

**ONTARIO
SUPERIOR COURT OF JUSTICE - COMMERCIAL LIST**

THE HONOURABLE M *IR*) *FRIDAY*, THE *5TH*
JUSTICE *MORAWETZ*)
DAY OF *OCTOBER*, 2012

B E T W E E N:

UNITED SOLAR OVONIC LLC

Applicant

and

UNITED SOLAR CANADA ULC

Respondent

DISCHARGE ORDER

THIS MOTION, made by United Solar Ovonic LLC ("**USO**"), for an order:

1. if necessary, abridging and validating the timing and method of service of the Notice of Motion and Motion Record, both dated October 5, 2012;
2. approving the actions, activities and conduct of Zeifman Partners Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets (the "**Assets**") of United Solar Canada ULC ("**USC**" or the "**Debtor**"), to date as set out in the Second Report of the Receiver dated September 10, 2012 (the "**Second Report**") and as contemplated in the Second Report;
3. approving the Receiver's Statement of Receipts and Disbursements for the period June 29, 2012 to September 5, 2012 as contained in the Second Report (the "**Receiver's R & D Statement**");
4. approving the fees and disbursements of the Receiver and its counsel as set out in the Second Report;

5. approving the costs to complete the administration totalling \$2,375 plus HST and authorizing the Receiver to retain a holdback in the amount of \$2,375 plus HST for payment of the Receiver's future professional fees and disbursements to cover the period September 1, 2012 to the filing of the Receiver's Closing Certificate as incurred together with accruing interest (the "**Holdback**");
6. approving the distribution of the remaining proceeds available in the estate of the Debtor, being the net proceeds, both present and future, from the sale of the assets and other realizations of the Debtor, subject to payment of the HST payable, to Miller Thomson LLP as legal counsel to USO;
7. authorizing the Receiver to release all remaining records of the Debtor (the "**Unnecessary Records**") to USO, subject to retaining its own books and records created during the receivership with respect to USC for a period of 5 years after which time the Receiver may destroy them;
8. declaring that the Receiver has duly and properly discharged its duties, responsibilities and obligations as Receiver;
9. discharging Zeifman Partners Inc. as Receiver of the undertaking, property and assets of the Debtor upon the filing of a discharge certificate in the form attached as Appendix A ("**Discharge Certificate**"); and
10. releasing Zeifman Partners Inc. as Receiver of the undertaking, property and assets of the Debtor from any and all liability, as set out in paragraph 9 of this Order,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report, the affidavit of the Receiver as to fees (the "**Fee Affidavit**"), and on hearing the submissions of counsel for USO, no one else appearing although served as evidenced by the Affidavit of Adrian Scotchmer sworn October 1, 2012, filed;

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged to the date of actual service, that the service, including the manner of service of the motion materials, is hereby approved and validated, that the motion is properly returnable today, and that all parties entitled to notice of this motion have been properly served and further service thereof is hereby dispensed with.

2. THIS COURT ORDERS that the Second Report, the conduct and activities of the Receiver and the contemplated conduct and activities of the Receiver, as set out in the Second Report, are hereby approved.
3. THIS COURT ORDERS that the Receiver's R & D Statement is hereby approved.
4. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as set out in the Second Report and the Fee Affidavit, are hereby approved.
5. THIS COURT ORDERS that the Holdback in respect of the costs to complete the administration totalling \$2,375 plus HST be approved and be set aside for payment as incurred together with accruing interest for payment of the Receiver's future professional fees and disbursements to cover the period September 1, 2012 to the filing of the Receiver's Closing Certificate.
6. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, and subject to the Receiver maintaining the Holdback, the Receiver shall distribute the remaining proceeds available in the estate of the Debtor, subject to payment of the HST payable, to Miller Thomson LLP, as legal counsel to USO.
7. THIS COURT ORDERS that the Receiver is authorized to release the Unnecessary Records to USO, subject to retaining its own books and records created during the receivership with respect to USC for a period of 5 years after which time the Receiver may destroy them.
8. THIS COURT ORDERS that upon payment of the amounts set out herein and upon filing the Discharge Certificate in the form attached as Appendix A certifying that it has completed the other activities described in the Second Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Zeifman Partners Inc. in its capacity as Receiver.
9. THIS COURT ORDERS AND DECLARES that, upon and after the filing of the Discharge Certificate, Zeifman Partners Inc. is hereby released and discharged from any and all liability that Zeifman Partners Inc. now has or may hereafter have by reason of, or in any way arising

out of, the acts or omissions of Zeifman Partners Inc. while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, Zeifman Partners Inc. has duly and properly discharged its duties, responsibilities and obligations as Receiver and 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 receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

A handwritten signature in blue ink is positioned above a solid horizontal line. The signature is stylized and appears to read "A. H. ...".

APPENDIX A

Court File No. CV-12-9772-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE - COMMERCIAL LIST**

BETWEEN:

UNITED SOLAR OVONIC LLC

Applicant

and

UNITED SOLAR CANADA ULC

Respondent

DISCHARGE CERTIFICATE

The undersigned, Zeifman Partners Inc., in its capacity as court appointed Receiver without security (the "**Receiver**") of all of the property, assets and undertaking of United Solar Canada ULC ("**USC**") hereby certifies, for the purposes of the Order of M Justice dated the th day of October, 2012 (the "**Order**") that:

1. The distribution of funds to Miller Thomson LLP as counsel to United Solar Ovonic ("**USO**") pursuant to the Order has been completed.
2. The administration of the receivership of the assets, undertakings and properties of USC as described in the Second Report of the Receiver has been completed.
3. The payment of fees and disbursements of the Receiver and of its legal counsel as approved by the Order has been completed.

DATED at Toronto, Ontario, this ____ day of _____, 2012

Zeifman Partners Inc., in its capacity as court appointed Receiver without security of all of the assets, undertakings and properties of United Solar Canada ULC

Per: _____

(Authorized Signing Officer)

United Solar Ovonic LLC
Applicant and United Solar Canada ULC
Respondent

Court File No: CV-12-9772-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

DISCHARGE ORDER

**MILLER THOMSON LLP
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