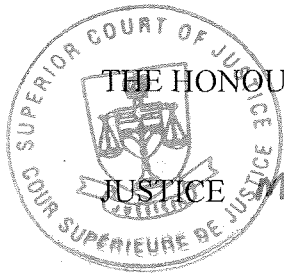


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**



THE HONOURABLE MR.)

FRIDAY, THE 23RD DAY

JUSTICE MCEWEN)

OF FEBRUARY, 2018

ROYAL BANK OF CANADA

Applicant

- and -

2399295 ONTARIO INC. o/a FAST TRACK ALLIANCE

Respondent

DISCHARGE ORDER

THIS MOTION, made by msi Spergel inc. (“**Spergel**”), in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of all the assets, undertakings and properties of 2399295 Ontario Inc. o/a Fast Track Alliance (the “**Debtor**”), for an Order, *inter alia*: (i) approving the Report of the Receiver dated February 13, 2018 (the “**Report**”) and the Supplemental Report of the Receiver dated February 22, 2018 (the “**Supplement**”) and the actions of the Receiver described in the Report and the Supplement; (ii) 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; (iii) authorizing

and directing the Receiver to distribute monies from the Debtor's estate; (iv) discharging Spergel as the Receiver of the assets, undertakings and properties of the Debtor effective upon the filing of a certificate by the Receiver certifying that all matters to be attended to in connection with the receivership of the Debtor have been completed to the satisfaction of the Receiver, in substantially the form attached hereto as Schedule "A" (the "**Discharge Certificate**"); and (v) releasing Spergel from any and all liability, as set out in paragraph 9 of this Order, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and appendices thereto, including the fee affidavit of Mukul Manchanda sworn February 12, 2018 (the "**Receiver's Affidavit**") and the fee affidavit of Ian Aversa sworn February 13, 2018 (together with the Receiver's Affidavit, the "**Fee Affidavits**"), and the Supplement and appendices thereto and on hearing the submissions of counsel for the Receiver, counsel for Royal Bank of Canada ("**RBC**") and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavits of Susy Moniz and Shannon Corregan, 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 is hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Report, the Supplement and the actions of the Receiver described in the Report and the Supplement be and are hereby approved, including, without limitation, the Receiver's interim statement of receipts and disbursements appended to the Report.

3. **THIS COURT DECLARES** that the Disputed Receivable (as defined in the Report) be and is Property (as defined in the Order appointing the Receiver of the Honourable Mr. Justice Hainey made December 1, 2017).

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

5. **THIS COURT ORDERS** that the Fee Accrual (as defined in the Report) be and is hereby approved, and that a further fee accrual in the amount of \$^{\$15,000 (excluding disbursements and taxes)} _____ in favour of the Receiver and its counsel be and is hereby also approved.

6. **THIS COURT ORDERS** that, after payment of the fees and disbursements herein approved by paragraphs 4 and 5 of this Order, the Receiver be and is hereby authorized and directed to distribute to 2100331 Ontario Inc. o/a TTC & Mobile Truck Trailer Repair (“TTC”), without further Order of this Court, on account of, and in full and final satisfaction of, any and all amounts owing to TTC in respect of the Equipment (as defined in the contract to auction (the “**Auction Agreement**”) between the Ritchie Bros. Auctioneers (Canada) Ltd. and the Receiver dated January 23, 2018), the following amounts:

- (a) the lesser of \$10,642.45 and the net proceeds realized by the Receiver from the Auction Agreement in respect of a 2017 Freightliner Cascadia bearing vehicle identification number 1FUJGLDR2HLHV7658;

- (b) the lesser of \$9,750.88 and the net proceeds realized by the Receiver from the Auction Agreement in respect of a 2017 Freightliner Cascadia bearing vehicle identification number 1FUJGLDR2HLHR9991; and
- (c) the lesser of \$5,229.64 and the net proceeds realized by the Receiver from the Auction Agreement in respect of a 2017 Freightliner Cascadia bearing vehicle identification number 3AKJGLDR5HSJA8966.

7. **THIS COURT ORDERS** that, after payment of the fees and disbursements herein approved by paragraphs 4 and 5 of this Order, and after making the distributions to TTC herein approved by paragraph 6 of this Order, the Receiver be and is hereby authorized and directed to distribute the balance of any and all funds available to RBC, without further Order of this Court, on account of the Debtor's secured indebtedness owing to RBC for principal, interest and costs up to the amount of the Debtor's secured indebtedness owing to RBC.

up to a maximum amount of \$1,592,172.41

8. **THIS COURT ORDERS** that, upon the Receiver filing the Discharge Certificate, the Receiver shall be discharged as Receiver of the assets, undertakings and properties of the Debtor, provided however that notwithstanding its discharge herein: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Spergel, in its capacity as the Receiver.

9. **THIS COURT ORDERS AND DECLARES** that, upon the Receiver filing the Discharge Certificate, Spergel is hereby released and discharged from any and all liability that Spergel now has or may hereafter have by reason of, or in any way arising out of, the acts or

omissions of Spergel while acting in its capacity as the Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, Spergel is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

H. THIS COURT ORDERS that Daimler Truck Financial pay costs to the Receiver in the amount of \$7,500 inclusive within 30 days. DM

MC [Signature]

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

FEB 23 2018

PER / PAR: *me*

SCHEDULE "A"

Court File No. CV-17-587514-00CL

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

ROYAL BANK OF CANADA

Applicant

- and -

2399295 ONTARIO INC. o/a FAST TRACK ALLIANCE

Respondent

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

(A) Pursuant to an Order of the Honourable Mr. Justice Hainey of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") made December 1, 2017, msi Spergel inc. ("**Spergel**") was appointed as receiver (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and properties of 2399295 Ontario Inc. o/a Fast Track Alliance (the "**Debtor**").

(B) Pursuant to an Order of the Court made February 23, 2018 (the "**Discharge Order**"), Spergel was discharged as the Receiver of all the assets, undertakings and properties of the Debtor to be effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the receivership of the Debtor have been completed to the satisfaction of the Receiver, provided, however, that notwithstanding its

discharge: (a) the Receiver will remain the Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership; and (b) the Receiver will continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Spergel, in its capacity as the Receiver.

(C) Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order.

THE RECEIVER CERTIFIES the following:

1. all matters to be attended to in connection with the receivership of the Debtor have been completed to the satisfaction of the Receiver; and
2. this Certificate was filed by the Receiver with the Court on the _____ day of _____, 2018.

MSI SPERGEL INC., solely in its capacity as the Court-appointed receiver of all the assets, undertakings and properties of 2399295 Ontario Inc. o/a Fast Track Alliance, and not in its personal capacity

Per: _____
Name:
Title:

ROYAL BANK OF CANADA

- and -

2399295 ONTARIO INC. o/a FAST TRACK ALLIANCE

Applicant

Respondent

Court File No. CV-17-587514-00CL

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

Proceedings commenced at Toronto

DISCHARGE ORDER

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