

Court File No. CV-21-00664429-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE
JUSTICE CONWAY

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FRIDAY, THE 21st DAY
OF JANUARY, 2022

BETWEEN:

THE TORONTO-DOMINION BANK

Applicant



- and -

CERTUS AUTOMOTIVE INC. and KEEN POINT INTERNATIONAL INC.

Respondents

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243 OF THE
BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3, AS AMENDED AND
SECTION 101 OF THE COURTS OF JUSTICE ACT, RSO 1990, c 43, AS AMENDED

APPROVAL ORDER

THIS MOTION, made by Deloitte Restructuring Inc. ("**Deloitte**"), in its capacity as the court-appointed receiver and manager (the "**Receiver**") of Certus Automotive Inc. and Keen Point International Inc. (collectively, the "**Debtors**"), for an order,

- (a) abridging the time for service of the Notice of Motion dated January 18, 2022 (the "**Notice of Motion**") and the Motion Record dated January 18, 2022 (the "**Motion Record**") herein and validating service thereof;
- (b) amending Section 3(k)(i) of the receivership order dated June 25, 2021 (the "**Receivership Order**") to increase the monetary sale thresholds contemplated therein;

- (c) approving the second report of the Receiver dated January 18, 2022 (the “**Second Report**”), and the activities of the Receiver as described therein;
- (d) ordering that the confidential supplement to the Second Report of the Receiver appended to the Second Report, and its corresponding schedules (collectively, the “**Confidential Supplement**”), be sealed from the public record up and until further Order of the Court;
- (e) approving the fees and disbursements of the Receiver as set out in the affidavit of Jordan Sleeth sworn January 17, 2022 (the “**Sleeth Affidavit**”), and the fees and disbursements of the Receiver’s counsel, Dentons Canada LLP (“**Dentons**”), as set out in the affidavit of Robert Kennedy sworn January 17, 2022 (the “**Kennedy Affidavit**”, and together with the Sleeth Affidavit, the “**Fee Affidavits**”);
- (f) approving the Receiver’s statement of receipts and disbursements for the period of August 4, 2021 to December 31, 2021 (the “**Interim R&D**”); and
- (g) such further and other grounds as counsel may advise and this Honourable Court may permit;

was heard this day by video conference.

ON READING the Motion Record, the Second Report, together with the Confidential Supplement its corresponding schedules, 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 Amanda Campbell sworn January 18, 2022, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service 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.

RECEIVERSHIP ORDER AMENDMENT

2. **THIS COURT ORDERS** that the monetary sale thresholds set forth at section 3(k)(i) of the Receivership Order, being “\$800,000” and “\$1,500,000”, are hereby increased and amended to “CA \$1,500,000” and “CA \$3,000,000”, respectively.

SEALING

3. **THIS COURT ORDERS** that the Confidential Supplement, together with the corresponding schedules, shall be sealed, kept confidential and not form part of the public record, but shall be placed separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order up and until further order of the Court.

RECEIVER’S ACTIVITIES

4. **THIS COURT ORDERS** that the Second Report, the Confidential Supplement and the activities of the Receiver, as described in the Second Report and the Confidential Supplement, are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and Dentons, as set out in the Second Report and in the Fee Affidavits, are hereby approved.

6. **THIS COURT ORDERS** that the Interim R&D is hereby approved.



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CERTUS AUTOMOTIVE INC., et :

THE TORONTO-DOMINION BANK

- and -

Applicant

Responder

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
PROCEEDING COMMENCED AT TORONTO
APPROVAL ORDER

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Court-appointed Receiver and Manager of Certus
Automotive Inc. and Keen Point International Inc.*