

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE  
JUSTICE HAINEY

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MONDAY, THE 15<sup>TH</sup>  
DAY OF JUNE, 2020

BETWEEN:



ROYAL BANK OF CANADA

Applicant

- and -

DEAN MYERS CHEVROLET LIMITED and 1125278 ONTARIO LIMITED

Respondents

ANCILLARY ORDER  
(DISCHARGE AND DISTRIBUTION)

THIS MOTION, made by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Dean Myers Chevrolet Limited ("**DMCL**") and 1125278 Ontario Limited (collectively, the "**Debtors**"), for an order:

1. That the time for service, filing and confirmation of the Notice of Motion and the Motion Record be abridged so that this motion is properly returnable today and dispensing with further service and confirmation hereof;
2. Approving the Receiver's First Report to the Court dated March 19, 2020 (the "**First Report**") and the Confidential Supplement to the First Report dated March 19, 2020 (the "**Confidential Supplement**") and the activities and conduct of the Receiver as detailed therein;

3. Approving the Receiver's Second Report to the Court dated June 9, 2020, 2020 (the "**Second Report**"), and the activities and conduct of the Receiver as detailed therein;
4. Sealing the Confidential Appendices to the Second Report, until the completion of the sale of the Purchased Assets (as defined in the Second Report), or until a further order of this Court;
5. That the Statement of Receipts and Disbursements, as detailed and defined in the First Report and the Second Report, be approved;
6. That the Professional Fees (as defined and detailed in the Second Report), and payment of same, be approved;
7. An Order that, after payment of the Professional Fees herein approved, and following the completion of the Transaction, the Receiver is hereby authorized to make such distributions as are recommended in the Second Report;
8. Discharging the Receiver as Receiver of the Property (as defined in the Appointment Order) of DMCL, on completion of the Transaction (as defined in the Second Report), and the issuance of the Receiver's discharge certificate attesting to the completion of the Receiver's administration as concerns DMCL, and releasing the Receiver from liability for its actions while acting in such capacity, save and except for the Receiver's gross negligence or willful misconduct, and barring all claims against Deloitte in connection with the within estate upon its discharge as Receiver;
9. Discharging the Receiver as Receiver of the Property (as defined in the Appointment Order) of 1125278 Ontario Limited, immediately upon issuance of the Order sought herein (or such other date as 1125278 Ontario Limited and the Receiver may agree in writing), and releasing the Receiver from liability for its actions while acting in such capacity, save and except for the Receiver's gross negligence or willful misconduct, and barring all claims against Deloitte in connection with the within estate upon its discharge as Receiver.

was heard this day at 330 University Avenue, Toronto, Ontario by judicial videoconference via Zoom.

ON READING the Notice of Motion dated June 9, 2020, the First Report, the Confidential Supplement, the Second 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 properly served as evidenced by the Affidavit of Lindsay Provost sworn June 9, 2020, filed;

1. THIS COURT ORDERS that the time for service, filing and confirmation of the Notice of Motion and the Motion Record be and is abridged so that this motion is properly returnable today and hereby dispenses with further service and confirmation hereof;
2. THIS COURT ORDERS that the First Report and the Confidential Supplement, and the activities and conduct of the Receiver as detailed therein, be and are approved.
3. THIS COURT ORDERS that the Second Report, and the activities and conduct of the Receiver as detailed therein, be and are approved.
4. THIS COURT ORDERS that the Confidential Appendices to the Second Report, be and are sealed until the completion of the sale of the Purchased Assets, or until a further order of this Court.
5. THIS COURT ORDERS that the Statement of Receipts and Disbursements be and is approved.
6. THIS COURT ORDERS that the Professional Fees, as set out in the Second Report and the Fee Affidavits, be and are approved.
7. THIS COURT ORDERS that, after payment of the Professional Fees herein approved, and following the completion of the Transaction, the Receiver be and is authorized to make such distributions as are recommended in the Second Report .
8. THIS COURT ORDERS that on completion of the Transaction (as defined in the Second Report), and the issuance of the Receiver's discharge certificate attesting to the completion of the Receiver's administration as concerns DMCL, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, DMCL, 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.

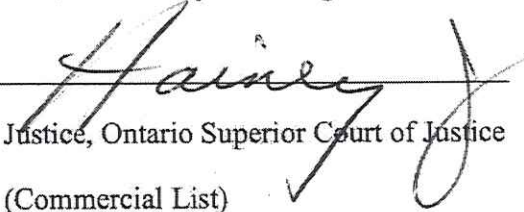
9. THIS COURT ORDERS that the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, 1125278 Ontario Limited, immediately upon issuance of this Order, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance 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.

10. 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, and any such claims as against Deloitte in connection with the within estate upon its discharge as Receiver are barred, save and except for any gross negligence or wilful misconduct on the Receiver's part.

11. THIS COURT ORDERS that this order is effective from today's date and is in full force and effect, and is enforceable without the need for entry and filing.

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

JUN 16 2020

  
Justice, Ontario Superior Court of Justice

(Commercial List)

PER / PAR:



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**B E T W E E N:**

**ROYAL BANK OF CANADA**

Applicant

- and -

**DEAN MYERS CHEVROLET LIMITED and 1125278 ONTARIO LIMITED**

Respondent

**RECEIVER'S DISCHARGE CERTIFICATE**

**RECITALS**

1. By Order of the Ontario Superior Court of Justice (the "**Court**") dated February 12, 2020 (the "**Appointment Order**"), Deloitte Restructuring Inc. ("**Deloitte**") was appointed as the receiver (the "**Receiver**") of all of the assets, undertakings and properties of Dean Myers Chevrolet Limited ("**DMCL**") and 1125278 Ontario Limited (collectively with DMCL, the "**Debtors**") acquired for, or used in relation to the business carried on by the Debtors (the "**Property**").
2. Pursuant to the Order of the Court dated June 15, 2020 (the "**Discharge Order**"), Deloitte was discharged as Receiver of DMCL effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the receivership have been completed to the satisfaction of the Receiver.

**THE RECEIVER CERTIFIES** the following:

- A. All matters to be attended to in connection with the receivership of DMCL has been completed to the satisfaction of the Receiver.
- B. The Receiver has made the payments outlined in paragraphs 6 and 7 of the Discharge Order.
- C. This Certificate was filed by the Receiver with the Court on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**DELOITTE RESTRUCTURING INC.**

solely in its capacity as the Court-appointed receiver of Dean Myers Chevrolet Limited and 1125278 Ontario Limited, without personal or corporate liability

Per: \_\_\_\_\_

Name:

Title:

ROYAL BANK OF CANADA

-and-

DEAN MYERS CHEVROLET LIMITED and 1125278 ONTARIO  
LIMITED  
Respondents

Applicant

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

PROCEEDING COMMENCED AT  
TORONTO

**RECEIVER'S DISCHARGE CERTIFICATE**

**HARRISON PENSEA LLP**

Barristers & Solicitors  
450 Talbot St., London, Ontario N6A 5J6  
Tel: 519-679-9660  
Fax: 519-667-3362

**Timothy C. Hogan (LSO No. # 36553S)**

**Robert Danter (LSO# 69806O)**

Tel: 519-661-6743

Email: [thogan@harrisonpensa.com](mailto:thogan@harrisonpensa.com);

[rdanter@harrisonpensa.com](mailto:rdanter@harrisonpensa.com)

Lawyers for Deloitte Restructuring Inc., in its capacity as  
Court-appointed Receiver of Dean Myers Chevrolet Limited  
and 1125278 Ontario Limited

