

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF  
ALFACON SOLUTIONS LIMITED  
OF THE TOWN OF MILTON, IN THE PROVINCE OF ONTARIO

**MOTION RECORD  
(Returnable November 1, 2018)**

OCTOBER 30, 2018

**PALLET VALO LLP**  
Lawyers & Trade-Mark Agents  
77 City Centre Drive, West Tower  
Suite 300  
Mississauga, Ontario  
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**MONTY DHALIWAL (LSUC NO. 65124N)**  
Tel: (905) 273-3300  
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Lawyers for Alfacon Solutions Limited

**TO: SERVICE LIST (attached)**

**SERVICE LIST**  
(as of October 30, 2018)

<b>TO:</b>	<b>This Honourable Court</b>	
<b>AND TO:</b>	<p><b>MNP Ltd.</b> 300 - 111 Richmond Street West Toronto, ON M5H 2G4</p> <p><b>Attention:</b></p> <p><b>Matthew Lem</b> <b>Michael Litwack</b></p> <p>Tel: (416) 515-3882 Fax: (416) 596-7894</p> <p><i>Proposal Trustee</i></p>	<p>Email: <a href="mailto:matthew.lem@mnp.ca">matthew.lem@mnp.ca</a> <a href="mailto:michael.litwack@mnp.ca">michael.litwack@mnp.ca</a></p>
<b>AND TO:</b>	<p><b>Ministry of Finance</b> Legal Services Branch 777 Bay Street, 11<sup>th</sup> Floor Toronto, Ontario M5G2C8</p> <p><b>Attention: Kevin O'Hara</b></p> <p>Tel: 905-433-6934 Fax: 905-436-4510</p>	<p>E-mail: <a href="mailto:kevin.ohara@ontario.ca">kevin.ohara@ontario.ca</a></p>
<b>AND TO:</b>	<p><b>Department of Justice</b> Ontario Regional Office The Exchange Tower 130 King Street West, Suite 3400 Toronto, Ontario M5X 1K6</p> <p><b>Attention: Diane Winters</b></p> <p>Tel: 416-973-3172 Fax: 416-973-0810</p>	<p>E-mail: <a href="mailto:diane.winters@justice.gc.ca">diane.winters@justice.gc.ca</a></p>
<b>AND TO:</b>	<p><b>Shawinigan – Sud National Verification and Collection Centre</b> 4695 Shawinigan-Sud Blvd. Shawinigan-Sud, Quebec G9P 5H9</p>	<p>Email: <a href="mailto:cra-arc_tax-fisc_ins_t-f_g@cra-arc.gc.ca">cra-arc_tax-fisc_ins_t-f_g@cra-arc.gc.ca</a></p>

	<p>Tel: 1-866-248-1576  Fax: 1-866-229-0839</p>	
<b>AND TO:</b>	<p><b>Royal Bank of Canada</b></p> <p>c/o <b>DLA Piper LLP</b>  Suite 6000, 1 First Canadian Place PO  Box 367, 100 King St W  Toronto Ontario M5X 1E2</p> <p><b>Attention: Bruce Darlington</b></p> <p>Tel: +1 416 365 3529  Fax: +1 416 369 5210</p>	<p>Email: <a href="mailto:bruce.darlington@dlapiper.com">bruce.darlington@dlapiper.com</a></p>
<b>AND TO:</b>	<p><b>Heligear Canada Acquisition Corporation</b></p> <p>c/o <b>Cassells Brock &amp; Blackwell LLP</b>  Suite 2100, Scotia Plaza  40 King Street West  Toronto ON, M5H 3C2</p> <p><b>Attention: Natalie Levine</b></p> <p>Tel: 416-860-6568  Fax: 416-640-3207</p>	<p>Email: <a href="mailto:nlevine@cassellsbrock.com">nlevine@cassellsbrock.com</a></p>
<b>AND TO:</b>	<p><b>BDC Capital Inc.</b>  121 King Street W. Suite 1200  Toronto, Ontario M5H-3T9</p>	<p>Email: <a href="mailto:Margaret.BERNAT@bdc.ca">Margaret.BERNAT@bdc.ca</a></p>
<b>AND TO:</b>	<p><b>Shareholder and Management Secured Lender Group</b></p>	
	<p><b>Monteco Ltd., Patrick Bermingham Holdings Inc. ,Shannon Monteith, Richard and Doreen Abbott and John Murdoch</b></p> <p><b>2 St. Clair W., Suite 100  Toronto, Ontario M4V 1L5</b></p>	<p><a href="mailto:mbrandt@monteco.com">mbrandt@monteco.com</a></p> <p><a href="mailto:john.murdoch@alfaconsolutions.com">john.murdoch@alfaconsolutions.com</a></p>

