Court File Number:	
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#### Superior Court of Justice Commercial List

## FILE/DIRECTION/ORDER

RE VA	UE FOAM INDUST	RIFS
	AND	Plaintiff(s)
		Defendant(s)
Case Management 🗌 Yes 🔲 No by	Judge:	
Counsel	Telephone No.:	Facsimile No.:
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5. Wolput of Bayer		
	oftelo (Indbord)	
☐ Order ☐ Direction for Registrar (☐ Above action transferred to the Com	(No formal order need be mercial List at Toronto (No	taken out) formal order need be taken out)
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Additional Pages () 4(2)		Judge's Signature  D.MB.Pown J.
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Court File Number: <u>ev-12-9545-00CL</u>

#### Superior Court of Justice Commercial List

### FILE/DIRECTION/ORDER

Judges Endorsement Continued	
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signed.	
age 2 of 2 Judges Initials 5	

# ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VALLE FOAM INDUSTRIES (1995) INC., DOMFOAM INTERNATIONAL INC. and A-Z SPONGE & FOAM PRODUCTS LTD.

(the "Applicants")

# UNOFFICIAL TRANSCRIPTION OF THE ENDORSEMENT OF JUSTICE BROWN

Mar 6/12

- R. Slattery and S. Nassabi for company
- D. Nunes for Monitor
- S. Wolpert for Bayer
- E. Turkienicz for 631400 Ontario (landlord)

No one opposes the proposed 3 sales.

A sale may be authorized under the <u>CCAA</u> in the absence of a plan: <u>Nortel Networks</u>, (2009) 55 CBR (5<sup>th</sup>) 229 (Ont. SCJ), para. 48. The criteria set out in <u>CCAA</u> s. 36 govern.

I have reviewed the Motion Record, the Monitor's 3<sup>rd</sup> Report and the Confidential Supplement. I am satisfied that there has been substantial

compliance with the sales process approved in the Jan 27/12 order. Multiple offers were obtained for each of the 3 companies. The Applicants propose approval of the highest bid for each company's assets. The sales will preserve each of the 3 businesses as going concerns, with the retention of substantial employment. The Monitor recommends each proposed sale and opines that the proposed sales would be more beneficial to the creditors than a sale or disposition under bankruptcy. The Monitor is of the view that the consideration under each sale is fair and reasonable. I have reviewed the detailed reasons advanced by the Monitor in support of its view that the proposed sales satisfy the criteria contained in <u>CCAA</u> s. 36. I accept the Monitor's recommendations regarding the sales and I approve the 3 sales. A sealing order is granted.

The fees sought by the Monitor, including legal fees, are reasonable. I approve those fees and the activities described in the 3<sup>rd</sup> report.

The requested extension of the stay until June 30/12 is reasonable and I grant it.

Orders to go in accordance with drafts filed which I have signed.

Brown, J.