

Superior Court of Justice

(Name of court)

Form 25: Order (general)

[SEAL]

at 361 University Avenue, 1st Floor, Toronto, Ontario
M5G 1T3
Court office address

Temporary

Final

Applicant(s)

Full legal name & address for service — street & number, municipality, postal code, telephone & fax numbers and e-mail address (if any).

Eddie Dearing Adler

c/o Lisa Helfend Meyer
Meyer, Olson Lowy & Meyers LLP
10100 Santa Monica Blvd., Suite 1425
Los Angeles, CA 90067
LHM@MOLFAMLAW.COM

Lawyer's name & address — street & number, municipality, postal code, telephone & fax numbers and e-mail address (if any).

Shaun Laubman / Connia Chen
Lax O'Sullivan Lisus Gottlieb LLP
145 King Street West
Suite 2750
Toronto, ON M5H 1J8

Tel: 416 360 8481 / 416 956 1146
Fax: 416 598 3730
slaubman@lolg.ca / cchen@lolg.ca

JUSTICE JAMES F. DIAMOND

Diamond

Judge (print or type name)

Respondent(s)

Full legal name & address for service — street & number, municipality, postal code, telephone & fax numbers and e-mail address (if any).

Rachel Bellisimo
20 Sandringham Drive
Toronto, Ontario M5M 3X3

Lawyer's name & address — street & number, municipality, postal code, telephone & fax numbers and e-mail address (if any).

Neil Paris
Paris & Company
161 Bay Street, Suite 2700
Toronto, Ontario, M5J 2S1
Tel: 416-304-1717
Fax: 647-931-4718
nparis@parislaw.ca

Deloitte Touche Tohamtsu Limited
400 Applewood Crescent, Suite 500
Vaughan, Ontario L4K 0C3
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AP Valuations Limited
2323 Yonge Street
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Barbara Green
Robins Appleby
120 Adelaide Street West
Suite 2600
Toronto, Ontario M5H 1T1
Tel: 416 360 3379
bgreen@robapp.com

Cohen Hamilton Steger & Co., Inc.
100 King Street West
Suite 7011
Toronto, Ontario M5X 1A9
Attention: Farley Cohen
fcohen@cohenhamiltonsteger.com
Tel: 416 304 7016

7
April 6, 2022
Date of order

<p>Crowe Soberman, LLP 2 St. Clair Avenue East Suite 1100 Toronto, Ontario M4T 2T5</p>	<p>Simon Bieber Adair Goldblatt Bieber LLP 95 Wellington Street West Suite 1830 Toronto, Ontario M5J 2N7 Tel: 416-351-2781 sbieber@AGBLLP.com</p>
<p>Duff & Phelps Canada Limited Bay Adelaide Centre 333 Bay Street, 14th Floor Toronto, Ontario M5H 2R2 Attn: Alexander Friedman Email: alexander.friedman@kroll.com Tel: 212 277 0139</p>	
<p>Eagle Capital Investment Corp. 20 Sandringham Drive Toronto, Ontario M5M 3X3</p>	<p>TYR LLP 488 Wellington Street West Suite 300-302 Toronto, ON M5V 1E3 Jason Wadden LSO#: 46757M jwadden@tyrllp.com Tel: 416 627 9815 Judith Manger LSO#: 75590A jmanger@tyrllp.com Tel: 647 281 7141</p>
<p>KK Sun Corporation 20 Sandringham Drive Toronto, Ontario M5M 3X3</p>	
<p>SkyPower Services ULC (ULC 1) 100 King Street West First Canadian Place, 30th Floor Toronto, Ontario M5X 1C9</p>	
<p>KK Sunshine Holdings, Inc. 20 Sandringham Drive Toronto, Ontario M5M 3X3</p>	
<p>KK Sunshine Holdings, LP 20 Sandringham Drive Toronto, Ontario M5M 3X3</p>	
<p>SkyPower Ltd. 100 King Street West First Canadian Place, 52nd Floor Toronto, Ontario M5X 1C9</p>	
<p>SkyPower Operations Ltd. 100 King Street West, Suite 5220 Toronto, Ontario M5X 1C9</p>	

