



COURT FILE NUMBER 1301-10611
COURT Court of Queen's Bench of Alberta
JUDICIAL CENTRE Calgary
PLAINTIFF BANK OF MONTREAL

DEFENDANTS COMPUTER TRENDS CANADA INC. and CHRISTOPHER STEELE

DOCUMENT SALE AND VESTING ORDER

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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File No. A132078
Attention: Jeffrey Oliver

I hereby certify this to be a true copy of the original Order

Dated this 1 day of Oct, 2013

Jeffrey Oliver
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: October 1, 2013

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Mr. Justice Hawco

UPON THE APPLICATION of Hardie & Kelly Inc., in its capacity as receiver (the "Receiver") of the undertaking, property and assets of Computer Trends Canada Inc. (the "Debtor"), for an order approving the sale transaction (the "Transaction") contemplated by the offer (the "Offer") made by 1157953 Alberta Ltd., doing business as Bianca Amor's Liquidation Supercentre, as purchaser (the "Purchaser"), to the Receiver as vendor and appended as Appendix "A" to the Confidential Addendum to the First Report of the Receiver dated September 30, 2013 (the "Confidential Report"), and vesting in the Purchaser the right, title and interest of the Debtor in and to the property described in the Offer (collectively, the

“Property”); AND UPON having read the First Report of the Receiver dated September 30, 2013, the Confidential Report, the Affidavit of Roland Ardiles sworn September 10, 2013 and the Affidavit of Service of Richard Comstock sworn September 30, 2013, filed; AND UPON HEARING counsel for the Receiver and the Bank of Montreal;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the within application and the Report in respect of the application is hereby abridged to the date of actual service and that service is hereby approved, and that the application is properly returnable today and further service of the application and supporting materials is hereby dispensed with.

Definitions

2. Capitalized terms that are not defined herein shall have the meaning as defined in the Offer.

Approval of Transaction

3. The Transaction is hereby approved, and the Offer is commercially reasonable and in the best interests of the Debtor and its stakeholders. The acceptance of the Offer by the Receiver is hereby authorized and approved, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Property to the Purchaser.

Vesting of Property

4. Upon the delivery of a Receiver’s Certificate to the Purchaser substantially in the form attached as Schedule “A” hereto (the “Receiver’s Certificate”), all of the Debtors’ right, title and interest in and to the Property shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether

secured, unsecured or otherwise (collectively, the “Claims”), including, without limiting the generality of the forgoing: (i) any Claims of the Defendants; (ii) any encumbrances or charges created by the Order of the Honourable Mr. Justice Sullivan dated September 12, 2013; and (iii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta), *Personal Property Security Act* (Manitoba), *Personal Property Security Act, 1993* (Saskatchewan) or any other personal property registry system, and, for greater certainty, this Court orders that all of the Claims and affecting or relating to the Property are hereby expunged and discharged as against the Property.

5. For the purposes of determining the nature and priority of the Claims, the net proceeds from the sale of the Property (the “Proceeds”) shall stand in the place and stead of the Property, and from and after the delivery of the Receiver’s Certificate all Claims shall attach to the Proceeds with the same priority as they had with respect to the Property immediately prior to the sale, as if the Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.
6. The Receiver shall not distribute the Proceeds without further order of this Honourable Court.
7. The Receiver is to file with the Court a copy of the Receiver’s Certificate, forthwith after delivery thereof.
8. Nothing in this Order shall prejudice any person’s *in personam* claim against the Debtor.
9. Notwithstanding the pendency of these proceedings, any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications, and any assignment in bankruptcy made in respect of the Debtor, the vesting of the Property in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a

settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

Miscellaneous

10. The Receiver and the Purchaser are at liberty to reapply for further advice, assistance and direction as may be necessary to give full force and effect to, and in carrying out the terms of this Order and the transactions contemplated herein.
11. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories, 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.



J.C.C.Q.B.A.