

Court File No. CV-21-00658065-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)	WEDNESDAY, THE 23RD
)	
JUSTICE WILTON-SIEGEL)	DAY OF JUNE, 2021

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

BETWEEN:

THE TORONTO-DOMINION BANK

Applicant

- and -

TOOLPLAS SYSTEMS INC. AND TOOL PROCESSING SOLUTIONS INC.

Respondents

DISTRIBUTION ORDER

THIS MOTION, made by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of the undertaking, property and assets of Toolplas Systems Inc. and Tool Processing Solutions Inc. (together, the "**Debtors**") for an order (i) authorizing the distributions to The Toronto-Dominion Bank ("**TD**") as described in the Second Report of the Receiver dated June 14, 2021 (the "**Second Report**"), and (ii) approving the activities of the Receiver and fees of the Receiver and its counsel, was heard this day via judicial video conference due to the COVID-19 pandemic.

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ON READING the Second Report, the Fee Affidavit of Jordan Sleeth sworn June 11, 2021 (the "**Sleeth Affidavit**"), and the Fee Affidavit of Grant Moffat sworn June 10, 2021 (the "**Moffat Affidavit**"), and on hearing submissions from counsel to the Receiver, and counsel to those parties listed on the counsel list for today's hearing, and no one else appearing for any other interested person, although duly served as evidenced by the Affidavit of Service of Rachel Bengino sworn June 21, 2021, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby validated so that this Motion was properly returnable on June 23, 2021, and hereby dispenses with further service thereof.

DEFINED TERMS

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined herein have the meanings attributed to them in the Second Report.

DISTRIBUTION

3. **THIS COURT ORDERS** that the Receiver is authorized and directed to distribute up to \$9,500,000 to TD in partial satisfaction of TD's secured claim against the Debtors.

4. **THIS COURT ORDERS** that the Receiver is authorized and directed to make future distributions of the proceeds of the Property to TD as the Receiver deems appropriate up to the amount of the TD Secured Indebtedness.

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

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

the distributions set out in paragraphs 3 and 4 of this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of either of the Debtors and shall not be void or voidable by creditors of the Debtors, 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.

APPROVAL OF ACTIVITIES OF THE RECEIVER

6. **THIS COURT ORDERS** that the Second Report and the activities, decisions and conduct of the Receiver as set out in the Second Report are hereby authorized and approved; provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

7. **THIS COURT ORDERS** that the Receiver's statement of interim receipts and disbursements for the period April 10, 2021 to June 4, 2021, as set out in the Second Report and attached as Appendix "E" to the Second Report, is hereby approved.

APPROVAL OF FEES OF THE RECEIVER AND ITS COUNSEL

8. **THIS COURT ORDERS** that the professional fees and disbursements of the Receiver for the period between March 29, 2021 to May 31, 2021, in the amount of \$354,508.58, plus Harmonized Sales Tax ("HST") of \$46,086.11, for a total of \$400,594.69, as further set out in the Second Report and the Sleeth Affidavit attached as Appendix "F" to the Second Report, are hereby approved.

9. **THIS COURT ORDERS** that the professional fees and disbursements of Thornton Grout Finnigan LLP, counsel to the Receiver, for the period between April 1, 2021 to May 31, 2021, in the amount of \$139,922.87, plus HST of \$18,141.26, for a total of \$158,064.13, as further set out in the Second Report and the Moffat Affidavit attached as Appendix "G" to the Second Report, are hereby approved.

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GENERAL

10. **THIS COURT ORDERS** that this Order is effective from the date that it is made and is enforceable without any need for entry and filing.

11. **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.

W. R. - H. J.

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985 C. B-3 AS AMENDED AND
SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, C. C-43, AS AMENDED
AND
THE TORONTO-DOMINION BANK
-and-
TOOLPLAS SYSTEMS INC. AND TOOL PROCESSING
SOLUTIONS INC.**

Applicant

Respondents

Court File No. CV-21-00658065-00CL

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SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

DISTRIBUTION ORDER

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