

**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**

**MOTION RECORD
(returnable October 11, 2019
for an Approval and Vesting Order)**

DATE: October 8 , 2019

GOLDMAN SLOAN NASH & HABER LLP

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Toronto (ON) M5G 1V2

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TO: THE SERVICE LIST

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Tab 1

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**

**NOTICE OF MOTION
(returnable October 11, 2019
for an Approval and Vesting Order)**

OrbCare Inc. (“**OrbCare**”), Pariscribe Inc. (“**Pariscribe**”) and OrbCare US, Inc. (“**OrbCare US**”, and together with OrbCare and Pariscribe, the “**Companies**”) will make a motion to a judge of the Commercial List at 330 University Avenue, Toronto, Ontario, on Friday, October 11, 2019, at 10:00 a.m. or as soon thereafter as the motion can be heard.

THE PROPOSED METHOD OF HEARING: The motion is to be heard

- ~~in writing under subrule 37.12.1(1) because it is made without notice;~~
- ~~in writing as an opposed motion under subrule 37.12.1(4); or~~
- orally.

THE MOTION IS FOR AN ORDER:

- a) If necessary, abridging the time for service of the Notice of Motion and Motion Record in respect of this motion and dispensing with further service thereof;
- b) Approving the asset purchase agreement dated August 8, 2019 (the “**APA**”) between the Companies and iGan Partners Inc. (“**iGan**”), in trust for a company to be incorporated, as purchaser (the “**Purchaser**”) to purchase substantially all of the Companies’ assets and assume certain contracts and employees of the Companies (the

“Purchased Assets”);

- c) Vesting the Purchased Assets in the Purchaser; and
- d) such further and other relief as counsel may request and this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

Background, DIP funding and extension of NOI proceedings

- (a) On May 28, 2019, OrbCare filed a Notice of Intention to Make a Proposal (“**NOI**”) pursuant to the BIA for which MNP Ltd. (“**MNP**”) is the Proposal Trustee;
- (b) On June 25, 2019, the Honourable Justice Haaney granted OrbCare’s motion for an order extending to August 12, 2019 the time for the Proposal Trustee to file a proposal on behalf of OrbCare, authorizing OrbCare to obtain and borrow under a credit facility (the “**Credit Facility**”) from iGan, and granting in favour of iGan a charge (the “**DIP Lender’s Charge**”) on OrbCare’s property;
- (c) On July 26, 2019 and July 29, 2019 respectively, Pariscribe and OrbCare US each filed an NOI for which MNP is the Proposal Trustee;
- (d) On August 1, 2019 the Honourable Justice Dietrich:
 - (i) granted OrbCare’s motion for an order procedurally consolidating the Companies’ NOI proceedings and approving an amended and restated term sheet with regard to the Credit Facility adding Pariscribe and OrbCare US as borrowers thereunder;
 - (ii) granted Pariscribe and OrbCare US’ respective motions for orders authorizing Pariscribe and OrbCare US to borrow under the Credit Facility and extending the DIP Lender’s Charge to attach to Pariscribe and OrbCare US’ property; and

- (iii) granted the Companies' motions for orders extending the time for the Proposal Trustee to file a proposal on behalf of each of the Companies to September 26, 2019;
- (e) A further order extending the time for the Proposal Trustee to file a proposal on behalf of each of the Companies to November 12, 2019 was granted by the Honourable Justice Pattillo on September 25, 2019;

The Sale Process

- (a) On August 14, 2019 the Honourable Justice Penny granted the Companies' motion for an order approving a "stalking horse" sale process (the "**Sale Process**") and approving the APA entered into among the Companies and iGan for the purpose of constituting the "stalking horse" bid within the Sale Process;
- (b) The Sale Process commenced on August 15, 2019 and was carried out in accordance with the approved terms;
- (c) The bid deadline under the Sale Process was September 27, 2019 and upon the expiration of the bid deadline, no qualified bids were submitted;
- (d) As such, the APA was declared the "successful bid" in the Sale Process;
- (e) The APA has not changed or been amended since it was entered into on August 8, 2019, and filed with this Court in connection with the motion for approval of the Sale Process;
- (f) The market has been fully canvassed and no further marketing of the assets being sold under the APA would result in a more favourable transaction;

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) The Fifth Report of the Proposal Trustee, to be filed; and

[4]

- (b) Such further and other evidence as counsel may advise and this Honourable Court may permit.

