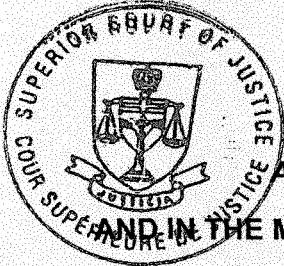


ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)
JUSTICE CONWAY)

TUESDAY, THE 18TH
DAY OF JULY, 2017)



IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1735825
Ontario Inc. (formerly known as Grafton-Fraser Inc.)

(the "Applicant")

ORDER

THIS MOTION, made by GSO GF Acquisition B.C. Ltd. (the "Purchaser") for an order , among other things, expanding the powers of Richter Advisory Group Inc. ("Richter"), in its capacity as court-appointed monitor (the "Monitor") in the Applicant's proceedings pursuant to the *Companies' Creditors Arrangement Act* (the "CCAA") was heard this day at the court house, 330 University Avenue, Toronto, Ontario, M5G 1R7.

ON READING the Notice of Motion and the Fifth Report to Court of the Monitor (the "Fifth Report"), each filed,

AND UPON HEARING the submissions of counsel for the Monitor, the Applicant, counsel for the directors of the Applicant, the Purchaser and those other parties present, no one appearing for any other person on the service list, although properly served as appears from the affidavits of service, filed:

1. THIS COURT ORDERS that the time for the service of the Notice of Motion and the Fifth Report is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS that capitalized terms used herein and not otherwise defined shall have the meaning given to them in the initial order granted by this Court on January 25, 2017 and as amended on January 30, 2017 (as the same may be amended or amended and restated from time to time, the "**Amended and Restated Initial Order**") or the Approval and Vesting Order granted by this Court on May 2, 2017.
3. THIS COURT ORDERS that, in addition to the powers and duties set out in the Amended and Restated Initial Order (or any other Order of this Court in these proceedings) but without altering in any way the powers, abilities, limitations and obligations of the Applicant within or as a result of these proceedings, the Monitor be and is hereby authorized and empowered, but not required, to:
 - (a) take any and all actions and steps and execute any and all documents and writings, on behalf of and in the name of the Applicant in order to exercise the Applicant's rights or perform the Applicant's obligations under the Amended and Restated Initial Order or any other Order of this Court made in these proceedings;
 - (b) take any and all actions and steps and execute any and all documents and writings, on behalf of and in the name of the Applicant in order to exercise the Applicant's rights or perform the Applicant's obligations under the asset purchase agreement dated January 24, 2017 (as amended, the "**Purchase Agreement**") pursuant to which the Applicant agreed to sell certain Purchased Assets (as defined therein) to the Purchaser (the "**Transaction**") and any and all ancillary agreements in connection with the Purchase Agreement or the Transaction;
 - (c) operate on behalf of the Applicant any of the Applicant's existing accounts at any financial institution (the "**Company Accounts**") in such manner as the Monitor, in its sole discretion, deems necessary or appropriate to assist with the exercise of the Monitor's powers and duties set out herein, including the ability to add or remove persons having signing authority with respect to any of the Company Accounts;
 - (d) cause the Applicant to, or on behalf of the Applicant, perform such other functions or duties as the Monitor considers necessary or desirable in order to facilitate or assist the Applicant in dealing with the Property or its wind-down, or other activities;

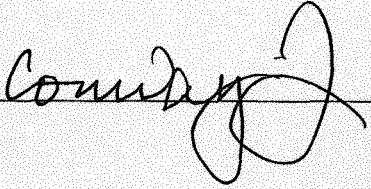
- (e) cause the Applicant to, or on behalf of the Applicant, administer the Property and operations of the Applicant as the Monitor considers necessary or desirable including taking actions in the name of and on behalf of the Applicant with respect to any tax refunds, tax returns or other tax related documents including without limitation for the purposes of administering the Property or Business and completing these proceedings;
- (f) exercise any shareholder or other rights which the Applicant may have if necessary or appropriate;
- (g) subject to the terms of the Amended and Restated Initial Order, engage assistants or advisors or cause the Applicant to engage assistants or advisors as the Monitor deems necessary or desirable to carry out the terms of the Amended and Restated Initial Order or any other Order made in these proceedings and such persons shall be deemed to be "Assistants" under the Amended and Restated Initial Order; and
- (h) apply to this Court for any orders necessary or advisable in the Monitor's view to carry out its powers and obligations under this Order or any other Order granted by this Court including for advice and directions with respect to any matter.

and in each case where the Monitor takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined in the Amended and Restated Initial Order), including the Applicant, and without interference from any other Person.

4. THIS COURT ORDERS that in exercising any of the powers contained in this Order, the Monitor shall be entitled to execute any agreements or other documents for and on behalf of the Applicant and any such agreements or other documents executed by the Monitor shall be deemed to be duly authorized and executed agreements or documents of the Applicant.

5. THIS COURT ORDERS that nothing in this Order shall, in and of itself, cause the Monitor to be liable for any employee-related liabilities or duties, including, without limitation, wages, severance pay, termination pay, vacation pay and pension or benefit amounts.
6. THIS COURT ORDERS that the Monitor is not, and shall not be or be deemed to be, a director, officer or employee of the Applicant.
7. THIS COURT ORDERS that the Monitor, the Applicant and the Property shall continue to have the benefit of all of the protection and priorities as set out in the Amended and Restated Initial Order and any such protections and priorities shall apply to the Monitor in fulfilling its duties and exercising any of its powers under this Order or any other Order of this Court in these proceedings.
8. THIS COURT ORDERS AND DECLARES that nothing in this Order shall constitute or be deemed to constitute the Monitor as a receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of the Applicant within the meaning of any relevant legislation and that any distribution made to creditors of the Applicant by the Monitor will be deemed to have been made by the Applicant.
9. THIS COURT ORDERS AND DECLARES that nothing in this Order shall prevent the Monitor from acting as a trustee in bankruptcy of the Applicant.
10. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada and the United States to give effect to this Order and to assist the Applicant, the Monitor and their respective 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 Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.
11. THIS COURT ORDERS that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for


assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.



A handwritten signature in black ink, appearing to read "Comidy", is written over a horizontal line.

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

JUL 18 2017

PER / PAR: 

Court File No. CV-17-11677-00CL

IN THE MATTER OF *THE COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1735825 Ontario Inc. (formerly known as Grafton-Fraser Inc.)

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT
TORONTO**

**ORDER
(Expansion Of Monitor's Powers)**

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