

Jan. 7/17

Court File No: CV-16-11573-00CL

JCF CAPITAL ULC

- and -

TALON INTERNATIONAL INC., MIDLAND DEVELOPMENT INC., 1456253 ONTARIO INC., 2025401 ONTARIO LIMITED, BARREL TOWER HOLDINGS INC., HARVESTER DEVELOPMENTS INC., TALON INTERNATIONAL DEVELOPMENT INC., TFB INC., 2263847 ONTARIO LIMITED AND 2270039 ONTARIO LIMITED

Applicants

Respondents

APPLICATION UNDER SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, C. C.43, AS AMENDED, AND SECTION 243 OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, C. B-3 AS AMENDED

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
PROCEEDINGS COMMENCED AT TORONTO



MOTION RECORD

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Lawyers for Receiver

January 41 2017
This motion is granted for the reasons and in the terms of the order endorsing and ordering regarding the sale of the Confidential Appraisal Second Report of the Receiver. Shall be sealed.
Shayne J.

ENDORSEMENT

The Receiver is seeking authorization to enter into the Stalking Horse Agreement with JCF Capital ULC as purchaser for the purposes of the Sale Procedure (for which approval is also being sought). The Purchaser and Receiver have agreed to amend the terms of the Stalking Horse Agreement (the "**Amendment**") to provide that the unit purchase agreement between Talon and Janet Waterous ("**Waterous**") dated February 19, 2016 as amended be treated as an Assigned Contract and not as an Excluded Contract, subject to the Purchaser and Waterous agreeing on the terms of such assignment. The execution by the Receiver of the Stalking Horse Agreement, to be amended by the Amendment, is authorized.

The approval of the Sale Procedure is without prejudice to any rights of the Condominium Corporations or any Unit Owner to object to any motion for approval of a Successful Bid, as defined in the Sale Procedure, or the terms of any approval and vesting order sought in association therewith, on grounds other than the reasonableness of the Sale Procedure.

and authorization
of the execution
by the Receiver
of the Stalking
Horse Agreement

James K, 2017

Haley J.