

Court File No.: 32-1601021

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY**

THE HONOURABLE
JUSTICE *Wilton-Siegel*

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FRIDAY, THE
DAY OF MARCH, 2017

24TH

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**IN THE MATTER OF THE PROPOSAL OF NS TECHNOLOGIES
GROUP INC., PURSUANT TO THE *BANKRUPTCY AND INSOLVENCY
ACT (CANADA)***

DISCHARGE ORDER

THIS MOTION, made by Rosen Goldberg Inc. in its capacity as the Court-appointed Receiver (in such capacity, the “**Receiver**”), without security, of all the assets, undertakings and properties (collectively, the “**Property**”) of NS Technology Group Inc. (the “**Debtor**”) for an order, amongst other things:

- a) amending the order appointing the Receiver in this matter to denote that SF Partners Inc. has changed its corporate name to Rosen Goldberg Inc.,
- b) approving the activities of the Receiver since September 14, 2012 as set out in the Final Report of the Receiver dated March 20, 2017 (the “**Final Report**”),
- c) approving the fees and disbursements of the Receiver and its counsel, Goldman Sloan Nash & Haber LLP (“**GSNH**”),

- d) authorizing and directing authorizing and directing the Receiver to distribute the net proceeds to Return on Innovation Fund Inc. (“**ROI**”) subject to the Receiver’s rights to reserve such amounts to satisfy the Receiver’s charge, and
- e) discharging Rosen Goldberg Inc. as Receiver of the undertaking, property and assets of the debtor,

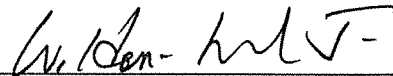
was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Final Report and the affidavits of the Receiver and its counsel as to fees (the "**Fee Affidavits**") and on hearing the submissions of counsel for the Receiver and the other parties appearing on the counsel slip, no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Robert Drake affirmed March 21, 2017, filed.

1. **THIS COURT ORDERS** that the time for service and filing of the Receiver’s Notice of Motion and the Motion Record is hereby abridged and the service thereof is hereby validated so that this motion is properly returnable today and further service thereof is hereby dispensed with.
2. **THIS COURT ORDERS** that from and after January 1, 2015 all references in this proceeding to “SF Partners Inc.” shall be deemed to refer to “Rosen Goldberg Inc.”
3. **THIS COURT ORDERS** that the Final Report and the activities, decisions, and conduct of the Receiver and its counsel as set out in the Final Report, inclusive of the statement of receipts and disbursements attached as Appendix “12” to the Final Report, be and hereby are approved.
4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and GSNH as its counsel GSNH as set out in the Final Report and the Fee Affidavits, be and hereby are approved.
5. **THIS COURT ORDERS** that the Receiver be and hereby is authorized and directed to pay the net proceeds from the estate of the Debtor to Return on Innovation Fund Inc..

6. **THIS COURT ORDERS** that upon payment of the amounts set out in paragraph 5 hereof and upon the Receiver filing a certificate certifying in the form attached as Schedule "A" that it has completed the other activities described in the Report and set out in this Order, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtors, 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 A. Farber & Partners Inc. in its capacity as Receiver.

7. **THIS COURT ORDERS AND DECLARES** that Rosen Goldberg Inc. is hereby released and discharged from any and all liability that it now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Rosen Goldberg 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, Rosen Goldberg Inc. 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.



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

MAR 24 2017

PER / PAR: JOANNE NICOARA

Schedule "A" – Form of Receiver's Certificate

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**ONTARIO
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**IN THE MATTER OF THE PROPOSAL OF NS TECHNOLOGIES
GROUP INC., PURSUANT TO THE *BANKRUPTCY AND INSOLVENCY
ACT (CANADA)***

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to the Amended Order of the Honourable Mr. Justice Newbould of the Ontario Superior Court of Justice (the "**Court**") dated October 17, 2012, SF Partners Inc. was appointed as the receiver (in such capacity, the "**Receiver**"), without security, of all the assets, undertakings and properties of NS Technologies Group Inc. (the "**Debtor**").

B. Pursuant to articles of amendment effective January 1, 2015 SF Partners Inc. changed its name to Rosen Goldberg Inc..

B. Pursuant to an Order of the Court dated March 24, 2017 (the "**Discharge Order**"), the Court ordered that Rosen Goldberg Inc. be discharged as Receiver of the undertaking, property and assets of the Debtor upon the filing of a certificate certifying that the Receiver has completed the activities described in the Final Report of the Receiver dated March 20, 2017 and in the Discharge Order.

THE RECEIVER CERTIFIES the following:

1. The Receiver has Receiver has completed the activities described in the Final Report of the Receiver dated March 20, 2017 and in the Discharge Order.
2. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

ROSEN GOLDBERG INC., in its capacity as Court Appointed Receiver of NS Technologies Group Inc., and not in its personal capacity.

Per: _____

Name: Steven Goldberg

Title: Senior Vice President

**IN THE MATTER OF THE PROPOSAL OF NS TECHNOLOGIES GROUP INC.,
PURSUANT TO THE *BANKRUPTCY AND INSOLVENCY ACT* (CANADA)**

Estate Court File No.: 32-1601021

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY**

Proceeding commenced at TORONTO

DISCHARGE ORDER

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Lawyers for Rosen Goldberg Inc., in its capacity as
Receiver of NS Technologies Group Inc.