

Superior Court of Justice  
Commercial List

FILE/DIRECTION/ORDER

Amtez Pharmaceuticals

Plaintiff(s)

AND

Defendant(s)

Case Management  Yes  No by Judge: \_\_\_\_\_

| Counsel           | Telephone No: | Facsimile No: |
|-------------------|---------------|---------------|
| see attached list |               |               |
|                   |               |               |

- Order  Direction for Registrar (No formal order need be taken out)
- Above action transferred to the Commercial List at Toronto (No formal order need be taken out)

Adjourned to: \_\_\_\_\_  
 Time Table approved (as follows):

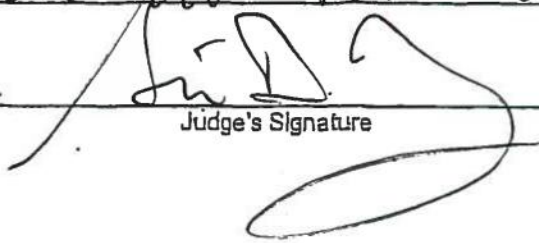
Company seeks three orders:

1 Stay extension

The cash flow to the proposed extension time remains robust and viable in the sense that there is adequate margin for error / unexpected contingencies. The process has been provided in good faith, viable purchase agreements are now tabled and

Oct 10 2018

Date



Judge's Signature

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Judges Endorsment Continued

an auction process (stalling work) about to begin. The applicant has satisfied all the requirements and an extension is warranted. Extension approved & order signed as asked. (2 w.p.s)

2/ Claims Procedure

This claims procedure as proposed will include a Dr O claims process. I am satisfied this is warranted due to Dr O indemnity and due to share sale being contemplated. While the write period (approx 6 wks) is not overly long it is reasonable and the court retains discretion to extend if necessary to avoid an injustice. See also Blue Range. The contemplated process will be conducted with the Monitor and claims resolution procedures

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## Judges Endorsment Continued

will not be dealt with until the size, number & complexity of claims to be dealt with is known. Approved as reasonable and reasonably necessary to advance the process and the objects of the CCA. Order signed (2 copies).

## 3. Stalling Horse / Bid Procedures

I note that the break fees / exp. reimbursement have the potential to exceed 4.5% depending on purchase price adjustments but are not expected to exceed 5%. This is definitely getting into the high end of reasonable.

It is not my role to 2<sup>nd</sup> guess the parties. I am satisfied this has been the result of arms length and hard bargaining on all sides. Commercial

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## Judges Endorsment Continued

reasonable is a concept that will vary from case to case ~~but~~ and depend on all the surrounding facts and context. The fact that (a) the debtor could have run a Sordair process and (b) has run something near a Sordair process in coming up with this proposal (public process - no others have emerged to challenge fairness of stalky horse process) gives me comfort re reasonableness as does my conviction that Mr Zweig would not have agreed unless this were the best option nor would the Monitor have recommended it.

The Bid Procedures require consultation with the US. VCC.

The question of the degree of standing of

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Judges Endorsment Continued

The US. VCC remains an open issue that I am not deciding one way or the other. The processes in the US and Canada are separate. In my view standing should be addressed when it is material and that is not now. My order is thus without prejudice to the question one way or the other.

Grens amendment is approved and is unopposed. Order signed (2 copies).

Judges Initials 