

AKB

2019 01G 2868

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR

GENERAL DIVISION

IN THE MATTER OF:

An Application by Deloitte Restructuring Inc., Monitor of BRITISH CONFECTIONERY COMPANY LIMITED and BRITISH BAZAAR COMPANY LIMITED (the "Monitor") for relief under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as am.

SUMMARY OF CURRENT DOCUMENT	
Court File No.	2019 01G 2868
Date of filing of document	
Name of filing party or person	R. Bruce Johnson, Counsel to the Monitor
Application to which document being filed relates:	<i>Companies' Creditors Arrangement Act</i> Discharge Order
Statement of purpose in filing	Discharge Order

DISCHARGE ORDER

Before the Honourable Justice Burrage, IN CHAMBERS:

UPON MOTION made by Deloitte Restructuring Inc., in its capacity as the Monitor (the "Monitor") of British Confectionery Company Limited and British Bazaar Company Limited for an Order:


- a) Validating service of this Application and supporting the Third Report of the Monitor;
- b) Approving the Reports, activities and conduct of the Monitor to date;
- c) Approving the accounts of the Monitor and the Monitor's counsel;
- d) Discharging Deloitte Restructuring Inc. as the Monitor of British Confectionery Company Limited and British Bazaar Company Limited; and
- e) Providing such further and other relief as counsel may seek and this Honourable Court deems just and equitable.

UPON READING the Monitor's Third Report, the Affidavit of R. Bruce Johnson, and other materials on file herein;

AND UPON HEARING the submissions of R. Bruce Johnson, counsel for the Monitor, and such other counsel who appeared and were heard:

NOW UPON THIS APPLICATION:

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Filed	8/2/19	
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IT IS HEREBY ORDERED AND DIRECTED THAT:**Service**

1. The timing and method of service of the Application, the supporting Affidavit, and the Monitor's Third Report are hereby validated, such that this Application is properly returnable today and further service is hereby dispensed with.

Approval of Reports

2. The reports filed by the Monitor, together with the conduct and activities of the Monitor as described therein, be and are hereby approved.

Approval of Fees and Disbursements

3. The fees and disbursements of the Monitor for the period from October 31, 2018 to July 10, 2019 inclusive, as set out in the Third Report, be and are hereby approved.
4. The fees and disbursements of the Monitor's counsel, Ellsworth Johnson & Partners, for the period from May 30, 2019 to July 3, 2019 inclusive, as set out in the Third Report and the Affidavit of R. Bruce Johnson, be and are hereby approved.

Discharge of the Monitor

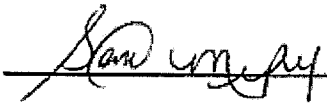
5. The proceedings pursuant to the *Companies Creditors Arrangement Act*, RSC 1985, c. C-36 (the "CCAA") in respect to the Debtor shall be and are hereby terminated.
6. Upon payment and receipt of the \$100,000.00 Administration charge set forth in paragraph 4 of the Charging Order dated May 1, 2019 (the "Charging Order"), and upon the Monitor filing a certificate, in substantially the form attached to this Order as Schedule "A" certifying that it has completed all remaining outstanding activities set out in paragraph 20 of the Initial Order dated May 1, 2019, which activities shall be deemed included in the Monitor's mandate, the Monitor shall be discharged as Monitor of these proceedings by the Debtors pursuant to the CCAA; provided that notwithstanding its discharge herein:
 - a) The Monitor shall remain Monitor for the performance of such routine administrative tasks as may be required to complete the documentation of the Monitor's mandate; and
 - b) The Monitor shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections, security for the Administration Charge and stays of proceedings in favour of Deloitte Restructuring Inc., in its capacity as Monitor.
7. It is hereby adjudged and declared that, based upon the evidence that is currently before this Honourable Court in regard to the Actions of the Monitor:
 - a. The Monitor has acted honestly and in good faith, and has carried out the Monitor's Mandate in a commercially reasonable manner;

- b. The Monitor has satisfied all of its duties and obligations pursuant to the Monitor's Mandate;
 - c. The Monitor shall not be liable for any act or omission arising from, relating to or in connection with its discharge of the Monitor's Mandate, save and except for any liability arising out of fraud, gross negligence or wilful misconduct on the part of the Monitor;
 - d. The Monitor has never had and shall not in the future have any liability in regard to any act or omission of the Debtors, including, without limitation, in relation to the business of the Debtors, payment of and/or accounting for any taxes (including, without limitation, goods and services tax) on revenues earned or any indebtedness or obligations whatsoever or howsoever incurred by the Debtors; and
 - e. No person shall commence an action or proceeding asserting a claim against the Monitor arising from, relating to or in connection with its discharge of the Monitor's Mandate without first obtaining an Order of this Honourable Court (on notice to the Monitor) granting such person leave to commence such action or proceeding, and any such action or proceeding commenced without such leave being obtained is a nullity.
8. Subject to the foregoing, any claims against the Monitor in connection with the Monitor's Mandate are hereby stayed, extinguished and forever barred.
9. Notwithstanding the discharge of the Monitor, the Monitor is hereby granted leave to apply to this Court for such further advice, direction or assistance as may be necessary to give effect to the terms of this Order.

MISCELLANEOUS MATTERS

10. This Order shall have full force and effect in all Provinces and Territories in Canada, outside Canada and against whom it may be enforceable.

ISSUED AT St. John's, Newfoundland and Labrador, this 2nd day of August, 2019.

~~PER~~ 
COURT
OFFICER

DB

SCHEDULE "A"
2019 01G 2868
IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
GENERAL DIVISION

IN THE MATTER OF: An Application by Deloitte Restructuring Inc., Monitor of BRITISH CONFECTIONERY COMPANY LIMITED and BRITISH BAZAAR COMPANY LIMITED (the "Monitor") for relief under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as am.

DISCHARGE CERTIFICATE

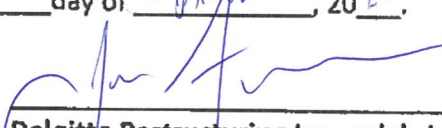
WHEREAS:

- A. Pursuant to the Order of the Honourable Justice Marshall dated May 1, 2019 (the "Initial Order"), British Confectionery Company Limited and British Bazaar Company Limited (collectively, the "Applicants") obtained protection from their creditors pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") in proceedings bearing Court File 01G 2868. Pursuant to the Initial Order, Deloitte Restructuring Inc. was appointed as the Monitor of the Applicants (the "Monitor"). The above-referenced proceedings shall be referred to herein as the "CCAA Proceedings").
- B. The CCAA Proceedings have been completed in accordance with the Orders of the Court and under the supervision of the Monitor.
- C. Pursuant to the Discharge Order issued by this Court on August 2nd, 2019, the Monitor is to be discharged and the CCAA Proceedings terminated upon filing of the Discharge Certificate with the Court.

THE MONITOR CERTIFIES THE FOLLOWING:

The Monitor's Mandate has been completed to the satisfaction of the Monitor.

DATED at Halifax, Nova Scotia, this 17th day of September, 2020.



Deloitte Restructuring Inc., solely in its capacity
As Monitor of British Confectionery Company
Limited and British Bazaar Company Limited, and
not in its personal or corporate capacity.

Per: James Foran, CPA, CA, CIRP, LIT
Vice-President