

COURT FILE NUMBER Q.B. 1401 of 2019

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE SASKATOON

APPLICANT PILLAR CAPITAL CORP.

RESPONDENT HARMON INTERNATIONAL INDUSTRIES INC.

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

ORDER

Before the Honourable Mr. Justice N.G. Gabrielson in Chambers the 1st day of October, 2020.

Upon reading the Application Without Notice of Jeffrey M. Lee, Q.C. and Paul Olfert, counsel to Hardie & Kelly Inc. ("HKI") and BDO Canada Limited ("BDO"), the Affidavit of Marc Kelly sworn on September 16, 2020, Book of Authorities, and Consent Order, all filed, and the pleadings and proceedings herein:

THE COURT ORDERS:

1. BDO is hereby substituted in place of HKI, as Receiver in respect of these proceedings, styled as *Pillar Capital Corp. v Harmon International Industries Inc.*, QB 1401, of 2019, Judicial Centre of Saskatoon (the "**Receivership Proceedings**", with the mandate conferred thereby referred to as the "**Receivership**").
2. BDO shall cause a copy of this Order to be posted to the Case Website (as that term is defined in the Receivership Order granted by the Honourable Mr. Justice R.W. Elson in these proceedings on January 10, 2020 (the "**Receivership Order**")).
3. BDO is authorized and directed to continue and to complete the administration and duties of the Receiver in the Receivership Proceedings, in accordance with the duties and functions of a receiver as set out in the *Bankruptcy and Insolvency Act*, RSC 1985 c B-3 (the "**BIA**"), and to receive all remuneration allowed to a receiver for services performed from the commencement of the Receivership Proceedings, less any remuneration already received by HKI in accordance with the provisions of the BIA.
4. The requirement and responsibility for taxation or other approval of the receiver's accounts in respect of the Receivership, with respect to all work performed in respect of such proceedings after the effective date of this Order, through to the completion of the administration of the Receivership and discharge of BDO as new Receiver, is hereby assigned and transferred from HKI to BDO.

5. BDO is hereby required, in respect of the Receivership, to obtain from HKI as the former receiver, all books, estate records, documents including work in progress, billing or time records in support of any claims made for time charges and advances on fees made by HKI, and detailed trial balances (electronic or otherwise) from the date of filing showing all the funds received and disbursed since the initial filing, notwithstanding BDO assuming responsibility for the Receivership as at the effective date of this Order as set out below.
6. BDO is hereby substituted in place of HKI as the Receiver in these Receivership Proceedings: (i) without prejudice to the rights of the OSB or other professional body having jurisdiction, to commence or pursue any professional conduct matters relating to the Receivership; (ii) without HKI being required to certify to the Court that it has observed all of the terms as provided by Rule 61(2) of the General Rules promulgated under the BIA; (iii) without HKI being required to undertake to keep all estate books, records and documents as provided by Rule 68 of the General Rules promulgated under the BIA; and (iv) for greater certainty and notwithstanding the specific obligations and provisions of the BIA referenced herein, except as otherwise provided in this Order, HKI shall have no further obligations following the effective date of this Order in respect of its capacity as former receiver, and no liabilities for events transpiring after the effective date of this Order in respect of the Receivership.
7. HKI is hereby authorized to transfer to BDO all funds that remain in its consolidated trust bank accounts and all other trust bank accounts that belong to the Receivership, and HKI and BDO are hereby authorized to take all steps and execute any instrument or documentation required or necessary for such purpose to give effect to this paragraph.
8. From and after the effective date of this Order, BDO is hereby authorized to endorse for deposit, deposit, transfer, sign, accept or otherwise deal with all cheques, bank drafts, money orders, cash or other remittances received in relation to the Receivership where such cheques, bank drafts, money orders, cash or other remittances are made payable or delivered to HKI, in relation to the same, and any bank, financial institution or other deposit-taking institution with which BDO may deal is hereby authorized to rely on this Order for all purposes of giving effect to this paragraph.
9. The Saskatchewan Registrar of Titles shall be and is hereby directed to accept an application to amend and/or assign, as the case may be, title to any parcel registered, or any interest registered, in the name of HKI and relating to the Receivership, to BDO.
10. Notwithstanding the foregoing paragraph, after the effective date of this Order, any reference in a registration previously made by HKI in its capacity as Receiver that has been registered in the

Saskatchewan Land Titles Registry is and shall hereby be deemed to be a registration made by BDO.

11. BDO has leave to apply to this Court as necessary for further Orders or advice and directions with respect to the subject matter of this Order.
12. This Order shall be deemed to take effect on March 1, 2020 at 12:01 AM, Mountain Standard Time.
13. Notice of the application for this Order, and service thereof along with the materials in support thereof, including upon any party, debtor, creditor or interested person or party (except the OSB) is hereby dispensed with.
14. This Order does not abrogate or derogate from any Court-Ordered, contractual or statutory protections that BDO or HKI may benefit from by virtue of their appointment as receiver in these proceedings.

ISSUED at Saskatoon, Saskatchewan, this 2nd day of October, 2020.



(Deputy) Local Registrar

NOTICE

Take notice that, unless the order is consented to by the respondent or a person affected by the order or unless otherwise authorized by law, every order made without notice to the respondent or a person affected by the order may be set aside or varied on application to the Court. You should consult your lawyer as to your rights.

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