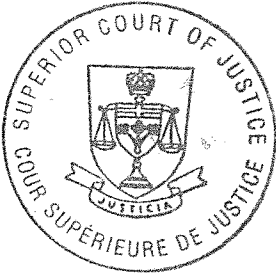


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)
JUSTICE HAINES)

FRIDAY, THE 11TH
DAY OF OCTOBER, 2019



IN THE MATTER OF THE NOTICES OF INTENTION TO
MAKE A PROPOSAL OF ORBCARE INC., AND
PARISCRIBE INC., CORPORATIONS INCORPORATED
UNDER THE *CANADA BUSINESS CORPORATIONS ACT*,
AND ORBCARE US, INC. A CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF
DELAWARE IN THE UNITED STATES OF AMERICA

APPROVAL AND VESTING ORDER

THIS MOTION, made by OrbCare Inc., Pariscribe Inc. and OrbCare US, Inc. (collectively the "**Companies**") for an order approving the sale transaction (the "**Transaction**") contemplated by an asset purchase agreement (the "**APA**") between the Companies and 2720631 Ontario Inc (the "**Purchaser**") dated August 8, 2019 and appended to the Fifth Report of the MNP Ltd. (the "**Proposal Trustee**") in its capacity as the trustee of the proposals of the Companies dated October 8, 2019 (the "**Fifth Report**"), and vesting in the Purchaser the Companies' right, title and interest in and to the assets described in the APA (the "**Purchased Assets**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Companies' Motion Record and the Fifth Report and on hearing the submissions of counsel for the Companies and the Proposal Trustee, and any other party as indicated on the counsel slip, and no one appearing for any other person on the service list, although properly served as appears from the affidavit of service R. Brendan Bissell sworn October 8, 2019, filed:

1. THIS COURT ORDERS that the time for service of the Motion Record in respect of this motion and the Fifth Report is hereby abridged and validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.

2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Companies is hereby authorized and approved, with such minor amendments as the Companies with the consent of the Proposal Trustee may deem necessary. The Companies are 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.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Proposal Trustee's certificate to the Purchaser substantially in the form attached as **Schedule A** hereto (the "**Proposal Trustee's Certificate**"), the Purchased Assets described in the Sale Agreement, including (i) all of the Companies' right, title and interest in 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 Orders of the Honourable Justice Hainey dated June 25, 2019 or the Honourable Justice Dietrich dated August 1, 2019; (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; and (iii) those Claims listed on **Schedule B** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule C**) 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.

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 Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Proposal Trustee'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.

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

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 Companies and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Companies;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Companies and shall not be void or voidable by creditors of the Companies, 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.

7. THIS COURT ORDERS that, notwithstanding anything to the contrary in this Order, the Purchased Assets shall not be sold free and clear of any claims related to Purchaser's use of any NilRead software or other intellectual property owned by Hyland Software, Inc. after the date of closing of the Transaction as evidenced by the Proposal Trustee's Certificate.

8. 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 Proposal Trustee and their agents in carrying out the terms of

Schedule A – Form of Receiver’s Certificate

Estate No. 31-2516167

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE NOTICES OF INTENTION TO
MAKE A PROPOSAL OF ORBCARE INC., AND
PARISCRIBE INC., CORPORATIONS INCORPORATED
UNDER THE *CANADA BUSINESS CORPORATIONS ACT*,
AND ORBCARE US, INC. A CORPORATION
INCORPORATED UNDER THE LAWS OF THE STATE OF
DELAWARE IN THE UNITED STATES OF AMERICA

PROPOSAL TRUSTEE’S CERTIFICATE

RECITALS

A. Pursuant to Notices of Intention to Make a Proposal of OrbCare Inc. dated May 28, 2019, July 26, 2019 and July 29, 2019 by OrbCare Inc., Pariscribe Inc. and OrbCare US, Inc. (collectively the “**Companies**”) respectively pursuant to the *Bankruptcy and Insolvency Act* (the “**BIA**”) MNP Ltd. (the “**Proposal Trustee**”) was appointed as the trustee of the proposal of the Companies.

B. Pursuant to an Order of the Court dated October 11, 2019, the Court approved the asset purchase agreement made as of August 8, 2019 (the “**APA**”) between the Companies and 2720631 Ontario Inc. (the “**Purchaser**”) and provided for the vesting in the Purchaser of the Companies’ 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 Proposal Trustee 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 section 6 of the APA have been satisfied or waived by the Companies and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Proposal Trustee.

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

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser has paid and the Companies have received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the APA;
2. The conditions to Closing as set out in section 6 of the APA have been satisfied or waived by the Companies and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee at _____ [TIME] on _____ [DATE].

MNP Ltd., in its capacity as trustee of the proposals of OrbCare Inc., Pariscribe Inc. and OrbCare US, Inc. and not in its personal capacity

Per: _____
Name: Sheldon Title
Title: Senior Vice President

Schedule B – Encumbrances to be deleted and expunged

1. A registration pursuant to the *Personal Property Security Act* (the “PPSA”) by Emmanuel Abraham and Dejan Dimitrijevic against Pariscribe Inc. bearing registration no. 20090615 1154 1862 9090.

Schedule C – Permitted Encumbrances
(unaffected by the Vesting Order)

[None].

IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL
OF ORBCARE INC. AND PARISCRIIBE INC., CORPORATIONS
INCORPORATED UNDER THE CANADA BUSINESS CORPORATIONS ACT, AND
ORBCARE US, INC. A CORPORATION INCORPORATED UNDER THE LAWS
OF THE STATE OF DELAWARE IN THE UNITED STATES OF AMERICA

Estate File No. 31-2516167

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced in TORONTO

APPROVAL AND VESTING ORDER

GOLDMAN SLOAN NASH & HABER LLP
480 University Avenue, Suite 1600
Toronto (ON) M5G 1V2

R. Brendan Bissell (LSO# 40354V)
Tel: 416-597-6489
Email: bissell@gsnh.com

Lawyers for OrbCare Inc. PariscrIBE Inc. and
OrbCare US, Inc.