

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) WEDNESDAY, THE 4TH DAY
)
JUSTICE CONWAY) OF NOVEMBER, 2020

BETWEEN:

ISABELLE ROBERTS

Applicant

and

**BESNOVO INC., CLEEVE HOLDINGS INC., CLEEVE TECHNOLOGY INC.
PENGYUAN HOLDING LIMITED, PAUL CHURCH, and XING YUAN (also known as
SHAWN YUAN) and THE REGIONAL MUNICIPALITY OF DURHAM**

Respondents

ORDER

THIS MOTION, made by Link & Associates Inc. (“**Link**”), 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 Besnovo Inc. (the “**Debtor**”), for an order, amongst other things, approving the second report of the Receiver dated October 26, 2020 (the “**Second Report**”), was heard this day by way of judicial video-conference due to the COVID-19 crisis.

ON READING the Second Report and the appendices thereto, including the affidavit of Robert G. Link sworn October 23, 2020 (the “**Link Affidavit**”) and the affidavit of D. Robb English sworn October 26, 2020 (the “**English Affidavit**”), and on hearing the submissions of counsel for the Receiver, counsel for PengYuan Holding Limited and Xing Yuan, counsel for Cleeve Holdings Inc., Cleeve Technology Inc. and Paul Church, and counsel for Isabelle

Roberts, no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Paula Hoosain sworn October 26, 2020, filed,

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the actions, activities, conduct, and findings of the Receiver and its counsel as set out in the Second Report, including the Receiver's interim statement of receipts and disbursements attached as Appendix F to the Second Report, be and are hereby approved.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver, as described in the Second Report and as set out in the Link Affidavit, be and are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's counsel, Aird & Berlis LLP, as described in the Second Report and as set out in the English Affidavit, be and are hereby approved.

5. **THIS COURT ORDERS** that, notwithstanding Rule 59.05, this order is effective from the date it is made, and it is enforceable without any need for entry and filing. In accordance with Rules 77.07(6) and 1.04, no formal order need be entered and filed unless an appeal or motion for leave to appeal is brought to an appellate court. Any party may nonetheless submit a formal order for original, signing, entry and filing, as the case may be, when the Court returns to regular operations.



ISABELLE ROBERTS

- and - **BESNOVO INC. et al.**

Applicant

Respondents

Court File No. CV-18-607866-00CL

**ONTARIO
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Proceedings commenced at Toronto

ORDER

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Lawyers for Link & Associates Inc., in its capacity as the Court-appointed receiver of Besnovo Inc. and not in its personal capacity