

COURT FILE NUMBER Q.B. 1401 of 2019
COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY

DUPLICATE
ORIGINAL

JUDICIAL CENTRE SASKATOON
APPLICANT PILLAR CAPITAL CORP.
RESPONDENT HARMON INTERNATIONAL INDUSTRIES INC.

IN THE MATTER OF THE RECEIVERSHIP OF HARMON INTERNATIONAL INDUSTRIES INC.

SALES PROCESS ORDER

Before the Honourable Mr. Justice R.W. Elson in Chambers the 5th day of June, 2020.

Upon the application of Jeffrey M. Lee., Q.C. and Paul Olfert, counsel on behalf of Hardie & Kelly Inc. (the "Receiver"), the Receiver of the assets, properties and undertakings of Harmon International Industries Inc. (the "Debtor"), and on hearing from counsel on behalf of the Receiver, and on reading the Notice of Application on behalf of the Receiver dated May 29, 2020, the First Report of the Receiver dated May 27, 2020 (the "First Report"), the Confidential Supplement to the First Report dated May 27, 2020 (the "Confidential Supplement"), the Brief of Law of the Receiver, proof of substantial compliance with General Application Practice Directive #3, and a draft Order, all filed; and the pleadings and proceedings herein;

The Court Orders:

APPROVAL OF SALES PROCESS

1. The sales process to be conducted by the Receiver utilizing the services of Todd Butler of ICR Commercial Real Estate ("ICR"), as described in the First Report and including the "Proposed Listing Agreement" for all of the real property owned by the Debtor (the "Harmon Lands") and more particularly described in the proposal by Todd Butler of ICR described in the Confidential Supplement (collectively, the "Sales Process"), is hereby approved and accepted, and the Receiver is hereby authorized and directed to implement the Sales Process as described in the terms thereof and do all such things as are reasonably necessary to conduct and give full effect to the Sales Process.
2. Any proposed sale of any Harmon Lands Property by the Receiver which is identified as a result of the Sale Process shall be conditional upon the Receiver obtaining a further Order of this Court approving such proposed sale and vesting title to such Harmon Lands Property in the name of the proposed purchaser.

ACTIVITIES AND DISBURSEMENTS OF RECEIVER AND ITS LEGAL COUNSEL

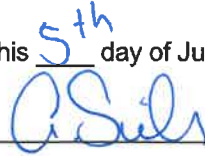
3. The Receiver's actions, conduct and activities, as outlined in the First Report and the Confidential Supplement, shall be and are hereby approved.
4. The Receiver's Interim Statement of Receipts and Disbursements for the period from January 10, 2020, to May 22, 2020, as set out in the First Report, shall be and is hereby approved.
5. The professional fees and disbursements of the Receiver for the period from the inception of these proceedings to April 30, 2020, and those of its legal counsel, MLT Aikins LLP, for the period from the inception of these proceedings to April 30, 2020, shall be and are hereby

approved.

SEALING OF CONFIDENTIAL SUPPLEMENT

- 6. The Confidential Supplement, including all exhibits and appendices thereto, shall be kept sealed and confidential, and shall not form part of the public record but shall be kept separate and apart from the other contents of the Court file in respect of this matter in a sealed envelope which sets out the style of cause of these proceedings and a statement that the contents thereof are subject to a Sealing Order, and shall not be opened except by a Judge of the Saskatchewan Court of Queen's Bench or by further Order of the Court, or after 30 days following the closing of the sale of the last of the Harmon Lands.
- 7. Application to unseal the Confidential Supplement may be made at any time upon fourteen days' notice to counsel for the Receiver.

ISSUED at the City of Saskatoon, in the Province of Saskatchewan, this 5th day of June, 2020.



(DEPUTY) LOCAL REGISTRAR

CONTACT INFORMATION AND ADDRESS FOR SERVICE:

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