<b>AND TO:</b>	<b>Secured Equipment Lenders</b>	
	<b>Liftcapital Corporation</b> 300 The East Mall, Suite 401 Toronto Ontario M9B 6B7	<a href="mailto:celia.angelucci@liftcapital.ca"><u>celia.angelucci@liftcapital.ca</u></a>
	<b>National Leasing Group</b> 1525 Buffalo Place, Winnipeg MB R3T 1L9	<a href="mailto:christine.prefontaine@nationalleasing.com"><u>christine.prefontaine@nationalleasing.com</u></a>
	<b>RCAP Leasing Inc.</b> 5575 North Service Road, Burlington Ontario, L7L 6M1	<a href="mailto:salesassociates@rcapleasing.com"><u>salesassociates@rcapleasing.com</u></a>
	<b>Equilease/Vault Credit Corporation</b> 595 Ridell Road, Orangeville, Ontario L9W 4Z5	<a href="mailto:Docs@equilease.com"><u>Docs@equilease.com</u></a>

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF  
ALFACON SOLUTIONS LIMITED OF THE TOWN OF MILTON, IN THE PROVINCE OF  
ONTARIO

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# TAB 1

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF  
ALFACON SOLUTIONS LIMITED  
OF THE TOWN OF MILTON, IN THE PROVINCE OF ONTARIO

**NOTICE OF MOTION**

**Alfacon Solutions Limited** (“Alfacon”) will make a Motion before a Judge sitting on the Commercial List to be heard on **Thursday, November 1, 2018**, at 10:30 a.m. or as soon after that time as the Motion can be heard at the Court House, 330 University Avenue, Toronto, Ontario, M5G 1E6.

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

- in writing under subrule 37.12.1 (1) because it is (insert one of on consent, unopposed or made without notice);
- in writing as an opposed motion under subrule 37.12.1 (4);
- orally.

**THE MOTION IS FOR:**

1. If necessary, abridging the time for service and filing of the Notice of Motion, the Motion Record and the First Report of MNP Ltd., the Proposal Trustee (the “**Proposal Trustee**”) dated October 30, 2018 (the “**First Report**”) and dispensing with service on any other person other than those served;



2. Approving and adopting the Commercial List E-Service Protocol to serve documents by email;
3. Extending the time for filing a proposal, and extending the stay of proceedings granting upon the filing on October 2, 2018 (the “**Filing Date**”) of a Notice of Intention to Make a Proposal (the “**NOI**”), for a period of forty-five (45) days, to and including December 15, 2018;
4. Granting the Administration Charge as defined below;
5. Approving a sale and investment solicitation process (the “**SISP**”) and the expansion of the powers of the Proposal Trustee, to supervise the SISP, as set out in the SISP and draft Order requested; and
6. Such further and other relief as counsel to Alfacon may request and this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

1. Alfacon’s insolvency has been caused by a number of factors including but not limited to: challenging market conditions due to persistent working capital shortfalls, two large legacy systems integration projects having been delivered over longer time frames than anticipated and at a combined negative gross margin, an unplanned facility relocation, and significant turnover in the sales team, resulting in a revenue decline. As a result of these issues, Alfacon has faced a liquidity crisis which has made it impossible to maintain its obligations to its creditors.
2. Alfacon entered into a forbearance agreement with its operating lender Royal Bank of Canada. On September 27, 2018 Royal Bank of Canada served demands under the terms of its loan and security documentation and forbearance agreement and a Notice of Intention to Enforce Security pursuant to section 244 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the “**BIA**”).
3. On October 2, 2018, Alfacon filed an NOI. Pursuant to the BIA all proceedings against Alfacon were stayed for 30 days;

### **Extension of Time**

4. Alfacon requests an extension of the stay of proceedings until December 15, 2018;
5. An extension of time would provide Alfacon, with the Proposal Trustee's assistance, the necessary time to implement the SISP and complete a transaction with a view of Alfacon making a successful proposal to its creditors;
6. An extension of the stay will substantially enhance the likelihood of Alfacon making a viable Proposal to its creditors;

### **SISP and Enhanced Proposal Trustee Powers:**

7. The paramount goal of Alfacon is to preserve, maximize and realize value for the benefit of all stakeholders. Alfacon is of the view that the restructuring of Alfacon to be undertaken under the BIA will likely involve a sale of its business. Alfacon will explore all options to maximize value for stakeholders;
8. The purpose of the SISP is to identify one or more financiers, purchasers or investors in Alfacon's business with a projected completion date of a transaction or transactions by the end of January 2019;
9. The SISP will include broad marketing to all potential financiers and investors, including those that have already expressed interest in purchasing the business. Alfacon and the Trustee are proposing a two stage process of requiring bidders to submit Letters of Intent by November 30, 2018 after a due diligence process, selecting qualified bidders from among the bidders who submitted letters of Intent, with a deadline for final bids of January 15, 2019. Court approval would be sought prior to January 25th for an anticipated closing date of January 30th, 2019. It will be a fair and transparent process that will be supervised by the Proposal Trustee;
10. The SISP, supervised by the Proposal Trustee, will formalize this process and ensure that (a) there will be no complications to completing a transaction resulting from the structure of Alfacon's business, and (b) no issues arise in the event competing bidders make offers for Alfacon's assets;

11. 35. Alfacon is also requesting that the Court grant a charge in the amount of \$50,000.00 on its assets in favour of the Proposal Trustee, its counsel and counsel for Alfacon (the “**Professional Advisors**”) to secure payment of fees and expenses incurred in connection with this proceeding (the “**Administration Charge**”). The ongoing support of the Professional Advisors is necessary to maximize value for all stakeholders;

12. The Proposal Trustee is agreeable to supervising the SISP conducted by Alfacon;

13. Alfacon is in the process of preparing a proposal which it will present to creditors;

14. Alfacon has acted and continues to act in good faith and with due diligence in seeking to restructure its affairs after the date of the filing of the NOI;

15. An initial extension of the stay to December 15, 2018 will substantially enhance a likelihood of Alfacon making a viable proposal to its creditors;

16. No creditor would be materially prejudiced if the extension of the stay were granted;

17. Sections 50.4(9), 50.6 and 64.2 of the BIA, as amended;

18. Rules 1.04, 2.03, 3.02, 16.04 and 37 of the *Rules of Civil Procedure*, RRO 1990, Reg. 194, as amended;

19. The inherent and equitable jurisdiction of this Honourable Court;

20. Other grounds as described in the Affidavit of John Murdoch and the First Report; and

21. Such further and other relief as counsel may advise and this Honourable Court may permit.

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

1. The Affidavit of John Murdoch sworn October 30, 2018, and the exhibits annexed thereto.
2. The First Report of the Proposal Trustee dated October 30, 2018 and appendices annexed thereto.
3. Such further and other material as counsel may produce and this Honorable Court may permit.

**DATED: OCTOBER 30, 2018**

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Lawyers for Alfacon Solutions Limited

# TAB 2

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF  
ALFACON SOLUTIONS LIMITED  
OF THE TOWN OF MILTON, IN THE PROVINCE OF ONTARIO

**AFFIDAVIT OF JOHN MURDOCH**

I, **JOHN MURDOCH**, of the Town of Caledon East, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am the Chief Executive Officer of Alfacon Solutions Limited ("**Alfacon**" or the "**Company**"). Where I do not have personal knowledge, I have indicated the source of my information and do verily believe such information to be true. Where correspondence is adopted as an exhibit, I do verily believe the information contained therein and that it was sent and received on the date(s) indicated.

**I. Relief Sought:**

2. This Affidavit is sworn in support of a motion for an Order:

- (a) If necessary, abridging the time for service of the Notice of Motion, the Motion Record and the First Report of MNP Ltd. (the "**Proposal Trustee**") dated October 30, 2018 (the "**First Report**") and dispensing with service on any other person other than those served;
- (b) Approving and adopting by reference the e-service protocol of the Commercial List (the "**Protocol**") such that service of court documents by email in accordance with the Protocol shall be deemed valid and effective service in these proceedings;
- (c) Extending the time for filing a proposal, and extending the stay of proceedings

granting upon the filing on October 2, 2018 (the “**Filing Date**”) of a Notice of Intention to Make a Proposal (the “**NOI**”), for a period of forty-five (45) days, to and including December 15, 2018;

(d) Granting the Administration Charge (defined below);

(e) Approving a Sale and Investment Solicitation Process (the “**SISP**”) to be undertaken by the Alfacon in consultation with the Proposal Trustee; and

(f) Granting the Proposal Trustee expanded powers to implement the SISP and close any transaction under the SISP approved by the Court.

## **II. Overview and Business Operations**

### **A. Overview of the Business:**

3. Alfacon is an Ontario corporation that was amalgamated on May 1, 2014. Attached hereto as **Exhibit “A”** is a copy of a Corporation Profile Report dated October 23, 2018. The shares of Alfacon are owned by Monteco Ltd. (“**Monteco**”)(75%), Steve Marr Holdings Inc. (19%) and 111385 Ontario Ltd. (6%).

4. At the date of filing of the NOI, Alfacon employed 37 people. None of the employees were terminated after the NOI was filed.

5. Alfacon is a leading custom engineered material handling solutions company, whose amalgamated precursor companies were founded in 1983 and operates from a full scale manufacturing facility in Milton, Ontario.

6. Alfacon provides custom design, engineering, manufacturing and installation support for its customer base of small manufacturers to Fortune 500 companies across North America. Alfacon’s products include: lifting-turning-tilting equipment, package handling conveyors, pallet handling conveyors and related equipment, portable-modular conveyors and truck loaders. Industries served include: postal/courier industry, manufacturing, and distribution industries. Alfacon’s clients include such leading customers as Purolator, Canada Post, DHL, Federal Express, OnTrac, Jervis B. Webb, Magna, Boeing, and Bombardier.

7. Alfacon funded its operations from a combination of shareholder equity and line of credit from its banking facility with Royal Bank of Canada (“RBC”), its operating lender. Alfacon also has other significant secured creditors including BDC Capital Inc. (“BDC”), and shareholders, directors, family and friends, and capital lessors.

8. Market conditions remain extremely challenging due to persistent working capital shortfalls. Two large legacy systems integration projects were delivered over longer time frames than anticipated and at a combined negative gross margin. These projects initiated the working capital challenges, which were exacerbated by an unplanned facility relocation, coupled with significant turnover in the sales team, resulting in a revenue decline. Shareholder injections have proven insufficient to overcome the deficit in working capital.

9. Alfacon’s sales in recent years have been uneven. They range from \$9.5 million per year in fiscal year 2015 to \$19 million in fiscal 2017 and back to \$8 million in fiscal 2018. Sales performance has been inconsistent due to a turnover in the sales team, and a deliberate effort to focus the business on more profitable product manufacturing and away from high risk systems integration projects.

#### **B. Assets:**

10. Alfacon’s primary assets are its inventory and accounts receivable from its customers as well as fixed assets, with estimated book values at the date of the NOI of \$812,102 for the inventory, \$1,273,623 for the accounts receivable and \$299,464 for the fixed assets. The book value of these assets may not reflect the actual realizable value of the assets and certain of the fixed assets are subject to capital leases. As part of the SISP Alfacon will be obtaining an appraisal of its fixed assets.

#### **Secured Indebtedness:**

11. Attached hereto as **Exhibit “B”** to this my Affidavit is PPSA Search for Alfacon. The chief secured creditor to Alfacon is Royal Bank of Canada with indebtedness of approximately \$2,158,586 (“RBC”) as at the Filing Date. The total amount owing to all creditors is \$10,767,613 as at the Filing Date, including the amounts owing to RBC. RBC has first security position over the inventory and accounts receivable pursuant to a priorities agreement entered into with BDC



and shareholders, directors, family and friends.

12. BDC is a term lender and is owed \$780,000. BDC has been granted second security position over all assets, including inventory, accounts receivable and intellectual property.

13. Capital lessors with registered security interests that have financed certain equipment and inventory include Vault Credit Corporation, Dell Financial Services Canada Limited, Liftcapital Corporation, National Leasing Group Inc. and RCAP Leasing Inc.

14. Shareholders and management have also injected working capital into Alfacon and have been granted security interests over Alfacon's assets, and these security interests have been subordinated to the secured position of RBC under a priorities agreement.

15. At the date of the hearing of the extension motion Alfacon will be current in paying accrued employee source deductions and HST remittances.

#### **Unsecured Creditors:**

16. The breakdown of secured versus unsecured indebtedness is in the process of being finalized. Alfacon's accounts payable to unsecured creditors totaled approximately \$4,954,476 as at the Filing Date. Attached hereto as **Exhibit "C"** is a copy of Alfacon's Creditor List which is attached to the NOI.

### **III. Current Status**

#### **A. Factors Leading to Insolvency:**

17. As outlined, a number of factors have led to Alfacon's insolvency including but not limited to, negative gross margins on large legacy projects, unplanned facility relocation, turnover in sales staff and the accompanying decline in sales, payment of unplanned legal fees to resolve a five year old dispute, and the inability to attract additional capital from institutional lenders and equity investors. As a result Alfacon faced liquidity concerns which have made it difficult to maintain its obligations to its creditors.

18. Beginning in 2017, the Company increased its efforts to attract additional capital from

institutional lenders and equity investors, whether by way of debt, equity or some other form of strategic alliance. While there was some interest in the market, it became apparent that Alfacon would have to formally restructure its affairs before anyone would invest further.

19. In April of 2018, and amended in July 2018, Alfacon entered into a Forbearance Agreement with RBC where RBC agreed to forbear in exchange for being provided further collateral from affiliates and shareholders in order to allow Alfacon time to cure defaults under its banking facilities with RBC.

20. On September 27, 2018, RBC made demand under the terms of its loan and security documentation and issued a notice of Intention to Enforce Security (the “NITES”) under the provisions of section 244 of the *Bankruptcy and Insolvency Act* (the “BIA”). The filing of the NOI by Alfacon was necessitated by the making of demand and service of the NITES by RBC.

21. In response to the above referenced issues, and the making of demand and issuance of the NITES by RBC, Alfacon determined that it had no other readily available options but to file the NOI on the Filing Date to prevent irreparable harm to the business of Alfacon and the erosion of the capital of its investors, while Alfacon implements a sale process.

22. To date, Alfacon has not filed a proposal. A copy of the Certificate of Filing of the NOI is attached hereto as **Exhibit “D”**.

