

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(IN BANKRUPTCY & INSOLVENCY)**  
**[COMMERCIAL LIST]**



THE HONOURABLE )

JUSTICE )

*HARNEY* )

*Monday*

FRIDAY, THE 29<sup>th</sup> DAY

OF APRIL, 2019

IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A  
PROPOSAL OF SYNERGY STAMPING INC. AND 1696306 ONTARIO LTD.,  
OF THE CITY OF MISSISSAUGA, IN THE PROVINCE OF ONTARIO

**ORDER**

**(Re: Approval and Vesting, Distribution, etc.)**

**THIS MOTION**, made by Synergy Stamping Inc. and 1696306 Ontario Inc. (collectively, the "**Companies**") pursuant to Sections 50.4(9) and 65.13(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**") for an order, *inter alia*:

- (a) approving the transaction contemplated in an asset purchase agreement (the "**APA**"), made by and between the Companies and Infinity Asset Solutions Inc. ("**Infinity**") dated April 18, 2019 (the "**Infinity APA**") for the property more particularly described in the Infinity APA (the "**Purchased Assets**"), and appended to the affidavit of Saifur Rahman, sworn April 18, 2019 (the "**Rahman Affidavit**"); and
- (b) vesting the Companies' right, title and interest in and to the Purchased Assets to Infinity, free and clear of all claims

was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Rahman Affidavit and the exhibits thereto and the second report and confidential report of Albert Gelman Inc. in its capacity as the proposal trustee of the Companies (in such capacity, the “**Proposal Trustee**”), and the appendices thereto (the “**Second Report**”), and on hearing the submissions of counsel for the Companies, the Proposal Trustee, and such other counsel as were present, no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Sandra Radanovic sworn April 25, 2019, filed:

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS AND DECLARES** that the Infinity APA is hereby authorized and approved, and the execution of the Infinity APA by the Companies is hereby authorized and approved, with such minor amendments as the Companies may deem necessary. The Companies are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transactions contemplated by the Infinity APA (collectively, the “**Transaction**”).
3. **THIS COURT ORDERS AND DECLARES** that upon the Companies completing the sale of the Purchased Assets to Infinity and upon the delivery of a certificate by the Proposal Trustee to the Purchaser substantially in the form attached as Schedule “A” hereto (the “**Proposal Certificate**”), all of the Companies’ current and after acquired right, title and interest in and to the Purchased Assets as described in the Infinity APA shall vest absolutely in Infinity,

free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing, all charges, security interests or claims evidence by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the "**Encumbrances**"); and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets (the "**Sale Proceeds**") shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Proposal Certificate all Claims and Encumbrances shall attach to the Sale Proceeds with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS** that, notwithstanding:

- (i) the pendency of these proceedings;
- (ii) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the

Companies and any bankruptcy order issued pursuant to any such applications; and

(iii) any assignment in bankruptcy made in respect of the Companies,

the vesting of the Purchased Assets in Infinity, or as it may direct, pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Companies and shall not be void or voidable by creditors of the Companies, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

6. **THIS COURT ORDERS AND DIRECTS** the Proposal Trustee to file with the Court a copy of the Proposal Certificate, forthwith upon delivery thereof.

7. **THIS COURT ORDERS** that the distributions authorized and approved by this Order shall at all times be subject to (i) the completion of the Transaction and the receipt of the Sale Proceeds by the Companies, and (ii) the Proposal Trustee retaining from the Sale Proceeds a reserve of funds (the "Reserve") in an amount satisfactory to the Proposal Trustee, in consultation with the companies, or in an amount determined by the Court, sufficient to secure the obligations under the administration charge granted by the Honourable Justice Penny on March 8, 2019 (the "**Administration Charge**").

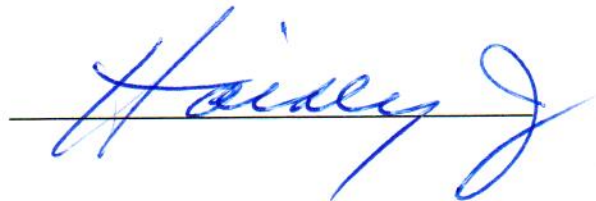
8. **THIS COURT ORDERS** that the Companies are hereby authorized and directed to, in consultation with the Proposal Trustee and taking into account the Companies' ongoing

collection of accounts receivable (“AR”), distribute from the Sales Proceeds and the collected AR:

- (a) to Royal Bank of Canada (“RBC”), an amount not exceeding the amount of the Companies secured obligations to RBC; and,
- (b) to Business Development Bank of Canada (“BDC”), an amount not exceeding the amount of the Companies secured obligations to BDC,

in each case upon the satisfaction and confirmation by the Proposal Trustee of the respective debt and security.

9. **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 Companies, the Proposal Trustee and their 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 Companies and the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Companies and the Proposal Trustee and its agents in carrying out the terms of this Order.



## SCHEDULE "A"

Court File Nos. 32-2474822 and 32-2474820  
Estate File Nos. 32-2474822 and 32-2474820

**ONTARIO**  
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### PROPOSAL TRUSTEE'S CERTIFICATE

#### RECITALS

- I. On February 14, 2019, each of Synergy Stamping Inc. ("**Synergy**") and 1693606 Ontario Inc. ("**169Co**"; and, together with Synergy, the "**Debtors**") filed a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the "**NOIs**").
- II. Albert Gelman Inc. was appointed as proposal trustee under each of the NOIs (in such capacity, the "**Proposal Trustee**").
- III. Pursuant to an Order of the Court dated April 29, 2019, the Court approved the agreement of purchase and sale between the Debtors, as vendor, and Infinity Asset Management Inc. (the "**Purchaser**"), as purchaser, dated April 18, 2019 (the "**Sale Agreement**"), and provided for the vesting in the Purchaser, or as it may direct in accordance with the Sale Agreement, all 169Co's right, title and interest in and to the Purchased Assets (as defined in the Sale Agreement), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming: (i) the payment by the Purchaser of the

purchase price for the Purchased Assets; (ii) that the conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Proposal Trustee and the Purchaser; and (iii) the transaction has been completed to the satisfaction of the Proposal Trustee.

IV. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

**THE PROPOSAL TRUSTEE CERTIFIES** the following:

1. The Purchaser has paid the purchase price for the Purchased Assets payable on the closing date pursuant to the Sale Agreement;
2. The conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Vendor and the Purchaser;
3. The transaction has been completed to the satisfaction of the Proposal Trustee; and
4. This Certificate was delivered by the Proposal Trustee at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**ALBERT GELMAN INC.**, in its capacity as Proposal Trustee, and not in its personal capacity or in any other capacity

Per: \_\_\_\_\_

Name:

Title:

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Court File No. 32-2474822 / Estate File No. 32-2474822  
Court File No. 32-2474820 / Estate File No. 32-2474820

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(IN BANKRUPTCY & INSOLVENCY)  
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**Proceedings commenced at Toronto**

**ORDER  
(Approval and Vesting, etc.)**

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Inc.*