

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE

)

MONDAY, THE 15th

JUSTICE HAINEY

)

DAY OF JUNE, 2020

)

BETWEEN:



ROYAL BANK OF CANADA

Applicant

- and -

DEAN MYERS CHEVROLET LIMITED and 1125278 ONTARIO LIMITED

Respondents

APPROVAL AND VESTING ORDER

THIS MOTION, made by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Dean Myers Chevrolet Limited ("**DMCL**") and 1125278 Ontario Limited (collectively, the "**Debtors**") for an order approving the sale transaction (the "**Transaction**") contemplated by an Asset Purchase Agreement (the "**Sale Agreement**") between the Receiver and 2010197 Ontario Ltd. (the "**Purchaser**") dated April 28, 2020, and vesting in the Purchaser all of DMCL's right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**"), was heard this day at 330 University Avenue, Toronto, Ontario by judicial videoconference via Zoom.

ON READING the Notice of Motion dated June 9, 2020, the First Report of the Receiver dated March 19, 2020, the Confidential Report to the First Report dated March 19, 2020, and the

Second Report of the Receiver dated June 9, 2020, 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 affidavit of Lindsay Provost sworn June 9, 2020 filed:

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale 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 Transaction and for the conveyance of the Purchased Assets to the Purchaser.
2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "**Receiver's Certificate**"), all of DMCL's right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the 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 Hainey dated February 12, 2020; (ii) all charges, security interests or claims evidenced 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.
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 shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets 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.

4. THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

5. 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 DMCL and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of DMCL;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on Baigel Corp., as Licensed Insolvency Trustee of DMCL, and/or any subsequent trustee in bankruptcy that is or may be appointed in respect of DMCL and shall not be void or voidable by creditors of DMCL, 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.

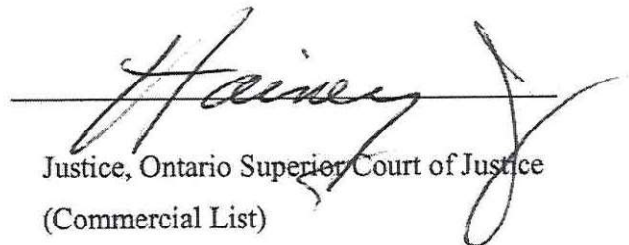
6. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, 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.

7. THIS COURT ORDERS that this order is effective from today's date and is in full force and effect, and is enforceable without the need for entry and filing.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JUN 16 2020

PER / PAR:



Justice, Ontario Superior Court of Justice
(Commercial List)

Schedule A – Form of Receiver's Certificate

Court File No. CV-20-00636095-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

ROYAL BANK OF CANADA

Applicant

- and -

DEAN MYERS CHEVROLET LIMITED and 1125278 ONTARIO LIMITED

Respondents

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Hailey of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated February 20, 2020, Deloitte Restructuring Inc. was appointed as the receiver (the "Receiver") of the undertaking, property and assets of Dean Myers Chevrolet Limited ("DMCL") and 1125278 Ontario Limited (collectively, the "Debtors").

B. Pursuant to an Order of the Court dated [DATE], the Court approved the agreement of purchase and sale made as of April 28, 2020 (the "Sale Agreement") between the Receiver and 2010197 Ontario Ltd. (the "Purchaser") and provided for the vesting in the Purchaser of DMCL's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver 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 Articles 3 and 4 of the Sale Agreement have been

satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received 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 Articles 3 and 4 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

**DELOITTE RESTRUCTURING INC., in its
capacity as Court-appointed Receiver of Dean
Myers Chevrolet Limited and 1125278
Ontario Limited, and not in its personal or
corporate capacity**

Per: _____
Name:
Title:

ROYAL BANK OF CANADA

-and-

DEAN MYERS CHEVROLET LIMITED and 1125278 ONTARIO
LIMITED
Respondents

Applicant

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

PROCEEDING COMMENCED AT
TORONTO

RECEIVER'S DISCHARGE CERTIFICATE

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Court-appointed Receiver of Dean Myers Chevrolet Limited
and 1125278 Ontario Limited

ROYAL BANK OF CANADA

-and-

DEAN MYERS CHEVROLET LIMITED and 1125278 ONTARIO LIMITED

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**SUPERIOR COURT OF JUSTICE
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TORONTO**

APPROVAL AND VESTING ORDER

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Lawyers for Deloitte Restructuring Inc., in its capacity as
Court-appointed Receiver of Dean Myers Chevrolet Limited
and 1125278 Ontario Limited

June 15/2020

Re RBC v. DEAN MYERS

- ① This motion was heard by videoconference in accordance with the changes in the operation of the Commercial List in light of the Covid-19 crisis and the Chief Justice's Notices to the Profession.
 - ② I am satisfied that this motion, which is not opposed, should be granted on the terms of the attached Approval and Vesting Order and ancillary order.
 - ③ These orders are effective today and do not need to be entered.
- Hansley J.