

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**



THE HONOURABLE MR.)

TUESDAY THE 25th DAY

)

JUSTICE NEWBOULD)

OF APRIL, 2017

IN THE MATTER OF THE LIQUIDATION OF LWP CAPITAL INC.
PURSUANT TO SECTION 211 OF THE CANADA BUSINESS
CORPORATIONS ACT, R.S.C. 1985, c. C-44, AS AMENDED

and

KSV ADVISORY INC. IN ITS CAPACITY AS LIQUIDATOR OF LWP
CAPITAL INC.

Applicant

ORDER

(Interim Distribution and Appointment of Claims Officer)

THIS MOTION, made by the Applicant for an order: (a) authorizing and directing the Applicant to forthwith distribute rateably among the registered shareholders of LWP Capital Inc., formerly "Legumex Walker Inc." ("LWP"), \$0.40 per common share, being approximately \$6.5 million (the "**Interim Distribution**"); (b) authorizing, but not directing, the Applicant, with the consent of the inspectors (the "**Inspectors**") appointed in accordance with the liquidation plan (the "**Liquidation Plan**") approved on January 11, 2016, to effect further interim distributions without further Court Order; (c) appointing the Claims Officer (as defined below) to adjudicate disputed claims; and (d) approving of the activities of the Applicant as set out in the Report (as defined below), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the fourth report to this Court of KSV Advisory Inc. in its capacity as the liquidator of LWP (the “**Liquidator**”) dated April 20, 2017 (the “**Report**”), and on hearing the submissions of counsel for the Applicant, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service filed:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

INTERIM DISTRIBUTIONS

2. THIS COURT ORDERS that the Liquidator be and is hereby authorized and directed to forthwith distribute rateably among the registered shareholders of LWP the amount of \$0.40 per common share, being approximately \$6.5 million (the “**Interim Distribution**”).

3. THIS COURT ORDERS that the Interim Distribution shall be distributed as a reduction of stated capital as contemplated by section 7.3 of the Liquidation Plan and determined by the Inspectors appointed under the Liquidation Plan.

4. THIS COURT ORDERS that, subject to Inspector approval, the Liquidator is hereby authorized, but not directed, to make further interim distributions rateably at such times and in such amounts as the Liquidator considers appropriate to the registered shareholders of LWP according to their rights and interests in LWP.

APPOINTMENT AND POWERS OF CLAIMS OFFICER

5. THIS COURT ORDERS that Kevin McElcheran be and is hereby appointed as claims officer (the “**Claims Officer**”) for the claims resolution procedure described in the claims procedure order dated January 11, 2016 (the “**Claims Procedure Order**”) and herein. The capitalized terms Claim and Claimant used herein shall have the meanings ascribed to them in the Claims Procedure Order.

6. THIS COURT ORDERS that the Claims Officer shall resolve any dispute referred to it by the Liquidator pursuant to paragraph 22 of the Claims Procedure Order and shall resolve the dispute as soon as practicable.

7. THIS COURT ORDERS that the Claims Officer shall have the exclusive authority to determine the validity and amount of a Claim in accordance with this Order, including the determination of any questions of law, fact, and mixed fact and law that may be necessary. The Claims Officer shall determine all procedural matters which may arise in respect of its determination of these matters, including ordering the production of documents and such discovery as may be appropriate, as well as the manner in which any evidence may be adduced. The Claims Officer shall have the discretion to determine by whom and to what extent the costs of hearing any Claim shall be paid.

8. THIS COURT ORDERS that the decision of the Claims Officer in determining the value of such Claim shall be final and binding upon LWP, the Liquidator, and the Claimant, and there shall be no right of appeal, review or recourse to the Court from the Claims Officer’s final determination of such Claim.

9. THIS COURT ORDERS that the Claims Officer shall be entitled to reasonable compensation for the performance of their obligations set out in this Order on the basis of the hourly rate customarily charged by the Claims Officer in performing comparable functions to those set out in this Order and any disbursements incurred in connection therewith.

LIQUIDATOR'S ACTIVITIES

10. THIS COURT ORDERS that the activities of the Liquidator as set out in the Report be and are hereby approved.

GENERAL

11. THIS COURT ORDERS that the Liquidator may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

12. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Liquidator and its respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Liquidator in any foreign proceeding, or to assist the Liquidator and its respective agents in carrying out the terms of this Order.

13. THIS COURT ORDERS that the Liquidator be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located,

for the recognition of this Order and for assistance in carrying out the terms of this Order.

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

APR 25 2017

PER / PAR:

WE

[Signature]

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Applicant

Court File No. CV-16-11242-00CL

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

Proceeding commenced at TORONTO

**ORDER
(Interim Distribution and Appointment of
Claims Officer)**

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