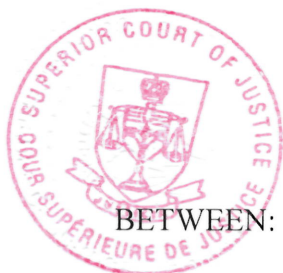


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE ) TUESDAY, THE 29TH DAY  
JUSTICE *HAINES* )  
) OF AUGUST, 2017

IN THE MATTER OF AN APPLICATION PURSUANT  
TO SECTION 243(1) OF THE *BANKRUPTCY AND  
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED,  
AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*,  
R.S.O. 1990, c. C-43, AS AMENDED



BETWEEN:

**HSBC BANK CANADA**

Applicant

-and-

**2SOURCE MANUFACTURING INC.**

Respondent

**ORDER**

**(Re: Distribution and Fee Approval)**

**THIS MOTION**, made by Deloitte Restructuring Inc. in its capacity as Court-appointed receiver (the "**Receiver**") of the assets, undertakings and properties of 2Source Manufacturing Inc., was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion herein, the First Report of the Receiver dated March 23, 2017 (the "**First Report**") and the Second Report of the Receiver dated August 22, 2017 (the "**Second Report**"), the fee affidavits prepared by the Receiver, independent counsel for the Receiver, and counsel to the Receiver, and on hearing the submissions of independent

counsel for the Receiver, and all other parties listed on the Counsel Slip, no one else appearing for any other person in the Service List, although duly served as it appears from the Affidavit of Service of Owen Gaffney sworn August 22, 2017 .

### **SERVICE**

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

### **APPROVAL OF FIRST AND SECOND REPORTS**

2. **THIS COURT ORDERS** that the activities described in paragraphs 54-56 of the First Report, which were not approved pursuant to the Administrative Order dated March 31, 2017, are hereby ratified and approved.

3. **THIS COURT ORDERS** that the activities described in the Second Report, and the activities and conduct of the Receiver set out therein are hereby ratified and approved.

### **APPROVAL OF FEES AND DISBURSEMENTS**

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, being \$129,767.97 in fees and disbursements plus HST of \$16,869.84 totaling \$146,637.81 as set out in the Affidavit of Hartley Bricks sworn August 16, 2017 , attached as Appendix I to the Second Report, are approved.

5. **THIS COURT ORDERS** that the fees and disbursements of Thornton Grout Finnigan LLP, independent counsel for the Receiver, being \$65,379.02 in fees and disbursements plus HST of \$8,470.12 totaling \$73,849.14 as set out in the Affidavit of Puya Fesharaki sworn August 21, 2017 , attached as Appendix K to the Second Report, are approved.

6. **THIS COURT ORDERS** that the fees and disbursements of Dentons Canada LLP, as counsel to the Receiver, being \$118,739.40 in fees and disbursements plus HST of \$15,436.14

totaling \$134,175.54 as set out in the Affidavit of Dennis R. Wiebe sworn August 21, 2017 , attached as Appendix J to the Second Report, are approved.

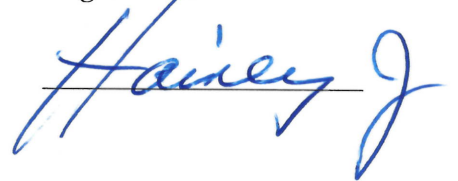
**APPROVAL OF STATEMENT OF RECEIPTS AND DISBURSEMENTS**

7. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements for the period from March 18 to August 11, 2017 is hereby approved.

**APPROVAL OF DISTRIBUTIONS**

8. **THIS COURT ORDERS** that the Receiver is authorized to distribute to HSBC Bank Canada the sum of \$2,000,000.00 as a permanent reduction of the indebtedness of 2Source to HSBC Bank Canada.

9. **THIS COURT ORDERS** that the Receiver is authorized to distribute the sum of \$123,127.22 to Wage Earner Protection Program with respect to unpaid wages, salaries, and other compensation in accordance with the *Wage Earner Protection Program Act*.



ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:  
AUG 29 2017

PER / PAR: 

Court File No. 32-2274852

Court File No: CV-17-11672-00CL

IN THE MATTER OF THE BANKRUPTCY OF 2SOURCE MANUFACTURING INC.

AND: IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED, AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C-43, AS AMENDED

BETWEEN: HSBC BANK CANADA –AND– 2SOURCE MANUFACTURING INC.

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

Proceeding commenced at Toronto

**ORDER**

**(Re: Distribution and Fee Approval)**

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Lawyers for Deloitte Restructuring Inc., in its capacity as the Court-appointed Receiver of the assets, undertakings and properties of 2Source Manufacturing Inc.