

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE

)
)
)
)

MONDAY, THE 3RD

JUSTICE KIMMEL

DAY OF OCTOBER, 2022

B E T W E E N :

ROYAL BANK OF CANADA

Applicant

- and -

CNS IRON FABRICATION LTD. and CLAEYS FAMILY HOLDINGS INC.

Respondents

ORDER

THIS MOTION, made by MNP Ltd., in its capacity as the court-appointed receiver (“**MNP**” or the “**Receiver**”), of the undertaking, property and assets of CNS Iron Fabrication Ltd. (“**CNS**”), and Claeys Family Holdings Inc. (“**Claeys**”, and together with CNS are the “**Debtors**”), for an Order:

1. abridging and validating the time for service and filing of the notice of motion and the motion record contained herein, validating service and dispensing with further service upon any other persons not already served with this notice of motion and motion record so that the motion is properly returnable today;
2. approving the activities of the Receiver and its counsel as outlined in the Second Report of the Receiver, dated September 12, 2022 (the “**Second Report**”);
3. authorizing and empowering, but not obligating, the Receiver to file an assignment in bankruptcy on behalf of CNS;

4. authorizing and empowering, but not obligating, MNP to act as the trustee in bankruptcy for CNS;
5. authorizing the transfer funds to MNP, as trustee in bankruptcy of CNS, in the amount of \$10,000, from within the receivership proceedings, to fund the administration of the bankruptcy estate of CNS, should the Receiver assign CNS into bankruptcy;
6. approving the Receiver's Statement of Receipts and Disbursements dated September 9, 2022 (the "**SRD**");
7. authorizing and directing the Receiver to create the Holdback (as defined herein), and distribute the remaining net proceeds of the estate as outlined in the Second Report; and
8. approving the fees and disbursements of the Receiver and its counsel;

was heard this day at 330 University Avenue, Toronto, Ontario, by video conference.

ON READING the Second Report, the factum, and the affidavits of the Receiver, and its counsel as to fees (the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Receiver and the Applicant, no one appearing for any other person on the service list, including the Respondents, although properly served as appears from the affidavit of Victoria Gifford, sworn on September 26, 2022, filed:

SERVICE

1. **THIS COURT ORDERS AND DECLARES** that the time for service of the notice of motion and the motion record is hereby abridged and validated so that the motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF RECEIVER ACTIVITIES AND FEES

2. **THIS COURT ORDERS** that the activities of the Receiver, as set out in the Second Report, are hereby approved.

3. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements as set out in the Second Report are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Second Report, and the Fee Affidavits, are hereby approved.

DISTRIBUTION

5. **THIS COURT ORDERS** that the Receiver's proposed distribution as outlined in paragraph 5.2.1 of the Second Report is hereby approved.

6. **THIS COURT ORDERS** that the holdback, as outlined in paragraph 5.1.3 of the Second Report (the "**Holdback**"), is hereby approved.

RECEIVER'S POWERS

7. **THIS COURT ORDERS** that the Receiver shall be empowered and authorized, but not obligated, to file an assignment in bankruptcy on behalf of CNS.

8. **THIS COURT ORDERS** that MNP is hereby empowered and authorized, but not obligated, to act as trustee in bankruptcy for CNS, in respect of any bankruptcy proceedings.

9. **THIS COURT ORDERS** that the Receiver is hereby authorized to transfer funds to MNP, in its capacity as the trustee in bankruptcy for CNS, in the amount of \$10,000.00, from the within receivership proceedings, to fund the administration of the bankruptcy estate of CNS, should the Receiver assign CNS into bankruptcy.

ROYAL BANK OF CANADA CNS IRON FABRICATION LTD. et al.
Applicant and Respondents

Court File No.: CV-22-00680668-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at **TORONTO**

ORDER

LERNERS LLP
225 King Street West, Suite 1500
Toronto, ON M5V 3M2

Domenico Magisano LS#: 45725E
dmagisano@lerners.ca
Tel: 416.601.4121

Spencer Jones LS#: 77350U
sjones@lerners.ca
Tel: 416.601.2358

Lawyers for the Receiver