

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
IN BANKRUPTCY AND INSOLVENCY**

**THE HONOURABLE MR.)
JUSTICE MORAWETZ)**

**WEDNESDAY, THE 7TH DAY
OF DECEMBER, 2011**



**THE MATTER OF THE BANKRUPTCY OF
LANDEX CONSTRUCTION INC. AND OTHERS
OF THE CITY OF TORONTO,
IN THE PROVINCE OF ONTARIO**

ORDER

THIS MOTION made by RSM Richter ("**Richter**") was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the motion materials of Richter, including the Affidavit of Robert David Kofman, sworn December 6, 2011, together with the exhibits attached thereto, filed, and upon hearing the submissions of counsel for Richter, no one else appearing or having been served:

1. **THIS COURT ORDERS** that Ernst & Young Inc. ("**EYI**") be and hereby is substituted in place of Richter, as Trustee in Bankruptcy ("**Trustee**"), of the following estate files: Envision Engineering & Contracting Inc., OSB File No.: 33-1474256; Landex Construction Inc., OSB File No.: 33-1474264 (the "**Subject Estates**"), with effect from the effective date of this Order.
2. **THIS COURT ORDERS AND DIRECTS** that all real and personal property wherever situate of the Subject Estates is hereby vested in EYI in its capacity as Trustee in Bankruptcy, to be dealt with by EYI in accordance with the provisions of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"), pursuant to its powers and obligations as Trustee of the Subject Estates.

3. **THIS COURT ORDERS** that this Order shall be effective in all judicial districts in Ontario which govern any of the Subject Estates.
4. **THIS COURT ORDERS** that the requirement for a separate Notice of Motion and supporting Affidavit to be filed in the Court file of each of the Subject Estates is hereby waived.
5. **THIS COURT ORDERS** that the requirement for notification of this motion to proven creditors within the Subject Estates, the applicable bankrupts or debtors within the Subject Estates, and any other person is hereby waived.
6. **THIS COURT ORDERS** that EYI is authorized and directed to continue and to complete the administration of the Subject Estates and to deal with the Subject Estates' property, in accordance with the duties and functions of a Trustee, as the case may be, as set out in the BIA, and to receive all remuneration of the Trustee in the Subject Estates for services performed from the commencement of each of the Subject Estates until the discharge of the Trustee, less any remuneration already received by Richter in accordance with the provisions of the BIA.
7. **THIS COURT ORDERS** that the requirement and responsibility for taxation of the Trustee's accounts in respect of the Subject Estates with respect to all work performed in respect of such Subject Estates from the initial appointment of Richter or any other party, through to the completion of the administration of such Subject Estates and discharge of EYI as the new Trustee, is hereby assigned and transferred to EYI.
8. **THIS COURT ORDERS AND DIRECTS** that Richter be discharged as Trustee, as the case may be, of the Subject Estates, (i) without prejudice to the rights of the Superintendent of Bankruptcy or other professional body, to commence or pursue any professional conduct matters relating to the Subject Estates, (ii) without Richter being required to certify to the Court that it has observed all of the terms as provided by Rule 61(2) of the BIA; (iii) without Richter being required to

undertake to keep all estate books, records and documents as provided by Rule 68 of the BIA; and (iv) for greater certainty and notwithstanding the specific obligations and provisions of the BIA referenced herein, except as otherwise provided in this Order, Richter shall have no obligations following the effective date of this Order in respect of its capacity as former Trustee of the Subject Estates and no liabilities for events transpiring after the effective date of this Order in respect of the Subject Estates.

9. **THIS COURT ORDERS AND DIRECTS** that EYI is hereby required, in respect of the Subject Estates, to (i) observe all of the terms provided by Rule 61(2) of the BIA, (ii) keep all estate books, records and documents as provided by Rule 68 of the BIA, and (iii) obtain from Richter as the former Trustee all books, estate records, documents including work in progress, billing or time records in support of any claims made for time charges and advances on fees made by the former trustee, and detailed trial balances (electronic or otherwise) from the date of bankruptcy showing all the funds received and disbursed since the date of bankruptcy notwithstanding EYI assuming responsibility for the Subject Estates as at the date of effect of this Order.
10. **THIS COURT ORDERS** that the requirement for notification of the discharge of Richter as Trustee of the Subject Estates, together with other statutory notices, to proven creditors within the Subject Estates, the applicable bankrupts or debtors within the Subject Estates, the Court, the Office of the Superintendent of Bankruptcy and any other person, is hereby waived.
11. **THIS COURT ORDERS** that Richter is hereby authorized to transfer to EYI all funds that remain in its consolidated trust bank accounts and all other trust bank accounts that belong to the Subject Estates, and Richter and EYI are hereby authorized to take all steps and execute any instrument required for such purpose.
12. **THIS COURT ORDERS AND DIRECTS** that in its capacity as substituted Trustee, as the case may be, EYI is hereby authorized to endorse for deposit,

deposit, transfer, sign, accept or otherwise deal with all cheques, bank drafts, money orders, cash or other remittances received in relation to any of the Subject Estates where such cheques, bank drafts, money orders, cash or other remittances are made payable or delivered to Richter, in relation to the same, and any bank, financial institution or other deposit-taking institution with which EYI may deal is hereby authorized to rely on this Order for all purposes of this paragraph.

13. **THIS COURT ORDERS AND DIRECTS** to the extent that Richter has given security in cash or by bond of a guarantee company pursuant to s.16(1) of the BIA (the "Security"), such Security shall be transferred from Richter to EYI and any party holding such Security is hereby directed to take all steps necessary to effect such transfer. Upon transfer, EYI shall assume, and Richter shall be relieved of, all obligations respecting the Security.

14. **THIS COURT ORDERS AND DIRECTS** that the Registrar of Land Titles, in any Land Title District wherein any registration was previously made by Richter in its capacity as Trustee of a Subject Estate, is hereby authorized and directed to amend any such registration to reflect the substitution of EYI for Richter as Trustee, as the case may be.

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

DEC 08 2011

PER/PAR:

