



**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE BANKRUPTCY OF
GOLF TOWN CANADA HOLDINGS INC. *et al***

THE HONOURABLE)
)
JUSTICE HAINEY) **TUESDAY, THE 12th**
) **DAY OF JUNE, 2018**

PROCEDURAL CONSOLIDATION ORDER

THIS MOTION made by FTI Consulting Canada Inc., in its capacity as trustee in bankruptcy (the “**Trustee**”) of the estates of Golf Town Canada Holdings Inc. (“**GT Holdings**”), Golf Town Canada Inc. (“**GT Canada**”), Golf Town GP II Inc. (“**GT GP**”), Golf Town Operating Limited Partnership (“**GTOLP**”), Golfsmith International Holdings LP (“**GS LP**”) and Golfsmith International Holdings GP Inc. (“**GS Holdings**” and together with, GT Holdings, GT Canada, GT GP, GTOLP and GS LP, the “**Bankrupts**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the First Report of the Trustee dated June 7, 2018, and on hearing the submissions of counsel for the Trustee:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that the motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Trustee may administer the bankruptcy estates of the Bankrupts as follows:
 - (a) a single court file number and title of proceeding of “In the Matter of the Bankruptcy of Golf Town Canada Holdings Inc., Golf Town Canada Inc., Golf

Town GP II Inc., Golf Town Operating Limited Partnership, Golfsmith International Holdings LP and Golfsmith International Holdings GP Inc.” shall be assigned to the proceedings in the bankrupt estates of the Bankrupts;

- (b) the Trustee is authorized to administer the bankrupt estates of the Bankrupts as if such estates were a single bankrupt estate for the purpose of carrying out its administrative duties and responsibilities as trustee under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “BIA”) with respect to the administration of bankrupt estates generally, including without limitation as follows:
 - (i) meetings of creditors and inspectors in the bankrupt estates of the Bankrupts may be convened through one combined advertisement and conducted jointly provided that the results of any creditors’ vote shall be separately tabulated for each such bankrupt estate;
 - (ii) the Trustee is authorized to use a consolidated form of proof of claim which directs creditors to identify the bankrupt estate in which a claim is made for voting and for distribution purposes;
 - (iii) the Trustee is authorized to issue consolidated reports in respect of the bankrupt estates of the Bankrupts;
 - (iv) the Trustee is authorized to perform a consolidated making, filing, advertising and distribution of all filings and notices in the bankrupt estates of the Bankrupts required under the BIA; and
 - (v) a single group of inspectors shall be the inspectors for the consolidated bankrupt estates of the Bankrupts.

3. **THIS COURT ORDERS** that this procedural consolidation is not intended to be a substantive consolidation of the bankrupt estates of the Bankrupts and will automatically terminate if the Trustee is replaced as trustee of any, but not all, of the estates.

4. **THIS COURT ORDERS AND DIRECTS** FTI Consulting Canada Inc., in its capacity as monitor of GT Holdings, GT Canada, GT GP, GTOLP and GS LP under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, in proceedings bearing Court File No. CV-16-11527-00CL (the "**Golf Town CCAA Proceedings**") to fund the administration of the bankrupt estate of GS Holdings from the reserve established pursuant to paragraph 2 of the CCAA Termination Order dated March 29, 2018 and issued in the Golf Town CCAA Proceedings.

A handwritten signature in cursive script, appearing to read "Hailey J.", is written over a horizontal line. The signature is fluid and extends slightly above and below the line.

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Proceeding commenced at Toronto

**PROCEDURAL CONSOLIDATION
ORDER**

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Lawyers for FTI Consulting Canada Inc., in its capacity as trustee in bankruptcy of Golf Town Canada Holdings Inc., Golf Town Canada Inc., Golf Town GP II Inc., Golf Town Operating Limited Partnership, Golfsmith International Holdings LP and Golfsmith International Holdings GP Inc.