23. The NOI was filed in order to preserve the status quo and to preserve its business operations.

24. After the date of the filing of the NOI, and in consultation with the Proposal Trustee and RBC, Alfacon will implement a factoring arrangement with Liquid Capital to accelerate collection of its receivables. The Second Cash Flow Forecast (as defined below and attached at Exhibit “E”) reflects the improved cash flow resulting from the factoring arrangement.

25. Since filing the NOI, Alfacon has continued to service its customers. Every effort is being made to maintain the ongoing business until the closing of a possible sale transaction.

#### IV. Overview of Restructuring Plan and SISP

26. The paramount goal of Alfacon is to preserve, maximize and realize value for the benefit of all stakeholders. Alfacon is of the view that the restructuring to be undertaken under the BIA will likely involve a sale of its business. Alfacon will explore all options to maximize value for stakeholders.

27. The purpose of the SISP is to identify one or more financiers, purchasers or investors in Alfacon's business with a projected completion date of a transaction or transactions by the end of January 2019.

28. The SISP will include broad marketing to all potential financiers and investors, including those that have already expressed interest in purchasing the business. Alfacon and the Trustee are proposing a two stage process of requiring bidders to submit Letters of Intent by November 30, 2018 after a due diligence process, selecting qualified bidders from among the bidders who submitted letters of Intent, with a deadline for final bids of January 15, 2019. Court approval would be sought prior to January 25<sup>th</sup> for an anticipated closing date of January 30<sup>th</sup>, 2019. It will be a fair and transparent process that will be conducted by Alfacon in consultation and oversight by the Proposal Trustee.

29. The SISP, conducted by Alfacon in consultation with the Proposal Trustee and Monteco, would formalize this process and ensure that (a) there will be no complications to completing a transaction resulting from the structure of Alfacon's business, and (b) no issues arise in the event competing bidders make offers for Alfacon's assets.

30. A chart summarizing the important dates for the SISP is set out below:

	<b>Event</b>	<b>Timing</b>
1	Alfacon and the Proposal Trustee shall contact Prospective Offerors.	Immediately upon approval of Sale Process

2	Information pertaining to this opportunity will be posted on the Proposal Trustee's website: <a href="https://mnpdebt.ca/en/corporate/engagements/alfaconsolutions-limited">https://mnpdebt.ca/en/corporate/engagements/alfaconsolutions-limited</a>	Initial information to be posted within 1 business day of obtaining approval of the Sales Process
3	Advertise the sale in a recognized online publication, in a nationally circulated print newspaper, and as considered appropriate by the SISP Team.	Within 5 business days of obtaining approval of the Sales Process
4	Interested Parties given access to data room and provided time to prepare LOIs	November 2 <sup>nd</sup> , 2018 to November 30 <sup>th</sup> , 2018
5	Deadline for submission of LOIs	5:00 PM (Toronto Time) November 30 <sup>th</sup> , 2018
6	Qualified Bidders invited to conduct site visits and additional due diligence	December 1 <sup>st</sup> , 2018 to January 15 <sup>th</sup> , 2019
7	Deadline for Final Bids	5:00 PM (Toronto Time) January 15 <sup>th</sup> , 2019
8	Selection of Successful Bid and execute binding APS	January 18 <sup>th</sup> , 2019
9	Seek Court approval of APS and obtain a vesting order.	On or prior to January 25 <sup>th</sup> , 2019
10	Close sale to Successful Bidder(s).	On or prior to January 30 <sup>th</sup> , 2019
11	Unsuccessful bidders to return all confidential materials to the Proposal Trustee, and applicable deposits refunded.	January 31 <sup>st</sup> , 2019

31. Alfacon approves the SISP being proposed and I am advised that the Proposal Trustee is agreeable to overseeing the SISP.

32. Alfacon has identified and has entered into preliminary discussions with several possible purchasers. After approval of the SISP Alfacon and the Proposal Trustee will specifically invite these parties to participate in the SISP.

33. Given the complexity involved in the sale of Alfacon's assets and a possibility that current management may be involved in a purchase offer, the Proposal Trustee requires enhanced powers to conduct the SISP.

34. The Proposal Trustee has approved Alfacon obtaining the form of draft Order being requested, approving the SISP and the expanded powers of the Proposal Trustee described in the draft Order.

35. Alfacon is also requesting that the Court grant a charge in the amount of \$50,000.00 on its assets in favour of the Proposal Trustee, its counsel and counsel for Alfacon (the "**Professional Advisors**") to secure payment of fees and expenses incurred in connection with this proceeding (the "**Administration Charge**"). The Professional Advisors have been and will continue to be actively involved in providing Alfacon support, advice and assistance through these proceedings and their ongoing support is necessary to maximize value for all stakeholders. The Proposal Trustee will ensure that the business and affairs of Alfacon will be properly managed by management of Alfacon during these proceedings.

