the Receiver's Mandate without first obtaining an Order of this Honourable Court (on notice to the Receiver) granting such person leave to commence such action or proceeding, and any such action or proceeding commenced without such leave being obtained is a nullity.
8. Subject to the foregoing, any claims against the Receiver in connection with the Receiver's Mandate are hereby stayed, extinguished and forever barred.
9. Ewen Morrison is hereby authorized to execute and deliver purchase and sale documentation and transfer documentation in respect of the pending sale of the Saltcoats Property, as described in the Fourth Report, and to do such other things as may be required on behalf of Real Estate Co. to complete the sale of the Saltcoats Property.
10. Notwithstanding the discharge of the Receiver, the Receiver is hereby granted leave to apply to this Court for such further advice, direction or assistance as may be necessary to give effect to the terms of this Order.

11. This Order shall have full force and effect in all Provinces and Territories in Canada, outside Canada and against all Persons against whom it may be enforceable.
12. 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.
12. Service of this Order on any party not attending this application is hereby dispensed with. Parties attending this application shall be served in accordance with the Electronic Case Information and Service Protocol adopted in the Receivership Order.

Issued at Yorkton, Saskatchewan, this 14 day of April, 2021.


Y. Rohatynsky
(Deputy) Local Registrar

CONTACT INFORMATION AND ADDRESS FOR SERVICE

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