

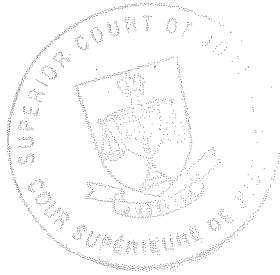
**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) TUESDAY, THE 8TH DAY
)
JUSTICE NEWBOLD) OF MARCH, 2016

ROYAL BANK OF CANADA

Applicant

- and -



2180672 ONTARIO INC.

Respondent

**ORDER
(re: Ancillary Matters)**

THIS MOTION, made by BDO Canada Limited (“**BDO**”), in its capacity as the Court-appointed receiver and manager (in such capacity, the “**Receiver**”), without security, of all the assets, undertakings and properties of 2180672 Ontario Inc. (the “**Debtor**”), for an order, amongst other things: (i) approving the First Report of the Receiver dated February 26, 2016 (the “**First Report**”) and the actions of the Receiver set out therein; (ii) authorizing and directing the Receiver to distribute, without further Order of this Court, certain funds on account of the Debtor’s secured indebtedness for principal, interest and costs; (iii) approving the fees and disbursements of the Receiver and its counsel, including an accrual for fees and disbursements to be incurred to the completion of these proceedings; (iv) approving the Receiver’s Statement of

Receipts and Disbursements (as appended to the First Report); and (v) sealing the Confidential Supplement to the First Report (the “**Confidential Supplement**”), was heard this day at 330 University Avenue, Toronto, Ontario.

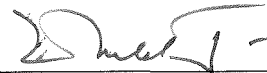
ON READING the First Report and the appendices thereto, including, without limitation, the fee affidavits submitted on behalf of the Receiver (the “**Receiver’s Fee Affidavit**”) and on behalf of the Receiver’s counsel (the “**A&B Fee Affidavit**”), and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person named on the service list, although properly served as appears from the affidavit of Christine Doyle sworn February 26, 2016, filed,

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the First Report and the actions of the Receiver described therein be and are hereby approved.
3. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute the sum of \$30,000 to Uxbridge Heights Plaza Ltd. on partial account of the Debtor’s secured indebtedness owing to Royal Bank of Canada.
4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute the sum of \$87,223.40 to Boston Pizza International Inc. pursuant to the terms of the BPI Agreement described in the First Report.
5. **THIS COURT ORDERS** that the Receiver’s Statement of Receipts and Disbursements, as appended to the First Report, be and is hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, as described in the First Report and as set out in the Receiver's Fee Affidavit, be and are hereby approved.

7. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's legal counsel, Aird & Berlis LLP, as described in the First Report and as set out in the A&B Fee Affidavit, be and are hereby approved.

8. **THIS COURT ORDERS** that the Confidential Supplement be and is hereby sealed until the completion of the Transaction (as defined in the First Report) or further Order of this Court.



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LE / DANS LE REGISTRE NO.:

MAR 03 2016



ROYAL BANK OF CANADA

2180672 ONTARIO INC.

- and -

Applicant

Respondent

Court File No. CV-15-11218-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

ORDER
(re: Ancillary Matters)

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*Lawyers for BDO Canada Limited, in its capacity as the
Court-appointed Receiver*