#### **V. Cash Flow Forecast**

36. Alfacon has worked with the Proposal Trustee to prepare a Cash Flow Statement and Report on Cash Flow for Alfacon which was filed by Alfacon in accordance with the BIA (the "**Cash Flow Forecast**").

37. Alfacon has also prepared as Cash Flow Forecast for the extension period request (the "**Second Cash Flow Forecast**"). Attached hereto as **Exhibit "E"** is a copy of the Cash Flow Forecast and the Second Cash Flow Forecast. Based on my knowledge of the financial position of Alfacon and the assumptions set out in the Cash Flow Forecast and the Second Cash Flow Forecast, both of these are fair and reasonable.

#### **VI. Extension of Stay**

38. In order to allow Alfacon sufficient time to implement the SISP and to complete its reorganization successfully, Alfacon is seeking an extension of the time for filing of the Proposal to and including December 15, 2018 for a total of 45 days.

39. I verily believe that Alfacon has acted in good faith and with diligence and has made best efforts in seeking to restructure the affairs of Alfacon after the date of filing the NOI. In order to maximize return for all stakeholders, it would not be possible to complete the restructuring process and prepare a viable Proposal to creditors within the initial stay provided for under the BIA.


40. I verily believe that the requested extension will substantially enhance the likelihood of Alfacon conducting an effective SISP to assist it in making a viable Proposal to its creditors, and will not cause any undue prejudice to any party.

41. An extension of stay proceedings is essential to preserve Alfacon's business and to maintain its value. A stay would also provide Alfacon with the necessary time to undertake and implement the SISP and complete a transaction with a view to making a successful proposal to creditors.

42. Without the benefit of a stay of proceedings, Alfacon would be deemed bankrupt and there would be a fast and significant erosion of value of Alfacon's assets.

43. I swear this Affidavit in support of Alfacon's motion for the relief requested and for no other or improper purpose.

**SWORN BEFORE ME** )  
at the City of Mississauga )  
in the Province of Ontario, )  
this 30<sup>th</sup> day of October, 2018 )  
)  
)

  
A Commissioner for taking oaths, etc.

*Alex Sichenko*

  
\_\_\_\_\_  
**JOHN MURDOCH**

This is **Exhibit "A"** referred to in the Affidavit  
of JOHN MURDOCH sworn before me  
this 30th day of October, 2018



.....  
A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**

Request ID: 022271101  
Transaction ID: 69692305  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:39:02  
Page: 1

## CORPORATION PROFILE REPORT

<b>Ontario Corp Number</b>	<b>Corporation Name</b>	<b>Amalgamation Date</b>
1915542	ALFACON SOLUTIONS LIMITED	2014/05/01
		<b>Jurisdiction</b>
		ONTARIO
<b>Corporation Type</b>	<b>Corporation Status</b>	<b>Former Jurisdiction</b>
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
<b>Registered Office Address</b>		<b>Date Amalgamated</b>
180 MARKET DRIVE		NOT APPLICABLE
		<b>Amalgamation Ind.</b>
		A
		<b>New Amal. Number</b>
		NOT APPLICABLE
		<b>Notice Date</b>
		NOT APPLICABLE
		<b>Letter Date</b>
		NOT APPLICABLE
<b>Mailing Address</b>		<b>Revival Date</b>
180 MARKET DRIVE		NOT APPLICABLE
		<b>Continuation Date</b>
		NOT APPLICABLE
		<b>Transferred Out Date</b>
		NOT APPLICABLE
		<b>Cancel/Inactive Date</b>
		NOT APPLICABLE
		<b>EP Licence Eff.Date</b>
		NOT APPLICABLE
		<b>EP Licence Term.Date</b>
		NOT APPLICABLE
		<b>Date Commenced in Ontario</b>
		NOT APPLICABLE
		<b>Date Ceased in Ontario</b>
		NOT APPLICABLE
<b>Activity Classification</b>	<b>Number of Directors</b>	
NOT AVAILABLE	<b>Minimum</b>	
	00001	
	<b>Maximum</b>	
	00005	



Request ID: 022271101  
Transaction ID: 69692305  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:39:02  
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## CORPORATION PROFILE REPORT

**Ontario Corp Number**

1915542

**Corporation Name**

ALFACON SOLUTIONS LIMITED

**Corporate Name History**

ALFACON SOLUTIONS LIMITED

**Effective Date**

2016/03/11

D.S. HANDLING SYSTEMS LIMITED

2014/05/01

**Current Business Name(s) Exist:**

YES

**Expired Business Name(s) Exist:**

NO

**Amalgamating Corporations**

**Corporation Name**

D.S. HANDLING SYSTEMS LIMITED

**Corporate Number**

558092

SADLER CONVEYOR INC.