<p>2329557 Ontario Inc. 20 Sandringham Drive Toronto, Ontario M5M 3X3</p>	<p>TYR LLP 488 Wellington Street West Suite 300-302 Toronto, ON M5V 1E3 Jason Wadden LSO#: 46757M jwadden@tyrllp.com Tel: 416 627 9815 Judith Manger LSO#: 75590A jmanger@tyrllp.com Tel: 647 281 7141</p>
<p>2138747 Ontario Inc. 20 Sandringham Drive Toronto, Ontario M5M 3X3</p>	<p>TYR LLP 488 Wellington Street West Suite 300-302 Toronto, ON M5V 1E3 Jason Wadden LSO#: 46757M jwadden@tyrllp.com Tel: 416 627 9815 Judith Manger LSO#: 75590A jmanger@tyrllp.com Tel: 647 281 7141</p>
<p>6785671 Canada Inc. 100 King Street West First Canadian Place, 30th Floor Toronto, Ontario M5X 1C9</p>	<p>TYR LLP 488 Wellington Street West Suite 300-302 Toronto, ON M5V 1E3 Jason Wadden LSO#: 46757M jwadden@tyrllp.com Tel: 416 627 9815 Judith Manger LSO#: 75590A jmanger@tyrllp.com Tel: 647 281 7141</p>
<p>Bank of Montreal 101-120 Bloor Street East Toronto, Ontario M4W 1B7</p> <p>First Canadian Place 100 King Street West, 21st Floor Toronto, Ontario M5X 1A1 Elisabeth.patrick@bmo.com Christine.james@bmo.com</p>	
<p>Canadian Imperial Bank of Commerce Brookfield Place 181 Bay Street, Suite 600 Toronto, Ontario M5J 2T3</p> <p>199 Bay Street B-2 Securities Level Toronto, Ontario M5L 1G9 dylan.hart@cibc.com</p>	
<p>Citibank Canada 123 Front Street West Suite 1900 Toronto, Ontario M5J 2M3 brian.baum@citi.com</p>	

Diner's Club International 5900 Hurontario Street Mississauga, Ontario L5R 0B8 Station A, Box 4024 Toronto, Ontario M5W 1K1
HSBC Bank Canada 108-3601 Highway #7 E. Markham, Ontario L3R 0M3 885 West Georgia Street Vancouver, BC V6C 3G1
Raymond James Limited 1014-130 Queens Quay East Toronto, Ontario M5H 1L5 2100-925 West Georgia Str. Vancouver, BC V6C 3L2 Lawrence Schwartz, Legal Counsel Lawrence.schwartz@raymondjames.ca
Richardson GMP Limited 145 King Street West Suite 500 Toronto, Ontario M5H 1J8 c/o Krista Coburn kcoburn@rfcapgroup.com
Royal Bank of Canada 200 Bay Street, 6th Floor Toronto, Ontario M5J 2J5 Anoosha Mussaddeq Anoosha.mussaddeq@rbc.com
The Toronto-Dominion Bank 66 Wellington Street West 12th Floor Toronto, Ontario M5K 1A2 c/o Elsie Plytas, Counsel elsie.plytas@td.com

Ara Basmadjian Dentons Canada LLP 77 King Street West Suite 400 Toronto, Ontario M5K 0A1 Tel: 416 863 4647 ara.basmadjian@dentons.com

This order is made pursuant to provincial legislation only.

The court heard an application/motion made by *(name of person or persons)* _____

Edie Dearing Adler for an order giving effect to and enforcing the request for international judicial assistance (the "Letter Rogatory") issued by the Superior Court of the State of California for the County of Los Angeles on May 21, 2021 in *Re the Marriage of Edie Dearing Adler and Kerry Evan Adler* Case No.: 19STFL03257 and in particular an order that Deloitte Touche Tohamtsu Limited produce the documentation and information as specifically set out in Exhibit "1" to the Letter Rogatory.

The following persons were in court *(names of parties and lawyers in court)*

Shaun Laubman and Connia Chen (Lax O'Sullivan Lisus Gottlieb LLP) on behalf of Adler.
Neil Paris (Paris & Company) on behalf of Deloitte Touche Tohamtsu Limited.

The court received evidence and heard submissions on behalf of *(name or names)* _____
the affidavit of Adler sworn July 8, 2021.

