

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

THE HONOURABLE ) FRIDAY, THE 30<sup>TH</sup>  
 )  
JUSTICE CAVANAGH ) DAY OF AUGUST, 2024

**IN THE MATTER OF THE *COMPANIES' CREDITORS***  
***ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR**  
**ARRANGEMENT OF BALBOA INC., DSPLN INC., HAPPY**  
**GILMORE INC., INTERLUDE INC., MULTIVILLE INC.,**  
**THE PINK FLAMINGO INC., HOMETOWN HOUSING**  
**INC., THE MULLIGAN INC., HORSES IN THE BACK INC.,**  
**NEAT NESTS INC. AND JOINT CAPTAIN REAL ESTATE**  
**INC. (collectively the "Applicants", and each an "Applicant")**

**ORDER**  
**(RESTRUCTURING TERM SHEET AND DIP AMENDMENT)**

**THIS MOTION**, made by KSV Restructuring Inc., in its capacity as the Court-appointed monitor of the Applicants (in such capacity, the "**Monitor**") was heard this day by judicial videoconference via Zoom.

**ON READING** the Seventh Report of the Monitor dated August 23, 2024 (the "**Seventh Report**"), the affidavit of Noah Goldstein sworn August 23, 2024 and the exhibits thereto, the affidavit of Ryan Jacobs sworn August 23, 2024 and the exhibits thereto, and such other materials that were filed, and on hearing the submissions of counsel to the Monitor, the Secured Lender Representative Counsel, the Unsecured Lender Representative Counsel, counsel to the Lion's Share Representative, counsel to the DIP Lender, and such other counsel that were present, no else appearing although duly served as appears from the affidavit of service of Stephanie Fernandes dated August 23, 2024, filed;

## **SERVICE AND DEFINITIONS**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that terms used but not defined in this Order shall have the meaning given to them in the Seventh Report.

## **STAY OF PROCEEDINGS**

3. **THIS COURT ORDERS** that the Stay Period (as defined in the Second Amended and Restated Initial Order of this Court dated March 28, 2024 (the “**SARIO**”)) be and is hereby extended until and including October 31, 2024.

## **APPROVAL OF THE TERM SHEET**

4. **THIS COURT ORDERS** that the restructuring term sheet (the “**Term Sheet**”), substantially in the form attached at Appendix “C” to the Seventh Report, be and is hereby approved, and that the Monitor is hereby authorized and directed to carry out its obligations under the Term Sheet, including, without limitation, facilitating the negotiation and settlement of the transactions contemplated therein and finalizing all documentation reasonably necessary to carry out such transactions, provided that nothing in this Order shall constitute an approval of any specific transaction or agreement contemplated by the Term Sheet, all of which shall be subject to further approval by this Court.

## **APPROVAL OF THE DIP AMENDMENT AGREEMENT**

5. **THIS COURT ORDERS** that the DIP Amendment Agreement dated August 23, 2024 substantially in the form attached as Appendix “F” to the Seventh Report (the “**DIP Amendment Agreement**”), increasing the amount of the facility by \$3 million, plus interest, fees and expenses, be and is hereby approved, and that the Monitor is hereby authorized and directed, on behalf of the Applicants in accordance with the Expanded Powers Order, to enter into and perform the Applicants’ obligations under the DIP Amendment Agreement.

6. **THIS COURT ORDERS** that paragraphs 49, 52 and 55 of the SARIO be hereby amended to replace each reference to “\$12,000,000” with “\$15,000,000”.

**APPROVAL OF THE MONITOR’S SEVENTH REPORT, ACTIVITIES AND FEES**

7. **THIS COURT ORDERS** that the Seventh Report and the activities of the Monitor referred to therein be and are hereby approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

8. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, Cassels Brock & Blackwell LLP, as set out in the Seventh Report, be and are hereby approved.

**GENERAL**

9. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

10. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Eastern Time) on the date of this Order without the need for entry or filing.

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**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36,  
AS AMENDED**

Court File No.: CV-24-00713245-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF BALBOA INC.,  
DSPLN INC., HAPPY GILMORE INC., INTERLUDE INC., MULTIVILLE INC., THE PINK  
FLAMINGO INC., HOMETOWN HOUSING INC., THE MULLIGAN INC., HORSES IN THE BACK  
INC., NEAT NESTS INC. AND JOINT CAPTAIN REAL ESTATE INC.**

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

Proceeding commenced at Toronto

**ORDER**  
**(RESTRUCTURING TERM SHEET AND DIP**  
**AMENDMENT)**

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