

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MADAM                    )  
  )  
JUSTICE KIMMEL                            )  
  )

THURSDAY, THE 13<sup>th</sup>  
DAY OF OCTOBER, 2022

B E T W E E N :

**PAUL JOSEPH DIETRICH**

Applicant

- and -

**STEVEN ROBERT MCLAREN**

Respondent

APPLICATION UNDER sections 207, 209 and 210 of the  
*Business Corporation Act*, R.S.O. 1990, c. B16

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**ORDER**

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**THIS MOTION** made by Albert Gelman Inc. (“AGI”) in its capacity as liquidator (in such capacity, the “**Liquidator**”) appointed pursuant to the *Business Corporations Act*, R.S.O. 1990, c. B.16 over all of the assets, undertakings and properties of 1827403 Ontario Inc. (“**1827403**”), 1853997 Ontario Inc., 1885926 Ontario Inc., 1950940 Ontario Inc., 1950941 Ontario Inc. and 1950979 Ontario Inc. (together with 1827403, the “**Companies**”) was heard before me this day at 330 University Avenue, Toronto, by videoconference.

ON READING the second report of the Liquidator dated October 7, 2022 (the “**Second Report**”) and its Supplementary Motion Record, and on hearing the submissions of counsel for the Liquidator and such other counsel as were present as may be indicated on the counsel slip, no one else appearing despite being served as appears from the affidavit of service, filed:

1. THIS COURT ORDERS that the time for service of the motion record in respect of this motion and the Second Report is hereby abridged and validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.
2. THIS COURT ORDERS that the Liquidator is authorized, at its discretion, to pay or make incremental payments on account of any liabilities of the Companies in respect of periods prior to the appointment of the Liquidator on April 4, 2022, provided that:
  - a) the Liquidator shall first be satisfied that the estate in question is not, and after any proposed payment will not be, insolvent, and
  - b) the shareholders of each of the Companies, being Paul Dietrich and Steve McLaren, shall have consented in writing to each such payment
3. THIS COURT ORDERS that nothing in this Order shall prevent any person from asserting that an estate was insolvent at the time that the Liquidator made a payment authorized by paragraph 2, or that the estate became insolvent as a result of such payment.
4. THIS COURT ORDERS that the Second Report as well as the activities described therein are hereby approved, provided, however, that only AGI in its personal capacity and

with respect to its personal liability shall be entitled to rely upon or utilize in any way such approval.

5. THIS COURT ORDERS that the fees, costs and expenses of the Liquidator including those of its lawyers, Goldman Sloan Nash & Haber LLP, as set out in the fee affidavits appended to the Second Report and the Supplementary Motion Record, are hereby approved, and that the Liquidator is hereby authorized and directed to pay the same from available funds.

6. THIS COURT ORDERS that this order is effective as of its date at 12:01 am and does not need to be issued or entered.

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**PAUL JOSEPH DIETRICH**

Applicant

-and-

**STEVEN ROBERT MCLAREN**

Respondent

Court File No. CV-22-00679109-00CL

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***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**  
**Proceeding commenced in TORONTO**

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**ORDER**

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Lawyers for Albert Gelman Inc. in its capacity as  
court-appointed liquidator