

ONTARIO
SUPERIOR COURT OF JUSTICE

THE HONOURABLE MR. / MDM.)
JUSTICE *A.J. Goodman*) TUESDAY, THE
11TH DAY OF OCTOBER, 2016

BETWEEN:

ORLANDO IERACI, GIUSEPPE MELECA, FRANK TROIANO,
CONCEZIO BATTAGLINI, CARMELO COMMISSO,
FRANCESCO GAGLIANO, GIUSEPPE GAGLIANO, DAVID
MEADOWS, GIUSEPPE COMMISSO, JOHN KOLOVOS,
BORDEN KENT, GABRIEL DIVITTORIO, 747304 ONTARIO
LIMITED, RITA BENNETT, MAGGIORINO TORRESAN, MARCO
BATTAGLINI, DAVID BATTAGLINI, LEO BATTAGLINI,
VINCENZO MINNELLA, DINO MINNELLA, FERRUCCIO
AGOSTINO, TONY MINNELLA, VITO MINNELLA, ROCCO
MINNELLA, ANNA M. MINNELLA and JOHN PETROSINO

Applicants

-and-

VINCENZO POLSINELLI, RODOLFO GRANATA, GARA
HOLDINGS, NAJEEB WAHAB, P.O.S.E. INVESTMENTS,
910913 ONTARIO INC. and TERRY HOPKINS

Respondents

DISCHARGE ORDER

THIS MOTION made by Deloitte Restructuring Inc. (formerly Deloitte & Touche Inc. ("Deloitte" or the "Receiver") in its capacity as the court appointed Receiver and Manager (the "Receiver") of the undertakings, property and assets of P.O.S.E. Investments, including 910912 Ontario Inc. and 910913 Ontario Inc. ("P.O.S.E.") for an order:

- A. approving the activities of the Receiver as set out in the report of the Receiver dated August 26, 2016 (the "Report");

- B. approving the Receiver's Final Statement of Receipts and Disbursements for the period April 2, 2012 to July 31, 2016;
- C. approving the fees and disbursements of the Receiver and its counsel;
- D. upon payment of the final Distribution, discharging Deloitte Restructuring Inc. as Receiver of the undertaking, property and assets of the P.O.S.E.; and
- E. releasing Deloitte Restructuring Inc. from any and all liability, as set out in paragraph 5 of this Order,

was heard this day at the Court House, 45 Main Street East, Hamilton, Ontario.

ON READING the Report, 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 duly served as appears from the affidavits of service, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record, herein, be and it is hereby abridged, if necessary, and that the service, including the manner of service of the motion materials, be and it is hereby approved and validated, that this Motion is properly returnable today and that all parties entitled to notice were validly served and that the notice provided in respect of this Motion was adequate for all purposes whatsoever and that the Motion is properly returnable before this Court and that further service thereof upon any interested party other than those served is hereby dispensed with.

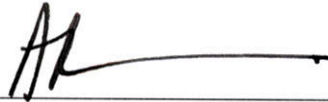
APPROVAL OF CONDUCT


2. THIS COURT ORDERS that the conduct of the Receiver as described in the Report be and is hereby ratified and approved.

FEES & DISBURSEMENTS

3. **THIS COURT ORDERS** that that the fees and disbursements of the Receiver, as set out in the Report and the Fee Affidavits, are hereby approved.
4. **THIS COURT ORDERS** that the fees and disbursements of counsel to the Receiver, as set out in the fee affidavit of Domagoj Glavota sworn September 20, 2016, and the costs of this motion fixed at *1000⁰⁰*, are hereby approved.
5. **THIS COURT ORDERS** that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands pursuant to the Proposed Final Unitholder Distribution ("**Final Distribution**")
6. **THIS COURT ORDERS** that upon payment of the Final Distribution and upon the Receiver filing a certificate substantially in the form attached as Schedule "A" hereto certifying that it has completed the other activities described in the Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of P.O.S.E., 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 Deloitte Restructuring Inc. in its capacity as Receiver.

7. **THIS COURT ORDERS AND DECLARES** that Deloitte Restructuring Inc. is hereby released and discharged from any and all liability that Deloitte Restructuring Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Deloitte Restructuring Inc. while acting in its 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, Deloitte Restructuring Inc. 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, save and except for any gross negligence or wilful misconduct on the Receiver's part.

A handwritten signature in black ink, consisting of the letters 'AR' followed by a long horizontal stroke.

ENTERED AT HAMILTON	
IN Book No.	355
as Document No.	44
on:	OCT 17 2016
by:	

ONTARIO
SUPERIOR COURT OF JUSTICE

BETWEEN:

**ORLANDO IERACI, GIUSEPPE MELECA, FRANK TROIANO,
CONCEZIO BATTAGLINI, CARMELO COMMISSO,
FRANCESCO GAGLIANO, GIUSEPPE GAGLIANO, DAVID
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-and-

**VINCENZO POLSINELLI, RODOLFO GRANATA, GARA
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910913 ONTARIO INC. and TERRY HOPKINS**

Respondents

RECEIVER'S CERTIFICATE

WHEREAS, pursuant to the Order of the Honourable Justice Campbell of the Ontario Superior Court of Justice, made the 28th day of February, 2014, Deloitte Restructuring Inc. ("**Deloitte Restructuring Inc.**") was appointed receiver and manager (in such capacities, the "**Receiver**") without security, of all of the assets, undertakings and properties of P.O.S.E. Investments, 910912 Ontario Limited and 910913 Ontario Limited, including all of the proceeds realized therefrom.

AND WHEREAS in its capacity as Receiver, Deloitte Restructuring Inc. was authorized to complete certain actions (the "**Duties**"),

THE UNDERSIGNED HEREBY CERTIFIES as follows:

1. The Duties have been completed; and

2. The Receiver has completed, complied with and satisfied all of the terms of the Discharge Order to be completed, complied with and satisfied by it.

MADE at _____, this _____ day of _____, 2016.

Deloitte Restructuring Inc.

In its capacity as Court-Appointed Receiver/Manager
of P.O.S.E. Investments, 910912 Ontario Limited
and 910913 Ontario Limited
and not in its personal capacity.

Orlando Ieraci et al.
Applicants

v. Vincenzo Polsinelli et al.
Respondents

Hamilton Court File No.: CV-12-36909

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Orangeville

ORDER



GOWLING WLG

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Lawyers for Deloitte Restructuring Inc. in its
capacity as Receiver and Manager for P.O.S.E.
Investments