



Estate No. 31-1687015

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE *MR.*)

TUESDAY, THE 1st DAY

JUSTICE *NEWBOLD*)

OF OCTOBER, 2013

IN THE MATTER OF THE PROPOSAL OF
SAMUEL PROPERTY MANAGEMENT LTD.
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

ORDER

THIS MOTION, made by Samuel Property Management Ltd. (the "Debtor") was heard this day at the Court House, 330 University Avenue, 8th Floor, Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Gino Sisera sworn the 25th day of September, 2013 and the Report of the Trustee, Albert Gelman Inc., dated the 20th day of September, 2013 and schedules annexed thereto, filed, and upon hearing submissions of counsel for the Debtor and no one appearing for the Royal Bank of Canada and the Canada Revenue Agency although served,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the documentary evidence used at the within hearing be and is hereby abridged so that this motion is properly returnable this day.
2. **THIS COURT ORDERS AND DECLARES** that the Debtor be and is hereby authorized to sell to Canlight Hall Corporation (the "Purchaser") all of the Debtor's right, title and interest in and to each of the Furniture and Equipment, Vehicle Leases, Prepaid

Expenses, Management Contracts, Management Account Balances, Accounts Receivable, Know-how, Goodwill, Unearned Management Fees, Residual Assets and Bank Account Balances (excluding the amount of \$105,000.00) [collectively referred to as the "Purchased Assets"] in accordance with, and as defined in the Asset Purchase Agreement made as at the 10th day of September, 2013 between the Debtor and Purchaser (the "Transaction").

3. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

4. **THIS COURT ORDERS AND DECLARES** that upon closing of the Transaction the Purchaser shall obtain title to the Purchased Assets free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, charges, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, of any person or government body whatsoever, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise.

5. **THIS COURT ORDERS AND DECLARES** that the filing of a Closing Certificate in the within Court File signed by each of the Purchaser and the Debtor stating that the Transaction has closed, shall be full and conclusive evidence that the Purchaser has obtained title to the Purchased Assets free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, charges, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, of any person or government body whatsoever, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise.



IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
SAMUEL PROPERTY MANAGEMENT LTD.
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

Court File No. 31-1687015

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Proceeding commenced at
TORONTO

ORDER

LIPMAN, ZENER & WAXMAN LLP
Barristers and Solicitors
1220 Eglinton Avenue West
Toronto, Ontario
M6C 2E3

SEAN N. ZEITZ
LUSC No. 51199P
Tel.: (416) 789-0652
Fax: (416) 789-9015

Lawyers for the Proponent,
Samuel Property Management Ltd.