

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE  
JUSTICE

The Honourable  
Mr. Justice  
Penny

)  
)  
)  
TUESDAY, THE 26TH  
DAY OF NOVEMBER, 2019



BETWEEN:

FCMI PARENT CO.

Applicant

- and -

GEDEX SYSTEMS INC., GEDEX AVIATION INC., BLACK BAY MINERALS  
CORPORATION, GEDEX EXPLORATION INC., and GEDEX EARTH INC.

Respondents

APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C  
1985, c. C-36

ORDER

**THIS MOTION**, made by Zeifman Partners Inc. in its capacity as the Court-appointed Monitor of the Respondents (in such capacity, the "**Monitor**") of Gedex Systems Inc., Gedex Aviation Inc., Black Bay Minerals Corporation, Gedex Exploration Inc. and Gedex Earth Inc. (collectively, the "**Debtors**") for an order: (i) approving the First Report of the Monitor dated August 28, 2019 (the "**First Report**") and the Second Report of the Monitor dated November 18, 2019 (the "**Second Report**") and the conduct and activities of the Monitor described therein; (ii) approving the fees and disbursements incurred by the Monitor and its counsel in these CCAA proceedings; and (iii) approving a distribution to MBHD Holdings Ltd. on account of the MBHD

**DISTRIBUTION TO MBHD**

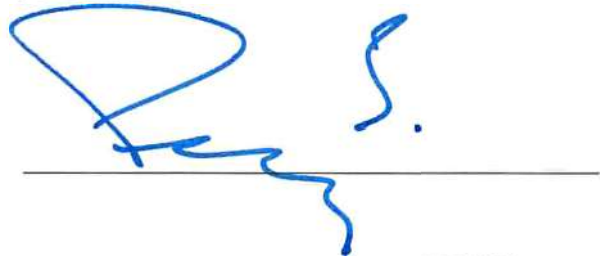
7. **THIS COURT ORDERS** that, upon closing of the Aircraft Transaction and receipt by the Monitor of the proceeds thereof, the Monitor is authorized to distribute to MBHD Holdings Ltd., from and only to the extent of the proceeds available from the Aircraft Transaction, the MBHD Priority Amount, as outlined in the Second Report or by further Order of this Court. For greater certainty, only the Aircraft Broker Commission shall be deducted, and no other administration costs (including administration costs allocated to the sale of the Aircraft) shall be deducted, from the proceeds of the Aircraft Transaction that are distributed to MBHD Holdings Ltd. until payment of the MBHD Priority Amount in full.

**ADVICE AND DIRECTIONS**

8. **THIS COURT ORDERS** that the Monitor may at any time apply to this Court for advice and directions in respect of any matter, including the implementation and interpretation of this Order.

**SEALING ORDER**

**THIS COURT ORDERS** that the Confidential Appendices "1", "2", "3" and "4" to the Second Report shall be sealed and not form part of the public record until the earlier of: (a) the closing of the Aircraft Transaction and FCMI Transaction, or (b) further order of this Court.



ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

NOV 26 2019

PER / PAR: 

**FCMI PARENT CO.**

- and -

**GEDEX SYSTEMS INC., GEDEX AVIATION INC., BLACK BAY MINERALS CORPORATION, GEDEX EXPLORATION INC., and GEDEX EARTH INC..**

Applicant

Respondents

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

**ANCILLARY ORDER**

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*Lawyers for Zeifman Partners Inc., Court-appointed Monitor*