

Court File No. CV15-10920-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE REGIONAL  
SENIOR JUSTICE MORAWETZ

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WEDNESDAY, THE 29  
DAY OF JULY, 2015

IN THE MATTER OF THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF COMARK INC.

Applicant

**DISTRIBUTION ORDER**

THIS MOTION, made by Comark Inc. (the "**Applicant**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended for an Order, *inter alia*, authorizing the Monitor, on behalf of the Applicant, to make a distribution to Salus Capital Partners, LLC in accordance with the terms herein was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Neville Lewis sworn July 20, 2015, the Fourth Report of Alvarez & Marsal Canada Inc., in its capacity as court-appointed monitor of the Applicant (the "**Monitor**") dated July 23, 2015 (the "**Fourth Report**") and on hearing the submissions of counsel for the Applicant, the Purchaser, Salus Capital Partners, LLC ("**Salus**"), the Monitor and such other counsel as were present and on being advised that the Service List was served with the Motion Record herein;

**DEFINITIONS**

1. **THIS COURT ORDERS** that any capitalized term used and not defined herein shall have the meaning ascribed thereto in the Sale Agreement between the Applicant and Pacific West Commercial Corporation and its permitted assignees (the "**Purchaser**") dated July 16, 2015

(the “**Sale Agreement**”), which agreement contemplates the sale of the Applicant’s right, title and interest in and to the assets described in the Sale Agreement to the Purchaser (the “**Transaction**”).

## **DISTRIBUTION**

2. **THIS COURT ORDERS** that, immediately following delivery of the Monitor’s Certificate to the Purchaser and subject to the terms of the Approval and Vesting Order granted by the Court in respect of the Transaction, the Monitor, on behalf of the Applicant, shall be authorized and directed, without further Order of the Court, to distribute to Salus, an amount to be determined by the Monitor in the maximum amount of Salus’s secured claim, from the sale proceeds of the Transaction and such distribution shall be free and clear of all Encumbrances other than those in favour of Salus, and shall be applied against the indebtedness, liabilities and obligations owing by the Applicant to Salus under the Amended and Restated Credit Agreement dated March 26, 2015.

## **EXTENSION OF THE STAY PERIOD**

3. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 14 of the Amended and Restated Initial Order dated April 21, 2015) is hereby extended until and including October 30, 2015.

## **REPORT OF THE MONITOR**

4. **THIS COURT ORDERS** that the Fourth Report is hereby approved and the activities of the Monitor as described therein are hereby approved.

## **GENERAL**

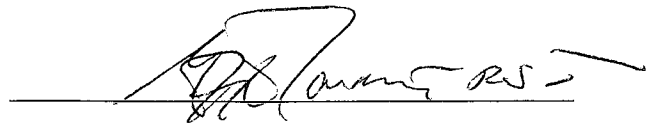
5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals,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

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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF COMARK INC.**

**APPLICANT**

Court File No.

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(COMMERCIAL LIST)**

**PROCEEDING COMMENCED AT  
TORONTO**

**DISTRIBUTION ORDER**

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