

No. S-152303
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

HSBC BANK CANADA

PLAINTIFF

AND:

CONTECH ENTERPRISES INC., BUSINESS DEVELOPMENT BANK OF CANADA,
LAUREL RAYANI, CARY GREGORY, JANET GREGORY, JULIEN SELLGREN,
JANET SHANNON, MARK GRAMBART, BURMAN AND BURMAN CORP.,
MICHAEL BRENNER, ANDERS TREIBERG, ELISABETH TREIBERG, MINZAR
HOLDINGS LTD., 0872951 B.C. LTD., FIRST WEST CREDIT UNION, VEGHERB,
LLC, SADLER FARMS LTD., PAUL HOOPER, MARIANNE HOOPER, BC
ADVANTAGE FUNDS (VCC) LTD., ECL HOLDINGS LTD., ST. PATRICK HOLDINGS
LTD., BWF HOLDINGS LTD. and DENMAN ISLAND CHOCOLATE LTD.

DEFENDANTS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)
JUSTICE GREYELL) 19/MAY/2015
)

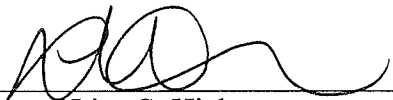
THE APPLICATION of Deloitte Restructuring Inc., in its capacity as Court-appointed Receiver and Manager (the “**Receiver**”) of the assets, undertakings and properties of Contech Enterprises Inc. (the “**Debtor**”) coming on for hearing at Vancouver, British Columbia, on the 19th day of May, 2015; AND ON HEARING Lisa Hiebert, counsel for the Receiver, and those other counsel listed on Schedule “A” hereto; AND UPON no one else appearing although duly served; AND UPON READING the material filed, including the Second Report of the Receiver dated May 15, 2015 (the “**Report**”);

THIS COURT ORDERS that:

1. The Receiver is hereby authorized to pay the following sums from the proceeds of the sale transaction (the “**Transaction**”) contemplated by the agreement of purchase and sale dated April 15, 2015 between the Receiver and Scotts Canada Ltd. a copy of which is attached as Schedule B to the Order of this Court dated April 29, 2015 (the “**Approval and Vesting Order**”) and which Transaction was approved by this Court by the Approval and Vesting Order:

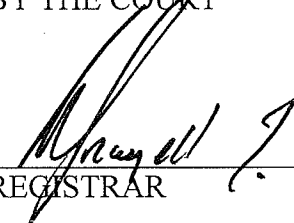
- (a) to all costs, charges and expenses in connection with realization and enforcement of the assets sold in the Transaction;
 - (b) first to HSBC Bank Canada (“**HSBC**”);
 - (c) to Business Development Bank of Canada (“**BDC**”);
 - (d) to First West Credit Union (“**FWCU**”); and,
 - (e) the surplus to be held by the Receiver pending further assessment and determination of the relative priorities of the secured claims.
2. Endorsement of this Order by counsel appearing on this application, other than counsel for the Receiver, is hereby dispensed with.


THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of Lisa C. Hiebert
Lawyer for the Receiver

BY THE COURT



REGISTRAR

AS TO FORM
RE

SCHEDULE "A"

List of Counsel

| Name of Counsel | Party |
|------------------------|--|
| Lisa Hiebert | Deloitte Restructuring Inc., in its capacity as the court-appointed Receiver and Manager of Contech Enterprises Inc. |
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PLAINTIFF

AND:

CONTECH ENTERPRISES INC. AND OTHERS

DEFENDANTS

ORDER MADE AFTER APPLICATION

MCV/LCH 560836.000001

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