

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR. )  
JUSTICE MCEWEN )  
TUESDAY, THE 5<sup>th</sup> DAY  
OF JUNE, 2018

BETWEEN:

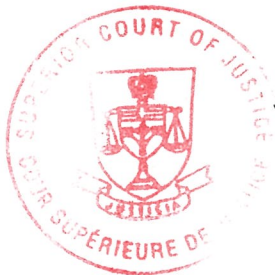
ROYAL BANK OF CANADA

Applicant

and

TORONTO MACHINE & TOOL COMPANY LIMITED,  
TORONTO MACHINE & TOOL INC.

Respondents



**ANCILLARY ORDER**

**THIS MOTION**, made by msi Spergel inc. ("**Spergel**"), in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**"), of the assets, undertakings and property of Toronto Machine & Tool Company Limited and Toronto Machine & Tool Inc. (collectively the "**Debtors**"), for an order, amongst other things: (i) approving the First Report of the Receiver dated May 24, 2018 (the "**First Report**") and the actions of the Receiver set out therein; (ii) approving the form of Sale Agreement between the Receiver and the Purchaser (as defined in the Report) and authorizing the Receiver to complete the transaction contemplated thereby (the "**Transaction**"), (iii) vesting in the Purchaser the Debtors' and the Receiver's right, title and interest in and to the Purchased Assets (as defined in the Report) free and clear of any claims and encumbrances, and (iv) sealing the Confidential Appendices to the Report until to the completion of the Transaction, or until further order of this Honourable Court, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Report and the Appendices and the Confidential Appendices attached thereto, including the fee affidavit of Mukul Manchanda sworn May 23, 2018 for the Receiver and the fee affidavit of Timothy Dunn sworn May 24, 2018 for Minden Gross LLP (the fee affidavits of Mr. Manchanda and Mr. Dunn are collectively referred to herein as the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Christine Cavarzan sworn May 25, 2018, filed:

1. **THIS COURT ORDERS** that the Report be and is hereby approved and the conduct and activities of the Receiver, as set out in the Report, are hereby approved.

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

3. **THIS COURT ORDERS** that the Receiver's Interim Statement of Receipts and Disbursement as described in the Report is hereby approved.

4. **THIS COURT ORDERS** that the Confidential Appendices (as defined in the Report) shall be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon filing of the Receiver's Certificate.

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

JUN - 5 2018

#32676994109084 v1  
PENT/PAR

NB



---

BETWEEN

ROYAL BANK OF CANADA  
Applicant

-and-

TORONTO MACHINE & TOOL COMPANY LIMITED, et al  
Respondents  
Court File No. CV-17-587642-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ANCILLARY ORDER**

**MINDEN GROSS LLP**  
Barristers and Solicitors  
2200 - 145 King Street West  
Toronto, ON M5H 4G2

**Rachel Moses** (LSUC# 42081V)  
[rmoses@mindengross.com](mailto:rmoses@mindengross.com)

Tel: 416-369-4115  
Fax: 416-864-9223

Lawyers for the Receiver,  
msi Spergel inc.

(File No. 4109084)