

10:00 A.M.

H/

COUNSEL SLIP

COURT FILE NO CV-17-587642-00CL DATE JAN 5, 2018

NO ON LIST 8

TITLE OF PROCEEDING ROYAL BANK OF CANADA
v TORONTO MACHINE & TOOL COMPANY (LT)
et al.

COUNSEL FOR: The Applicant PHONE & FAX NOS
PLAINTIFF(S) Kelli Preston (416) 446 3344
APPLICANT(S) Devry Smith Frank LLP (416) 449 7071
PETITIONER(S) Kelli.preston@devrylaw.ca

COUNSEL FOR: Toronto Machine PHONE & FAX NOS
DEFENDANT(S) Julian Binavince 647-894-6211
RESPONDENT(S) Levy Zovet PC 416-477-2847
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January 5, 2018.
Added to go on the
terms of the
attached Schedule "A"
Hairy J.

Schedule "A"

Court file no
CF-17-587642-00CL

RBC v TMT et al.

- 1 TMT Inc.'s proposed trustee shall provide the applicant (the "Bank") all ~~requested~~ information requested.
- 2 The Bank shall be permitted to obtain independent appraisals for 57 Mack Ave and 38 Milne Ave, ~~at the option~~ (the "Properties")
- 3 Provided the conditions are satisfied or waived by the Buyer and the transactions in the APS close the Bank shall be paid all monies due and owing by the Respondents from the proceeds of sale with respect to the Properties.
- 4 ~~A~~ TMT Ltd. will provide a direction re. funds with respect to the sale proceeds with respect to the Properties directing funds payable to the Bank to be paid to Devry Smith Trank LLP, in trust.

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5 In the period commencing January 4, 2018 and ending with the completion of the transactions in the APS:

a) the Bank may issue a notice of sale with respect to the Properties;

b) there will be no excesses or overruns on any bank accounts of the Respondents;

c) all NSF's ~~and~~ will be returned without notice;

d) all operating lines and revolving credit facilities will be terminated out on an interest only basis;

e) No payments will be permitted if sufficient funds are not on account.

f) All interest payments are to be made when due and in the event of default, the Bank may make use of the consent judgment & consent to an order re Receivership referenced herein without further notice to the Respondents.

g) All accounts receivables and operations to be deposited immediately

~~in~~ in RBC accounts:

h) The Respondents covenant ^{to maintain} ~~not~~ a zero balance ~~to spend or use any other bank~~ ^{at all} accounts, save and except for RBC accounts.

i) Provided the Respondents comply their obligations herein, the Bank shall permit normal operations of the Respondents' bank accounts.

6. In the event the transactions in the APS are not completed on or before April 30, 2014, or in the event the buyer in the APS has not waived or satisfied conditions on or before February 21, 2014, then:

a) The Respondents shall and do hereby consent to Judgment in an amount no less than \$3,500,000, which consent shall be held in escrow by the Bank's lawyers, and

b) The Respondents will and hereby consent to Mrs. Spiegel Inc. being appointed as receiver over all assets, property and undertaking of the Respondents, ~~as per draft order attached~~

7 The parties agree and acknowledge that nothing in this order shall limit the Bank in ~~exercising~~ exercising its right with respect to the collection of any shortfall with respect monies owed ~~at~~ by the Respondents after payment of the net proceeds from the sale of the Properties.