

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)	MONDAY, THE 12TH
)	
JUSTICE CONWAY)	DAY OF AUGUST, 2024

B E T W E E N:

ROYAL BANK OF CANADA

Applicant

- and -

TRANS EMERGE TRANSPORT INC.

Respondent

APPROVAL AND VESTING ORDER

THIS MOTION, made by msi Spergel inc. in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**"), without security, of all the assets, undertakings, and properties of Trans Emerge Transport Inc. (the "**Debtor**") for an Order, amongst other things: (i) approving the sale by auction contemplated by the contract to auction (the "Auction Agreement") between the Receiver and Ritchie Bros. Auctioneers (Canada) Ltd. (the "**Auctioneer**") dated August 2024 and appended to the Second Report of the Receiver dated August 1, 2024 (the "**Second Report**"); (ii) authorizing the Auctioneer to conduct an unreserved public auction, and, if necessary, one or more re-auction, as referenced in, and in accordance with the terms of, the Auction Agreement (collectively, the "**Auction**"); and (iii) vesting in each purchaser at such Auction (each, a "Purchaser") the Debtor's right, title and interest in and to the Property purchased by such respective Purchaser at the Auction (in each case, the "**Purchased Assets**"),

free and clear of any claims and encumbrances, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion dated August 2, 2024, the Second Report, the Supplement to the Second Report dated August 9, 2024 and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavits of Isabelle Stacey sworn August 2, 2024 and August 9, 2024, filed:

1. THIS COURT ORDERS AND DECLARES that the Auction is hereby approved, and the execution of the Auction Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is 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 Auction and for the conveyance of the Purchased Assets to the respective Purchasers.

2. THIS COURT ORDERS AND DECLARES that upon the Auctioneer completing a sale to a Purchaser at the Auction of one or more Purchased Assets, upon receipt by the Auctioneer from such Purchaser of the purchase price determined at the Auction and upon delivery by the Auctioneer to such Purchaser of a bill of sale or similar evidence of purchase and sale (each, a "**Purchaser Bill of Sale**"), all of the Debtor's right, title and interest in and to the Purchased Assets purchased by such Purchaser at the Auction and described in such Purchaser's Bill of Sale shall vest absolutely in such Purchaser, 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: (i) any encumbrances or charges created by the Order of the Honourable Justice Wilton-Siegel dated January 22, 2024; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) and/or the *Repair and Storage Liens Act* (Ontario) 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 such Purchased Assets are hereby expunged and discharged as against such Purchased Assets.

3. 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 at the Auction shall stand in the place and stead of the Purchased Assets sold at the Auction, and that from and after the delivery of a Purchaser's Bill of Sale all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets sold at the Auction and described in such Purchaser's Bill of Sale with the same priority as they had with respect to such Purchased Assets immediately prior to their sale at the Auction, as if such Purchased Assets had not been sold at the Auction and remained in the possession or control of the person having that possession or control immediately prior to their sale at the Auction.

4. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

the vesting of the each of the Purchased Assets in its respective Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, 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.

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 Receiver 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

6. THIS COURT ORDERS that this Order and all of its provisions are effective from the date of this Order and is enforceable without any need for entry or filing.

A handwritten signature in blue ink is written over a solid horizontal line. The signature is cursive and appears to read "Conway J."

Justice, Ontario Superior Court of Justice
(Commercial List)

ROYAL BANK OF CANADA

v.

TRANS EMERGE TRANSPORT INC.

Applicant

Respondent

Court File No. CV-24-00712328-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT
TORONTO, ONTARIO

ORDER

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