1636857

Request ID: 022271101  
Transaction ID: 68692305  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
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## CORPORATION PROFILE REPORT

**Ontario Corp Number**

1915542

**Corporation Name**

ALFACON SOLUTIONS LIMITED

**Administrator:  
Name (Individual / Corporation)**

MICHAEL  
BRANDT

**Address**

2 ST. CLAIR AVENUE WEST  
Suite # 2100  
TORONTO  
ONTARIO  
CANADA M4V 1L5

**Date Began**

2015/09/25

**First Director**

NOT APPLICABLE

**Designation**

DIRECTOR

**Officer Type**

**Resident Canadian**

Y

**Administrator:  
Name (Individual / Corporation)**

MICHAEL  
BRANDT

**Address**

2 ST. CLAIR AVENUE WEST  
Suite # 2100  
TORONTO  
ONTARIO  
CANADA M4V 1L5

**Date Began**

2015/09/25

**First Director**

NOT APPLICABLE

**Designation**

OFFICER

**Officer Type**

SECRETARY

**Resident Canadian**

Y

Request ID: 022271101  
Transaction ID: 69692305  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:39:02  
Page: 4

## CORPORATION PROFILE REPORT

**Ontario Corp Number**

1915542

**Corporation Name**

ALFACON SOLUTIONS LIMITED

**Administrator:  
Name (Individual / Corporation)**

MICHAEL  
BRANDT

**Address**

2 ST. CLAIR AVENUE WEST  
Suite # 2100  
TORONTO  
ONTARIO  
CANADA M4V 1L5

**Date Began**

2015/09/25

**First Director**

NOT APPLICABLE

**Designation**

OFFICER

**Officer Type**

TREASURER

**Resident Canadian**

Y

**Administrator:  
Name (Individual / Corporation)**

SCOTT  
MONTEITH

**Address**

2 ST. CLAIR AVENUE WEST  
Suite # 2100  
TORONTO  
ONTARIO  
CANADA M4V 1L5

**Date Began**

2015/09/13

**First Director**

NOT APPLICABLE

**Designation**

OFFICER

**Officer Type**

CHAIRMAN

**Resident Canadian**

Y

Request ID: 022271101  
Transaction ID: 69692305  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:39:02  
Page: 5

## CORPORATION PROFILE REPORT

**Ontario Corp Number**

1915542

**Corporation Name**

ALFACON SOLUTIONS LIMITED

**Administrator:  
Name (Individual / Corporation)**

SCOTT  
MONTEITH

**Address**

2 ST. CLAIR AVENUE WEST  
Suite # 2100  
TORONTO  
ONTARIO  
CANADA M4V 1L5

**Date Began**

2015/09/25

**First Director**

NOT APPLICABLE

**Designation**

DIRECTOR

**Officer Type**

**Resident Canadian**

Y

**Administrator:  
Name (Individual / Corporation)**

JOHN  
MURDOCH

**Address**

595 RIDDELL ROAD  
ORANGEVILLE  
ONTARIO  
CANADA L9W 4Z5

**Date Began**

2017/01/13

**First Director**

NOT APPLICABLE

**Designation**

DIRECTOR

**Officer Type**

**Resident Canadian**

Y

Request ID: 022271101  
Transaction ID: 69692305  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:39:02  
Page: 6

## CORPORATION PROFILE REPORT

**Ontario Corp Number**

1915542

**Corporation Name**

ALFACON SOLUTIONS LIMITED

**Administrator:  
Name (Individual / Corporation)**

JOHN  
MURDOCH

**Address**

595 RIDDELL ROAD  
  
ORANGEVILLE  
ONTARIO  
CANADA L9W 4Z5

**Date Began**

2017/01/13

**First Director**

NOT APPLICABLE

**Designation**

OFFICER

**Officer Type**

CHIEF EXECUTIVE OFFICER Y

**Resident Canadian**

Request ID: 022271101  
Transaction ID: 69692305  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:39:02  
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## CORPORATION PROFILE REPORT

Ontario Corp Number

1915542

Corporation Name

ALFACON SOLUTIONS LIMITED

### Last Document Recorded

Act/Code	Description	Form	Date
CIA	CHANGE NOTICE	1	2018/06/27 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Request ID: 022271119  
Transaction ID: 69692344  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:40:29  
Page: 1

## LIST OF CURRENT BUSINESS NAMES REGISTERED BY A CORPORATION

Ontario Corporation Number  
1915542

CORPORATION NAME  
ALFACON SOLUTIONS LIMITED

REGISTRATION DATE	BUSINESS NAME	EXPIRY DATE	BUSINESS ID NUMBER
2014/05/08	AERDON LIFTS	2019/05/07	240461822
2016/03/18	D.S. HANDLING SYSTEMS	2021/03/17	260288089
2016/03/18	AERDON LIFTS	2021/03/17	260288105

THE REPORT SETS OUT ALL BUSINESS NAMES REGISTERED OR RENEWED BY THE CORPORATION IN THE PAST 5 YEARS AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. IF MORE DETAILED INFORMATION IS REQUIRED, YOU MAY REQUEST A SEARCH AGAINST INDIVIDUAL NAMES SHOWN ON THIS REPORT.

