

Estate/Court File No. 31-2481648
Estate/Court File No. 31-2481649

ONTARIO
SUPERIOR COURT OF JUSTICE - COMMERCIAL LIST

THE HONOURABLE MADAM) THURSDAY, THE 13th
)
JUSTICE CONWAY) DAY OF JUNE, 2019
)

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
GREEN EARTH ENVIRONMENTAL PRODUCTS, A GENERAL PARTNERSHIP
ESTABLISHED IN THE PROVINCE OF ONTARIO, AND GREEN EARTH STORES
LTD., A CORPORATION INCORPORATED IN THE PROVINCE OF ONTARIO**

Applicants



**ORDER
(RE: APPROVAL OF FEES & CONDUCT AND DISCHARGE OF
CHIEF RESTRUCTURING ADVISOR)**

THIS MOTION, made by Green Earth Environmental Products (“GEEP”) and Green Earth Stores Ltd. (“GESL” and collectively with GEEP, the “Applicants”) and by the secured creditors, Matthew McBride Enterprises Corp. (“McBride Enterprises”) and Beckstette Enterprises Corp. (“Beckstette Enterprises”), and together with McBride Enterprises the “Enterprises” pursuant to the *Bankruptcy and Insolvency Act* R.S.C. 1985, c. B-3, as amended (the “BIA”) for an Order, among other things, (a) appointing Crowe Soberman Inc. as receiver (in such capacity, the “Receiver”), pursuant to section 243(1) of the BIA and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the “CJA”), without security, of all of the assets, undertakings and properties of each of GESL and GEEP (b) authorizing and directing the Receiver to make certain distributions (c) approving fees of Crowe Soberman Inc., in its capacity as proposal trustee of GEEP and GESL (in such capacity, the “Proposal Trustee”) and its counsel, Stikeman Elliot LLP (b) approving the Third Report of the Proposal Trustee, to be filed (the “Third Report”) and its conduct as set out therein, and (c) discharging FAAN Advisors Group Inc., in its capacity as Chief Restructuring Advisor to the Applicants (in such

capacity, the “**Chief Restructuring Advisor**”) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Applicants and the Enterprises, the Affidavit of Matthew McBride sworn June 7, 2019 and exhibits thereto, the Third Report which includes, among other appendices, the Fee Affidavit of Hans Rizzari and the Fee Affidavit of Elizabeth Pillon (collectively, the “**Fee Affidavits**”), on hearing the submissions of counsel for the Applicants and the Enterprises, the Proposal Trustee, and such other counsel as were present as indicated on the Counsel Slip, no one else appearing although duly served as appears from the Affidavit of Service of Alina Stoica sworn June 11, 2019, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the Third Report is hereby abridged and validated such that this Motion is properly returnable today, and further service of the Notice of Motion, the Motion Record and Third Report is hereby dispensed with.

APPROVAL OF PROPOSAL TRUSTEE’S REPORTS AND CONDUCT

2. **THIS COURT ORDERS** that the Third Report and the activities and conduct of the Proposal Trustee described therein are hereby approved, provided, however, that only the Proposal Trustee, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely on or utilize in any way such approvals.

APPROVAL OF FEES OF PROPOSAL TRUSTEE AND ITS COUNSEL

3. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee and the Proposal Trustee’s counsel, Stikeman Elliot LLP, as disclosed in the Third Report and detailed in the Fee Affidavits, be and are hereby approved.

DISCHARGE AND RELEASE OF CHIEF RESTRUCTURING ADVISOR

4. **THIS COURT ORDERS** that upon the appointment of the Receiver, the Chief Restructuring Advisor shall be discharged as Chief Restructuring Advisor to the Applicants, provided that notwithstanding its discharge herein, the Chief Restructuring Advisor shall

continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings.

5. **THIS COURT ORDERS** that upon the appointment of the Receiver, the Chief Restructuring Advisor shall be released and discharged from any and all liability that the Chief Restructuring Advisor now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Chief Restructuring Advisor while acting in its capacity as Chief Restructuring Advisor herein, save and except for any gross negligence or wilful misconduct on the Chief Restructuring Advisor's part. Without limiting the generality of the foregoing, the Chief Restructuring Advisor is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within proceedings.

6. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Chief Restructuring Advisor in any way arising from or related to its capacity or conduct as Chief Restructuring Advisor in these proceedings, except with prior leave of this Court and on prior written notice to the Chief Restructuring Advisor and such further order securing, as security for costs, the solicitor and his own client costs of the Chief Restructuring Advisor in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

TERMINATION OF D&O CHARGE

7. **THIS COURT ORDERS** that the D&O Charge granted in these proceedings pursuant to the Administration Order of the Honourable Mr. Justice Penny dated March 7, 2019, be and is hereby terminated.

SEALING

8. **THIS COURT ORDERS** that the Confidential Update re: the Chief Restructuring Advisor's Fees, filed with the Court on a confidential basis in respect of this motion, be and is hereby sealed and shall not form part of the public record, pending further Order of the Court.

Conway

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ON / BOOK NO:
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JUN 13 2019

PER / PAR: *RW*

IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
GREEN EARTH ENVIRONMENTAL PRODUCTS AND GREEN EARTH STORES LTD.

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Proceeding commenced at Toronto

ORDER
RE: APPROVAL OF FEES AND CONDUCT
(JUNE 13, 2019)

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