DATE: October 7, 2019

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

TO: THE SERVICE 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**

Estate File No. 31-2516167

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced in TORONTO**

**NOTICE OF MOTION
(returnable October 11, 2019
for an Approval and Vesting Order)**

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

Tab 2

Estate No. 31-2516167

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

THE HONOURABLE) FRIDAY, THE 11TH
)
JUSTICE) 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 iGan Partners Inc. in trust for ■ a company to be incorporated [insert name of entity when iGan advises] (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 ■ sworn October ■, 2019, filed:

- 2 -

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

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 iGan Partners Inc. in trust for a company to be incorporated ■ **[insert name of company when advised by iGan]** 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.

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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
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Estate File No. 31-2516167

**ONTARIO
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APPROVAL AND VESTING ORDER)

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

Tab 3

Revised: January 21, 2014

Court File ~~Estate~~ No. ——— 31-2516167

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

THE HONOURABLE ~~████~~) ~~ΩEEKAAΨ~~ FRIDAY, THE # 11TH
JUSTICE ~~████~~) DAY OF ~~MONTH~~ OCTOBER, ~~20ΨΨ~~ 2019

~~BETWEEN:-~~

~~PLAINTIFF~~

Plaintiff

~~—and—~~

~~DEFENDANT~~

Defendant

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

APPROVAL AND VESTING ORDER

THIS MOTION, made by ~~[RECEIVER'S NAME]~~ in its capacity as the Court appointed receiver (the "Receiver") of the undertaking, property and assets of ~~[DEBTOR]~~ (the "~~Debtor~~" 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 of purchase and sale (the "~~Sale Agreement~~") between the Receiver and ~~[NAME OF PURCHASER~~ APA) between the Companies and iGan Partners Inc. in trust for ~~█~~ a company to

be incorporated [insert name of entity when iGan advises] (the "Purchaser") dated [DATE] August 8, 2019 and appended to the Fifth Report of the Receiver dated [DATE] 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 Debtor's Companies' right, title and interest in and to the assets described in the Sale Agreement 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 Receiver, [NAMES OF OTHER PARTIES APPEARING], 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 [NAME] service ■ sworn [DATE] October ■, 2019, filed¹:

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,² and the execution of the Sale Agreement by the Receiver³ Companies is hereby authorized and approved, with such minor amendments as the Receiver Companies with the consent of the Proposal Trustee may deem necessary. The Receiver is 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 Receiver² Proposal Trustee's certificate to the Purchaser substantially in the form attached as

¹ This model order assumes that the time for service does not need to be abridged. The motion seeking a vesting order should be served on all persons having an economic interest in the Purchased Assets, unless circumstances warrant a different approach. Counsel should consider attaching the affidavit of service to this Order.

² In some cases, notably where this Order may be relied upon for proceedings in the United States, a finding that the Transaction is commercially reasonable and in the best interests of the Debtor and its stakeholders may be necessary. Evidence should be filed to support such a finding, which finding may then be included in the Court's endorsement.

³ In some cases, the Debtor will be the vendor under the Sale Agreement, or otherwise actively involved in the Transaction. In those cases, care should be taken to ensure that this Order authorizes either or both of the Debtor and the Receiver to execute and deliver documents, and take other steps.

Schedule A hereto (the "~~Receiver~~Proposal Trustee's Certificate"), the Purchased Assets described in the Sale Agreement, including (i) all of the Debtor's Companies' right, title and interest in and to the the Purchased Assets described in the Sale Agreement ~~[and listed on Schedule B hereto]~~⁴ 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**"⁵) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the ~~Order~~Order of the Honourable Justice ~~[NAME] dated [DATE]~~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 D~~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.

~~3. — THIS COURT ORDERS that upon the registration in the Land Registry Office for the [Registry Division of {LOCATION}] of a Transfer/Deed of Land in the form prescribed by the Land Registration Reform Act duly executed by the Receiver][Land Titles Division of {LOCATION}] of an Application for Vesting Order in the form prescribed by the Land Titles Act and/or the Land Registration Reform Act~~⁶, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule B hereto (the "Real Property") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule C hereto.

⁴To allow this Order to be free-standing (and not require reference to the Court record and/or the Sale Agreement), it may be preferable that the Purchased Assets be specifically described in a Schedule.

⁵The "Claims" being vested out may, in some cases, include ownership claims, where ownership is disputed and the dispute is brought to the attention of the Court. Such ownership claims would, in that case, still continue as against the net proceeds from the sale of the claimed asset. Similarly, other rights, titles or interests could also be vested out, if the Court is advised what rights are being affected, and the appropriate persons are served. It is the Subcommittee's view that a non-specific vesting out of "rights, titles and interests" is vague and therefore undesirable.

