

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

THE HONOURABLE MR.
JUSTICE HAINEY

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THURSDAY, THE 26TH
DAY OF OCTOBER, 2017

B E T W E E N:

HSBC BANK CANADA

Applicant

- and -

ELLEN'S FOOD GROUP INC.

Respondent

DISCHARGE ORDER

THIS MOTION, made by Deloitte Restructuring Inc. (formerly Deloitte & Touche Inc.) (“**Deloitte**”) in its capacity as receiver (the “**Receiver**”) of all of the assets, undertakings and properties of Ellen’s Food Group Inc. (the “**Debtor**”), for an order (a) approving the Receiver’s Second Report dated October 18, 2017 (the “**Second Report**”) and the Receiver’s conduct and activities described therein; (b) approving the fees and disbursements of the Receiver and its legal counsel, Thornton Grout Finnigan LLP, for the period from October 1, 2013 to November 4, 2013; (c) discharging Deloitte as Receiver; and (d) releasing Deloitte from any and all liability, as set out in paragraph 6 of this Order, was heard this day at 330 University Avenue, Toronto, Ontario.



ON READING the Second Report, the Affidavit of Paul M. Casey sworn October 18, 2017 attached as Appendix “F” to the Second Report (the “**Deloitte Fee Affidavit**”) and the Affidavit of Leanne M. Williams sworn October 18, 2017 attached as Appendix “G” to the Second Report (the “**TGF Fee Affidavit**”), and on hearing the submissions of counsel for the Receiver and the other counsel listed on the Counsel Slip, no one else appearing although served as evidenced by the affidavit of Roxana G. Manea sworn on October 20, 2017, filed;

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record is abridged and validated such that this motion is properly returnable today and dispenses with further service thereof.

2. **THIS COURT ORDERS** that the Second Report and the conduct and activities of the Receiver set out therein are approved.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver in the amount of \$4,387.50 plus HST of \$570.38, as more particularly described in the Deloitte Fee Affidavit, are approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver’s counsel in the amount of \$2,412.50 plus HST of \$297.12, as more particularly described in the TGF Fee Affidavit, are approved.

5. **THIS COURT ORDERS** that the Receiver is discharged as Receiver of the assets, undertakings and properties of the Debtor, 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 in its capacity as Receiver.

6. **THIS COURT ORDERS AND DECLARES** that Deloitte is hereby released and discharged from any and all liability that Deloitte now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Deloitte 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 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 blue ink, appearing to read "Hainey J.", is written over a horizontal line.

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ON / BOOK NO:
LE / DANS LE REGISTRE NO:

OCT 26 2017

PER / PAR:

MB

HSBC BANK CANADA

and

ELLEN'S FOOD GROUP INC.

Applicant

Respondent

Court File No.: CV-10-9031-00CL

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

Proceedings commenced at **Toronto**

**DISCHARGE ORDER
(DATED OCTOBER 26, 2017)**

Thornton Grout Finnigan LLP
Barristers & Solicitors
Suite 3200, TD West Tower
100 Wellington Street West
P.O. Box 329, Toronto-Dominion Centre
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Asim Iqbal (LSUC#61884B)
Tel: (416) 304-0595
Email: aiqbal@tgf.ca

Lawyers for the Receiver, Deloitte Restructuring Inc.