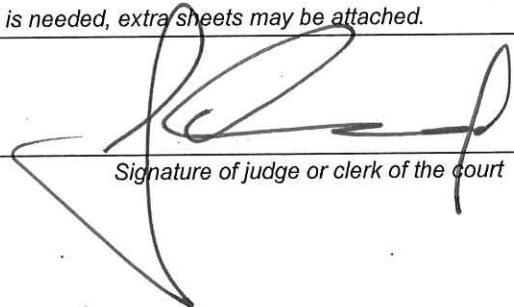
THIS COURT ORDERS THAT:

1. Exhibit "1", attached hereto as Schedule "A", to the request for international judicial assistance (the "Letter Rogatory") issued by the Superior Court of the State of California for the County of Los Angeles on May 21, 2021 in *Re the Marriage of Edie Dearing Adler and Kerry Evan Adler* Case No.: 19STFL03257 (the "California Proceeding") shall be and is hereby recognized and enforced as against Deloitte Touche Tohamtsu Limited ("Deloitte") on the following terms:
 - a) all documents and information to be produced by Deloitte (the "Deloitte Productions") and shall be subject to the deemed undertaking rule as set out in Rule 30.1 of the Ontario *Rules of Civil Procedure*, RRO 1990, Reg 194 and, accordingly, shall be used only for the purpose of the California Proceeding, and not for any other purpose, proceeding or claim;
 - b) The Deloitte Productions shall consist of the following documents related to Kerry Adler's Interests (as defined in Exhibit 1 to the Letter Rogatory), to the extent available:
 - a. Engagement letters, service agreements and consultation agreements from January 1, 2017 to the present for the following Businesses (as defined in Exhibit 1 to the Letter Rogatory):
 - i. Eagle Capital Investment Corp.;
 - ii. KK Sun Corporation;
 - iii. Skypower Services ULC (ULC 1);
 - iv. KK Sunshine Holdings, Inc.;
 - v. KK Sunshine Holdings, L.P.;
 - vi. Skypower, Ltd.;
 - vii. Skypower 3 Percent Holdings, LLC;
 - viii. 2253075 Ontario Corp.;
 - ix. 2329557 Ontario Corp.;
 - x. 2138747 Ontario Corp.;
 - xi. 6785671 Canada Inc.;
 - xii. 1030233 Canada Corp.;
 - xiii. SkyPower Canada Holdings S.A.R.L. (Cayman II);
 - xiv. 1668229 Alberta ULC (ULC 5);
 - xv. Skypower Global (Cayman I);
 - xvi. 1668229 Alberta ULC (ULC 5);
 - xvii. 1668248 Alberta ULC (ULC 6);
 - xviii. 1668259 Alberta ULC (ULC 3);

- xix. Skypower Projects ULC (ULC 2);
 - xx. Skypower Wind ULC (ULC 4);
 - xxi. Skypower Minority Investments Co. Ltd.;
 - xxii. 2138746 Ontario, Inc.; and
 - xxiii. 2241555 Ontario, Inc. (collectively, the "Adler Interests")
- b. Final reports, financial statements and income tax returns from 2017 to the present for the Adler Interests;
 - c. All communications between Deloitte and Kerry Adler from January 1, 2017 to the present pertaining to services performed for Kerry Adler;
 - c) the applicant, Edie Dearing Adler ("Adler"), shall not provide the Deloitte Productions, in whole or in part, to any other person or entity, except for her counsel or any experts;
 - d) in accordance with sections I-IV of Exhibit "1" to the Letter Rogatory, except as modified by the terms of this order, Deloitte shall produce the Deloitte Productions to Adler within 60 days of the date of this order, or as otherwise agreed upon by Adler and Deloitte. Deloitte shall make reasonable efforts to produce the Deloitte Productions on a rolling basis. Deloitte shall produce documents promptly, and as soon as they become available;
 - e) Adler shall reimburse Deloitte for any reasonable fees incurred with production of the Deloitte Productions to a maximum amount of \$15,000.

Put a line through any blank space left on this page. If additional space is needed, extra sheets may be attached.

7
April 5, 2022
 Date of signature



Signature of judge or clerk of the court

SCHEDULE "A"

EXHIBIT "1"

1 In re Marriage of Adler
LASC: 19STFL03257
2 Discovery requested to be produced from Deloitte, Touche, Tohmatsu, Ltd.
3

4 I. Definitions and Instructions

5 A. As used herein, "YOU," "YOUR," "YOURS" shall refer to DELOITTE
6 TOUCHE TOHMATSU LIMITED, any and all fictional names or spelling variants, and any
7 and all predecessors in interest, successors in interest, subsidiaries, parent entities,
8 affiliated entities, and sister entities.

9 B. As used herein, the term "DOCUMENT(S)" shall mean and include all
10 written, typewritten, printed and graphic materials of whatever kind or nature. All
11 "DOCUMENT(S)" or writings having information on both sides shall have both sides
12 produced. And, all documents may be produced in the electronic format.

13 C. As used herein, the term "PERSON" shall mean any natural person, entity,
14 firm, association, organization, partnership, limited liability company, trust, corporation;
15 foreign or domestic.

16 D. As used herein, "and" and "or" shall be construed both conjunctively and
17 disjunctively, and each shall include the other whenever such a dual construction will
18 serve to bring within the scope of a category DOCUMENTS or information which would not
19 otherwise be within its scope.

20 E. The singular number shall be read and applied as plural, where applicable,
21 and the plural number shall be read and applied as the singular, as the circumstances may
22 make appropriate.

23 F. As used herein, "ADLER" refers to Kerry Evan Adler.

24 G. As used herein the term "INTEREST(S)" shall include, but is not limited to,
25 ownership of any stock in a corporation, rights to or ownership in any BUSINESS (as
26 defined herein), derivative rights or derivative ownership in any BUSINESSES or its
27 subsidiaries, rights to or ownership in any general partnership, rights to or ownership in
28 any limited partnership, participation in profits of any business entity or any other

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1 proprietary or ownership rights. The term INTEREST as defined herein shall exclude
2 publicly traded companies or securities. INTERESTS shall include, but is not limited to, the
3 following BUSINESSES:

- 4 1. Eagle Capital Investment Corp.;
- 5 2. KK Sun Corporation;
- 6 3. SkyPower Services ULC (ULC 1);
- 7 4. KK Sunshine Holdings, Inc.;
- 8 5. KK Sunshine Holdings, L.P.;
- 9 6. SkyPower, Ltd.;
- 10 7. SkyPower US Holdings, LLC;
- 11 8. SkyPower 3 Percent Holdings, LLC;
- 12 9. 2253075 Ontario Corp.;
- 13 10. 2329557 Ontario Corp.;
- 14 11. 2138747 Ontario Corp.;
- 15 12. 6785671 Canada, Inc.;
- 16 13. 1030233 Canada Corp.;
- 17 14. SkyPower Canada Holdings S.A.R.L. (Cayman II);
- 18 15. 1668229 Alberta ULC (ULC 5);
- 19 16. SkyPower Global (Cayman I);
- 20 17. Joint Venture with Canadian Solar, Inc.;
- 21 18. SkyPower Global (Luxembourg);
- 22 19. SkyPower Global Cooperatief U.A.;
- 23 20. SkyPower Southeast Asia Holdings, Ltd.;
- 24 21. Southeast Asia VII Investments, Ltd.;
- 25 22. SkyPower Southeast Asia Holdings II, Ltd.;
- 26 23. SkyPower Southeast Asia Holdings IV, Ltd.;
- 27 24. SkyPower Southeast Asia Holdings V, Ltd.;
- 28 25. SkyPower Southeast Asia Holdings VI, Ltd.;

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- 1 26. 1668229 Alberta ULC (ULC 5);
- 2 27. 1668248 Alberta ULC (ULC 6);
- 3 28. 1668259 Alberta ULC (ULC 3);
- 4 29. MaxLight, LP;
- 5 30. MainLight, LP;
- 6 31. RollingLight, LP;
- 7 32. SpotLight Solar Park, LP;
- 8 33. Skypower Projects ULC (ULC 2);
- 9 34. AudWestLight, LP;
- 10 35. AtomLight, LP;
- 11 36. Bill'sLight, LP;
- 12 37. Skypower Wind ULC (ULC 4);
- 13 38. 2220845 Ontario, Inc.;
- 14 39. Mantis Minerals Corp;
- 15 40. 2315257 Ontario, Inc.;
- 16 41. OneUp Games, LLP;
- 17 42. Kiki Technology Corp;
- 18 43. Out West Movie, LLC;
- 19 44. SecureKey Technology;
- 20 45. SkyPower Minority Investments Co. Ltd.;
- 21 46. Canadian Solar, Inc.;
- 22 47. SkyPower Operations Ltd.;
- 23 48. Spatial View, Inc.;
- 24 49. Sprylogics International Corporation;
- 25 50. 1328392 Alberta ULC;
- 26 51. Interwind Corp. (fka SkyPower Corporation);
- 27 52. Mobile Cube;
- 28 53. KMX Corp.;

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- 1 54. Nimtech Inc.;
- 2 55. Sonomax Technologies, Inc.;
- 3 56. WiConnect Corp.;
- 4 57. Global Gene Corporation;
- 5 58. Mood Water;
- 6 59. Kedie Corp.;
- 7 60. E.D. Partnership, LP;
- 8 61. Sweet! Candy Shop, LLC;
- 9 62. Hedge Fund Opportunities III, LLC
- 10 63. Vintage VII, LP;
- 11 64. SKA Investments, LLC;
- 12 65. 2138746 Ontario, Inc.; and
- 13 66. 2241555 Ontario, Inc.