⁶Elect the language appropriate to the land registry system (Registry vs. Land Titles).

4. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds⁷ 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 Receiver'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 sale⁸, 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 Receiver'Proposal Trustee to file with the Court a copy of the Receiver'Proposal Trustee's Certificate, forthwith after delivery thereof.

~~6. — THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada Personal Information Protection and Electronic Documents Act, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Company's records pertaining to the Debtor's past and current employees, including personal information of those employees listed on Schedule "●" to the Sale Agreement. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.~~

6. ~~7.~~ 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'Companies and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor'Companies;

⁷~~The Report should identify the disposition costs and any other costs which should be paid from the gross sale proceeds, to arrive at "net proceeds".~~

⁸~~This provision crystallizes the date as of which the Claims will be determined. If a sale occurs early in the insolvency process, or potentially secured claimants may not have had the time or the ability to register or perfect proper claims prior to the sale, this provision may not be appropriate, and should be amended to remove this crystallization concept.~~

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 DebtorCompanies and shall not be void or voidable by creditors of the DebtorCompanies, 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.

~~8. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).~~

7 ~~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 and to assist the ReceiverProposal Trustee and ~~its~~their 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 ReceiverProposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the ReceiverProposal Trustee and its agents in carrying out the terms of this Order.

Revised: January 21, 2014

Schedule A ~~—~~ Form of Receiver~~'~~s Certificate

Court File No. _____ 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

~~BETWEEN:~~

~~PLAINTIFF~~

Plaintiff

~~—and—~~

~~DEFENDANT~~

Defendant

~~RECEIVER'~~PROPOSAL TRUSTEE'S CERTIFICATE

RECITALS

A. Pursuant to ~~an Order of the Honourable [NAME OF JUDGE] of the Ontario Superior Court of Justice (the "Court") dated [DATE OF ORDER], [NAME OF RECEIVER] was appointed as the receiver (the "Receiver") of the undertaking, property and assets of [DEBTOR] (the "Debtor").~~ 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 proposasl of the Companies.

B. Pursuant to an Order of the Court dated ~~[DATE]~~October 11, 2019, the Court approved the asset purchase agreement ~~of purchase and sale~~ made as of ~~[DATE OF AGREEMENT]~~August 8, 2019 (the "Sale Agreement") ~~between the Receiver [Debtor] and [NAME OF PURCHASER] (the "Purchaser")~~APA) ~~between the Companies and iGan Partners Inc. in trust for a company to be incorporated~~ ■ [insert name of company when advised by iGan] and provided for the vesting in the Purchaser of the Debtor's 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 ReceiverProposal 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 Sale AgreementAPA have been satisfied or waived by the ReceiverCompanies and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the ReceiverProposal Trustee.

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

THE RECEIVERPROPOSAL TRUSTEE CERTIFIES the following:

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

~~[NAME OF RECEIVER]~~ MNP Ltd., in its capacity as ~~Receiver of the undertaking, property and assets of [DEBTOR],~~ 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 — Purchased Assets~~

~~Schedule C — Claims — Encumbrances~~ to be deleted and expunged ~~from title to Real Property~~

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.

[2]

2.

**Schedule ~~D-C~~ - Permitted Encumbrances, ~~Easements and Restrictive Covenants~~
related to the Real Property**

(unaffected by the Vesting Order)

[None]

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

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

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

Document comparison by Workshare Professional on Tuesday, October 08, 2019 8:03:18 AM

Input:	
Document 1 ID	file://U:\BBissell\Orbcare Inc - 101401.0001\Pleadings\Motion (Sale Approval)\approval-and-vesting-order-EN.doc
Description	approval-and-vesting-order-EN
Document 2 ID	file://U:\BBissell\Orbcare Inc - 101401.0001\Pleadings\Motion (Sale Approval)\Approval and Vesting Order v. 1.docx
Description	Approval and Vesting Order v. 1
Rendering set	Standard no moves

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Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	103

Total changes	218
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Tab 4

September 23, 2019

Estates 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**

SERVICE LIST

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---	--

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Registered secured creditor of Pariscribe Inc.

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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

Estate File No. 31-2516167

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced in TORONTO

MOTION RECORD
(returnable October 11, 2019
for an Approval and Vesting Order)

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