

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

REGISTRAR) WEDNESDAY , THE 21st
AMARESH BHASKARAN)
) DAY OF FEBRUARY, 2024

ENLIGHTENED FUNDING CORPORATION

Applicant

- and -

**VELOCITY ASSET AND CREDIT CORPORATION AND 926749
ONTARIO LTD. O/A CLONSILLA AUTO SALES AND LEASING**

Respondents

**IN THE MATTER OF AN APPLICATION UNDER SECTION 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***

VESTING ORDER

THIS MOTION, made by Deloitte Restructuring Inc. ("**Deloitte**") in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**") without security, of all of the present and future assets, undertakings and real and personal property of Velocity Asset and Credit Corporation ("**Velocity**") and of 926749 Ontario Ltd. (the "**Dealer**" and together with Velocity, the "**Debtors**"), for an order, amongst other things, vesting the Debtors' right, title and interest in certain vehicles sold by the Receiver at public auction (the "**Purchased Vehicles**") to the purchasers of the Purchased Vehicles (each, a "**Purchaser**") free and clear of any encumbrances, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report (including the appendices thereto) of the Receiver dated January 15, 2024 (the "**Second Report**"), paragraph 6 of the Order of Justice Conway dated January 19, 2024 made in this proceeding, and on hearing the submissions of counsel for the

Receiver and such other counsel as were present, no one appearing for any other person on the Service List, as appears from the affidavit of service, filed,

SERVICE AND DEFINITIONS

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 Application is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS AND DECLARES** that all terms not otherwise defined herein shall have the meaning ascribed to them in the Second Report.

TRANSACTIONS

3. **THIS COURT ORDERS AND DECLARES** that all of the Debtors' right, title and interest in and to the Purchased Vehicles listed on Schedule "A" hereto shall vest absolutely in the respective Purchasers, 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 Conway made December 8, 2023 (the "**Receivership Order**"); and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) (the "**PPSA**") or any other personal property registry system, and, for greater certainty, this Court orders that all the Claims affecting or relating to such Purchased Vehicles are hereby expunged and discharged as against such Purchased Assets.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Vehicles shall stand in the place and stead of the Purchased Vehicles sold at public auction, and that all Claims shall attach to such net proceeds from the sale of the Purchased Vehicles sold at public auction with the same priority as they had with respect to such Purchased Vehicles immediately prior to their sale, as if such

Purchased Vehicles had not been sold and remained in the possession or control of the person having that possession or control immediately prior to their sale.

5. **THIS COURT ORDERS** that the Receiver is hereby authorized and empowered to discharge, delete and expunge all registrations or liens in respect of Claims against the Purchased Vehicles pursuant to the PPSA or any other personal property registry system, without further order of this Court.

6. **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 Debtors;

the vesting of each of the Purchased Vehicles in its respective Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that is now or 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.

GENERAL

7. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

8. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

9. **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. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Trustee and its agents as may be necessary or desirable to give effect to this Order or to assist the Trustee and its agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that this Order is effective as of 12:01 a.m. Toronto Time on the date of this Order and is enforceable without the need for entry and filing.

Signature of Registrar

SCHEDULE "A"
Purchased Vehicles

MAKE	MODEL	VIN
DODGE	RAM 1500	1D7RV1GT2BS572165
JEEP	GRAND CHEROKEE	1C4RJFBG5EC192202
RAM	1500 SPORT	1C6RR7MT4DS645567
SUBARU	LEGACY LIMITED	4S3BMGL69B3244270
RAM	1500 SPORT	1C6RR7MT3FS733562
FORD	F150 SUPER CAB	1FTEX1C85GFB57278
INFINITY	QX80	JN8AZ2NCXE9351207
FORD	ESCAPE SE	1FMCU0GX1DUA08431
DODGE	JOURNEY R/T	3C4PDDEG8DT518799
DODGE	GRAND CARAVAN	2D4RN4DE7AR226858
DODGE	RAM 1500 SPORT	1C6SRFTT2KN552197
JEEP	LIBERTY SPORT	1C4PJMAKXCW101955
CHRYSLER	TOWN & COUNTRY	2C4RC1BG5CR317328
CHEVROLET	SILVERADO C1500	3GCPCREA1BG285110
GMC	NEW SIERRA C 1500	2GTEC19V951133532
NISSAN	ROGUE SV	JN8AS5MT7BW174345
CHEVROLET	SPARK LS	KL8CA6SA1GC582923
GMC	SIERRA	2GTEK13M271535818
DODGE	JOURNEY	3C4PDCCG1GT116236
FORD	F250	1FT7W2BT5BEA48874
LAND ROVER	LR4	SALAK2V60GA807574
CHEVORLET	SUBURBAN K1500	1GNSKJKCXFR659974
DODGE	GRAND CARAVAN	2C4RDGDG1ER350584
DODGE	GRAND CARAVAN	2C4RDGDG8CR114043
RAM	1500	1D7RV1GT9BS700157
CHEVROLET	AVEO	3G1TC5DE8AL142665
DODGE	JOURNEY	3D4GG57V29T578712
CHEVROLET	SILVERADO	3GCRKREAXAG228866
RAM	1500	1C6RD7FP3CS226820
AUDI	A6	WAUDG74F25N081613
JAGUAR	XK	SAJDA44B475B02873
CHEVROLET	AVALANCHE	3GNVKFE08AG141544

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Court File No.: CV-23-00707330-00CL

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

Proceedings commenced in Toronto

VESTING ORDER

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