14 H. As used herein, the term "BUSINESS(ES)" refers to any business of any
15 legal form, which includes, but is not limited to, a corporation, partnership, sole
16 proprietorship, company, joint venture or any other business entity, in which YOU, (or any
17 trust in which YOU are a grantor, settlor or beneficiary), at any time during the TIME
18 PERIOD, have or have had an ownership interest. The term BUSINESS also includes, but
19 is not limited to, its predecessors, successors, affiliates, partners, subsidiaries, divisions,
20 units or offices. The term BUSINESS(ES) as defined herein shall exclude publicly traded
21 companies unless otherwise stated herein..

22 I. As used herein, the terms "EVIDENCE" or "EVIDENCING" shall mean: Refer
23 to, mention, discuss or establish (either directly, inferentially, or presumptively) the fact or
24 facts described in the particular request.

25 J. As used herein, the terms "COMMUNICATION(S)" means, without limitation,
26 all transmittals or receipts, or both, of DOCUMENTS "PERTAINING TO" (as hereinafter
27 defined) to, oral or written communications, whether such was by chance, prearranged,
28 formal or informal, and specifically include, without limitation, conversations in person,

1 telephone conversations, e-mails, text messages, telegrams, letters or memoranda, formal
2 statements, press releases and newspaper articles.

3 K. As used herein, the terms "PERTAIN", "PERTAINING TO" and "RELATED
4 TO" means, without limitation, constituting, summarizing, memorializing, referring to,
5 discussing, regarding, EVIDENCING, supporting contradicting, containing information
6 regarding, embodying, comprising, identifying, stating, reflecting, dealing with, commenting
7 on, responding to, describing, analyzing or in any way pertinent to the subject matter of the
8 type of DOCUMENTS sought.

9 L. The reference to any date, or date range, specified herein shall be deemed
10 to include the entire date, or date range, so identified, inclusive of the date(s) specified.

11 M. Regarding all DOCUMENTS that are withheld on the ground of an asserted
12 privilege, please identify with respect to each DOCUMENT the following information:

- 13 a. The exact nature and scope of the privilege asserted;
- 14 b. The date of the DOCUMENT;
- 15 c. The identity and author of the DOCUMENT;
- 16 d. The identity of the PERSON who received the original of the DOCUMENT;
- 17 e. The identity of each PERSON who received a copy of the DOCUMENT; and
- 18 f. The subject matter of the DOCUMENT.

19 II. TIME PERIOD

20 Unless specified otherwise within a Subpoena Request, or a Subpoena Category:

21 A. DOCUMENTS are to be produced by YOU for the "TIME PERIOD" from
22 January 1, 2012 or as close to January 1, 2012 as possible through to the date of YOUR
23 production.

24 B. DOCUMENTS are to be produced by YOU in their entirety, in final form
25 unless otherwise specified, and with all associated footnotes, schedules, attachments,
26 amendments, restatements, and all other modifications or supplements associated
27 therewith.

28 C. DOCUMENTS produced by YOU shall include all DOCUMENTS, foreign and

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1 domestic, in legal effect at any time during the TIME PERIOD, regardless of whether said
2 DOCUMENTS were in legal effect at the date of YOUR production.

3 III. DOCUMENTS to be Produced

4 A. DOCUMENTS PERTAINING TO services performed or to be performed for
5 ADLER and/or any of ADLER's BUSINESS INTERESTS, including but not limited to the
6 following:

- 7 1. Contracts and agreements;
- 8 2. Engagement letters, service agreements, and consultation
9 agreements;
- 10 3. Invoices and billing statements;
- 11 4. DOCUMENTS EVIDENCING payment received by YOU from ADLER
12 or any INTEREST;
- 13 5. Any reports prepared by YOU, including all final and draft reports,
14 financial statements, income tax returns and income tax planning
15 documents; and
- 16 6. YOUR notes and working papers.

17 B. All COMMUNICATIONS between YOU and ADLER PERTAINING TO
18 services performed for ADLER.

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