

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) FRIDAY, THE 23RD DAY
JUSTICE MCEWEN) OF NOVEMBER, 2018

BETWEEN:

**VOLKAN BASEGMEZ, CEM BLEDA BASEGMEZ, ANIL RUKAN BASEGMEZ,
BA&B CAPITAL INC., SERDAR KOCTURK and KAAH HOLDINGS INC.**

Applicants

- and -

ALI AKMAN, SAMM CAPITAL HOLDINGS INC. and TARN FINANCIAL CORPORATION

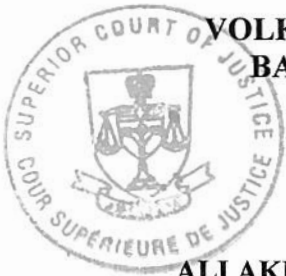
Respondents

APPLICATION UNDER Sections 207 and 248 of the *Business Corporations Act*, R.S.O. 1990, c. B. 16

CONSENT ORDER

THIS MOTION, made the Applicants, was heard this day at 330 University Avenue,
Toronto, Ontario.

ON READING the Motion Record dated 6 November 2018 and on hearing the submissions of counsel; for the Applicants, the Respondents Ali Akman and SAMM Capital Holdings Inc. ("SAMM") and the Liquidator, no one else appearing although properly served as reflected in the Affidavit of Service of Fiorella Sasso sworn 29 October 2018;



1. **THIS COURT ORDERS AND DECLARES** that on the consent, any and all charge/mortgages of land and security interests (the “**SAMM Security**”) granted by Tarn Financial Corporation (“**Tarn Financial**”) in favour of SAMM is postponed and is fully subordinated to the claims of the third-party unrelated creditors of Tarn Financial such that the Liquidator may effect a distribution to all such creditors without regards to, and free and clear of, of the SAMM Security.
2. **THIS COURT ORDERS THAT** the above is without prejudice to the position of the parties and in this regard, the validity of the SAMM Security as against the Applicants and the relative priority of the claims of the Applicants which will be determined at the same time as any dispute(s) with respect to the quantum of the claims being asserted against Tarn Financial by SAMM and the Applicants.
3. **THIS COURT ORDERS AND DECLARES THAT, on consent,** the Class B voting shares of Tarn Financial be and are hereby void *ab initio*, and accordingly, the Articles of Incorporation of Tarn Financial be and are hereby amended to remove the Class B voting shares.



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PER / PAR: RW

Court File No.: CV-17-11697-0000

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VOLKAN BASEGMEZ, ET AL
Applicants

and

ALI AKMAN, SAMM CAPITAL, ET AL
Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

(PROCEEDING COMMENCED AT TORONTO)

CONSENT ORDER

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