

File No. CI21-01-33115

THE QUEEN'S BENCH

Winnipeg Centre

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER PURSUANT TO
SECTION 243 OF *THE BANKRUPTCY AND*
INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED

BETWEEN:

ROYAL BANK OF CANADA,

Applicant,

- and -

6106234 MANITOBA LTD.,

Respondent.

ORDER

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**THE QUEEN'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE MR.)

MONDAY, THE 6th

JUSTICE BOCK)

DAY OF JUNE, 2022

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER PURSUANT TO SECTION 243 OF *THE BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

BETWEEN:

ROYAL BANK OF CANADA,

Applicant,

- and –

6106234 MANITOBA LTD.,

Respondent.

DISCHARGE ORDER

THIS MOTION, made by Deloitte Restructuring Inc. ("**Deloitte**") in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of 6106234 Manitoba Ltd. (the "**Debtor**"), for an Order discharging the Receiver and other relief was heard this day at the Law Courts, 408 York Avenue, Winnipeg, Manitoba.

ON READING the First Report of the Receiver dated May 30, 2022 (the "**First Report**"), and on hearing the submissions of counsel for the Receiver, counsel for Royal Bank of Canada, no one else appearing although served as evidenced by the Affidavit of Kari Klassen sworn June 3, 2022, filed:

1. THIS COURT ORDERS that capitalized terms not otherwise specifically defined herein shall have the meaning ascribed thereto in the First Report.
2. THIS COURT ORDERS that the time for service of the Notice of Motion, the First Report and the materials filed herein in support of this motion is hereby abridged

and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

3. THIS COURT ORDERS that the activities and actions of the Receiver, as set out and described in the First Report, including the Receiver's Statement of Receipts and Disbursements for the period of October 29, 2021 to May 27, 2022 and the Sales Process undertaken by the Receiver are hereby approved.
4. THIS COURT ORDERS that the Receiver's Holdback (as set out and defined in the First Report) is hereby approved.
5. THIS COURT ORDERS, AUTHORIZES AND DIRECTS that, subject to the Receiver's Holdback, the Receiver shall pay the Priority Distributions from the monies remaining in its hands and future payments, from time to time, to RBC from the receipt of additional funds and any amounts remaining from the Receiver's Holdback after the payment of Fees (as defined below) up to the amount of the RBC Indebtedness.
6. THIS COURT ORDERS that the fees and disbursements of the Receiver for the period of October 26, 2021 to April 30, 2022, its legal counsel for the period of October 28, 2021 to March 31, 2022, the Estimated Receiver's Fees and the Estimated Legal Fees (together the "**Fees**"), are hereby approved.
7. THIS COURT ORDERS that upon payment of the Priority Distributions and upon the Receiver filing a certificate substantially in the form attached hereto as Schedule A to this Order (the "**Receiver's Certificate**") certifying that it has paid the Priority Distributions, the Receiver shall be discharged as Receiver of the undertaking, property and assets 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.

8. 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.
9. THIS COURT ORDERS AND DECLARES that no action or other proceeding shall be commenced against the Receiver, including its officers, directors, employees, solicitors and agents and assigns in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on notice to the Receiver, and upon such terms as this Court may direct.

Ted Bock

Digitally signed by Ted Bock
Date: 2022.06.07 09:04:50 -05'00'

I, J.J. Burnell, of the firm of MLT Aikins LLP hereby certify that I have received the consents as to form of the following parties:

Charles Roy on behalf of Royal Bank of Canada

As directed by the Honourable Mr. Justice Bock.

SCHEDULE A

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

IN THE MATTER OF: THE APPOINTMENT OF A RECEIVER PURSUANT TO SECTION 243 OF *THE BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

BETWEEN:

ROYAL BANK OF CANADA,

Applicant,

- and -

6106234 MANITOBA LTD.,

Respondent.

RECEIVER'S DISCHARGE CERTIFICATE

A. Deloitte Restructuring Inc. was appointed Receiver (the "**Receiver**") of all of the assets, property and undertaking of the Respondent 6106234 Manitoba Ltd. (the "**Debtor**") pursuant to an Order of the Court of Queen's Bench dated October 29, 2021 (the "**Receivership Order**");

B. Pursuant to the Discharge Order of this Court pronounced June 6, 2022 (the "**Discharge Order**") the Receiver has paid the Priority Distributions as directed by the Discharge Order and has completed the administration of the Debtor's estate;

C. Unless otherwise indicated the Receiver's Certificate shall have the same meaning as given to it in the Discharge Order.

THE RECEIVER CERTIFIES the following:

1. The Receiver has paid the Priority Distributions in accordance with the Discharge Order and as detailed in the First Report.

2. The Receiver has completed its administration of the Debtor's estate.

DATED at _____, Manitoba, this ____ day of _____, 2022.

Deloitte Restructuring Inc. in its capacity as Receiver
of 6106234 Manitoba Ltd.

Per: _____
Name:
Title: