

**From:** [Conway, Madam Justice Barbara \(SCJ\)](#)  
**To:** [Gertner, Thomas](#); [ecraddock@millerthomson.com](mailto:ecraddock@millerthomson.com)  
**Cc:** [JUS-G-MAG-CSD-Toronto-SCJ Commercial List](#)  
**Subject:** RE: Proposal of Conforti Holdings Limited, Court File No. 31-2675583 | Motion to approve sale by auction  
**Date:** Wednesday, October 20, 2021 9:52:13 AM  
**Importance:** High

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This scheduling appointment proceeded before me today by Zoom. Mr. Gertner attended for Moroccanoil and Ms. Craddock for the Company.

The Moroccanoil motion described below is ready to be scheduled. I have set **a half day motion on January 10, 2022 (starting at 10 a.m., any judge, confirmed with the Commercial List office)**. Counsel have already worked out a timetable for the motion.



Superior Court of Justice (Toronto)

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**From:** Conway, Madam Justice Barbara (SCJ)  
**Sent:** August 23, 2021 1:22 PM  
**To:** Joel Turgeon <turgeon@gsnh.com>  
**Cc:** Prophet, Clifton <Clifton.Prophet@gowlingwlg.com>; bissell@gsnh.com; Sachdeva, Bobby <bsachdeva@millerthomson.com>; Carmine Scalzi <cscalzi@scalzilaw.com>; Hans Rizarri <Hans.Rizarri@CroweSoberman.com>  
**Subject:** RE: Proposal of Conforti Holdings Limited, Court File No. 31-2675583 | Motion to approve sale by auction  
**Importance:** High

The Proposal Trustee's motion for an AVO proceeded before me today by Zoom. Counsel slip is attached. The Proposal Trustee seeks approval of the sale of the property at 7755 Warden Avenue, Unit 2, Markham (the Company's head office) to Cicaplus Ltd., which is related to the Company.

The proposed transaction arises out of a sales process, stalking horse bid, and ultimate auction conducted by the Proposal Trustee. The purchaser Cicaplus is the stalking horse bidder, which has augmented its stalking horse bid. The transaction is unopposed except that Moroccanoil, Inc. is challenging the portion of the credit bid that relates to the purported secured indebtedness of the Company to Beauty Experts Inc. Counsel have come to a resolution that will permit the transaction to be approved and closed, while preserving the rights of the parties to argue the Moroccanoil issue at a motion later this fall. They have set out the terms of that resolution in an endorsement, which I have approved and adopted and attached to this email. As set out in that endorsement, counsel will be working on a timetable to argue the Moroccanoil motion. They may return to a 9:30 before me (if I am available), to be arranged directly through the CL office, for further scheduling.

I am satisfied that the sales process was satisfactory and otherwise meets the requirements of s. 65.13 of the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3 (in particular, subsections (4) and (5)) and that the transaction should be approved. I have signed the AVO and attached it to this email endorsement. This order is effective from today's date and is enforceable without the need for entry and filing. The order contains a sealing order with respect to the Confidential Appendix 1 to the

Proposal Trustee's Fifth Report pending the closing of the transaction and meets the *Sierra Club* test.



Superior Court of Justice (Toronto)

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**From:** Joel Turgeon <[turgeon@gsnh.com](mailto:turgeon@gsnh.com)>  
**Sent:** August 23, 2021 12:54 PM  
**To:** Conway, Madam Justice Barbara (SCJ) <[Barbara.Conway@scj-csj.ca](mailto:Barbara.Conway@scj-csj.ca)>  
**Cc:** Prophet, Clifton <[Clifton.Prophet@gowlingwlg.com](mailto:Clifton.Prophet@gowlingwlg.com)>; bissell@gsnh.com; Sachdeva, Bobby <[bsachdeva@millerthomson.com](mailto:bsachdeva@millerthomson.com)>; Carmine Scalzi <[cscalzi@scalzilaw.com](mailto:cscalzi@scalzilaw.com)>; Hans Rizarri <[Hans.Rizarri@CroweSoberman.com](mailto:Hans.Rizarri@CroweSoberman.com)>  
**Subject:** Proposal of Conforti Holdings Limited, Court File No. 31-2675583 | Motion to approve sale by auction

Your Honour,

Thank you for hearing us today.

Copied on this email are all counsel who attended this morning's hearing as well as Mr. Brendan Bissell of my office and Mr. Carmine Scalzi who is counsel for the purchaser.

As discussed, I attach:

- a free-standing copy of the approval and vesting order sought, in Word and PDF formats,
- a comparison between the latter and the version included in the motion record,
- the draft consent endorsement, and
- a counsel slip for this hearing.

We remain available should there be any question.

Your truly,

**JOËL TURGEON**

Associate



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