

**ONTARIO**

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

THE HONOURABLE ) WEDNESDAY, THE 22nd  
 )  
JUSTICE PENNY ) DAY OF JUNE, 2022

**IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
R.S.O. 1990, C. B.16, AS AMENDED**

**AND IN IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,  
R.S.C., 1985, C. C-44, AS AMENDED**

**AND IN THE MATTER OF A WINDING UP OF  
FIRST HAMILTON HOLDINGS INC., FIRST HAMILTON FINANCIAL SERVICES  
INC., FIRST HAMILTON CAPITAL INC., FIRST HAMILTON GENERAL PARTNER  
2 INC. and FIRST HAMILTON MORTGAGE BROKERS INC.**

Applicants

**ORDER**  
(Distribution of Remaining Funds)

**THIS MOTION**, made by MNP Ltd. (“MNP”), in its capacity as the Court-appointed Liquidator (“**Liquidator**”) of the Applicants for an order:

1. approving the activities of the Liquidator, as described in the Liquidator’s Fifth Report to this Court (the “**Report**”),

2. advice and directions of the Court, and more particularly, authorizing and directing the Liquidator to contact certain persons listed on the Common Shareholder Registers of First Hamilton Holdings Inc. (“FHH” and the “**FHH Shareholder Registers**” respectively), as well as any other potential common shareholders of FHH the Liquidator may learn about or identify, and verify their status as common shareholders and their respective shareholdings, and thereafter distribute the remaining funds in the hands of the Liquidator (“**Remaining Funds**”), net of any additional professional fees and disbursements, on a pro rata basis, to the common shareholders of FHH;

3. approving the fees and disbursements of the Liquidator and its legal counsel, as set out in the fee affidavits of Jerry Henechowicz and Lou Brzezinski, respectively, including the estimated fees and disbursements of the Liquidator and its legal counsel to complete the administration of the Companies, as set out in the Report; and,

4. Such further and other relief as counsel may advise and to this Court seems just;

was heard this day via Zoom videoconference at Toronto, Ontario.

**ON READING** the Motion Record, including the Report, and the Fee Affidavits of Jerry Henechowicz and Lou Brzezinski, respectively (the “**Fee Affidavits**”), filed, and on hearing the submissions of counsel for the Liquidator,

1. **THIS COURT ORDERS** that the activities of the Liquidator, as described in the Report, be and are hereby approved.

2. **THIS COURT FURTHER ORDERS** that the fees and disbursements of the Liquidator and its counsel, as set out in the Report and the Fee Affidavits, including the estimated fees and disbursements to complete this matter, are hereby approved.

3. **THIS COURT FURTHER ORDERS** that the Liquidator is hereby authorized and directed to contact those persons listed on the FHH Shareholder Registers, as well as any other potential common shareholders of FHH the Liquidator may learn about or identify, and verify their status as common shareholders and their respective shareholdings, and thereafter distribute the Remaining Funds, net of any additional professional fees and disbursements, on a pro rata basis, to the common shareholders of FHH.

4. **THIS COURT FURTHER ORDERS** that the Liquidator shall continue to have the benefit of all Orders made in this proceeding, including all approvals, protections, stays of proceedings and releases in favour of MNP in its capacity as Liquidator.



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