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Request ID: 022271103  
Transaction ID: 69692307  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:39:03  
Page: 1

## CORPORATION DOCUMENT LIST

Ontario Corporation Number  
1915542

Corporation Name  
ALFACON SOLUTIONS LIMITED

ACT/CODE	DESCRIPTION	FORM	DATE (YY/MM/DD)
CIA	CHANGE NOTICE PAF: BRANDT, MICHAEL	1	2018/06/27 (ELECTRONIC FILING)
CIA	CHANGE NOTICE PAF: MARR, NEIL JEFFREY	1	2018/06/07
CIA	CHANGE NOTICE PAF: MARR, STEVEN	1	2018/05/01 (ELECTRONIC FILING)
CIA	CHANGE NOTICE PAF: MARR, STEVEN	1	2018/02/21
CIA	ANNUAL RETURN 2017 PAF: BRANDT, MICHAEL	1C	2017/09/24 (ELECTRONIC FILING)
CIA	CHANGE NOTICE PAF: SELF, JASON	1	2017/05/10 (ELECTRONIC FILING)
CIA	CHANGE NOTICE PAF: MARR, STEVEN	1	2017/03/31 (ELECTRONIC FILING)
CIA	ANNUAL RETURN 2016 PAF: MARR, STEVEN	1C	2016/11/06 (ELECTRONIC FILING)
CIA	ANNUAL RETURN 2015 PAF: MARR, STEVEN ANDREW	1C	2016/05/27 (ELECTRONIC FILING)
CIA	CHANGE NOTICE PAF: MARR, STEVEN ANDREW	1	2016/04/08 (ELECTRONIC FILING)
BCA	ARTICLES OF AMENDMENT	3	2016/03/11
CIA	ANNUAL RETURN 2015 PAF: MARR, STEVEN	1C	2015/11/13 (ELECTRONIC FILING)
CIA	CHANGE NOTICE PAF: BRANDT, MICHAEL	1	2015/09/29 (ELECTRONIC FILING)
BCA	ARTICLES OF AMENDMENT	3	2015/08/31
CIA	INITIAL RETURN PAF: MARR, STEVEN ANDREW	1	2014/10/10 (ELECTRONIC FILING)
BCA	ARTICLES OF AMALGAMATION	4	2014/05/01



Request ID: 022271103  
Transaction ID: 69692307  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2018/10/23  
Time Report Produced: 11:39:03  
Page: 2

## CORPORATION DOCUMENT LIST

**Ontario Corporation Number**

1915542

**Corporation Name**

ALFACON SOLUTIONS LIMITED

ACT/CODE	DESCRIPTION	FORM	DATE (YY/MM/DD)
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THIS REPORT SETS OUT ALL DOCUMENTS FOR THE ABOVE CORPORATION WHICH HAVE BEEN FILED ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

ALL "PAF" (PERSON AUTHORIZING FILING) INFORMATION IS DISPLAYED EXACTLY AS RECORDED IN ONBIS. WHERE PAF IS NOT SHOWN AGAINST A DOCUMENT, THE INFORMATION HAS NOT BEEN RECORDED IN THE ONBIS DATABASE.

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

This is **Exhibit "B"** referred to in the Affidavit  
of JOHN MURDOCH sworn before me  
this 30th day of October, 2018

A handwritten signature in blue ink, consisting of several overlapping, sweeping strokes that form a cursive-like shape. The signature is positioned above a horizontal dotted line.

.....  
A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**

RUN NUMBER : 296  
RUN DATE : 2018/10/23  
ID : 20181023114002.57

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
PAGE : 1  
( 866)

THIS SEARCH DOES NOT CONSTITUTE A CERTIFICATE PURSUANT TO SECTIONS 43 AND 44 OF THE PPSA. A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
FILE CURRENCY : 22OCT 2018

ENQUIRY NUMBER 20181023114002.57 CONTAINS 53 PAGE(S), 16 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

ESC CORPORATE SERVICES  
445 KING ST WEST, 4TH FLOOR  
TORONTO ON M5V 1K4

CONTINUED..

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 2  
 ( 867)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER

741832704

00	CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		01	001		20180720 1402 1462 0373	P PPSA	1
02	DEBTOR	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME		
03	NAME	BUSINESS NAME	ALFACON SOLUTIONS LIMITED				ONTARIO CORPORATION NO.
04		ADDRESS	180 MARKET DRIVE		MILTON		ON L9T3H5
05	DEBTOR	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME		
06	NAME	BUSINESS NAME	ALFACON SOLUTIONS LIMITED				ONTARIO CORPORATION NO.
07		ADDRESS	595 RIDDEL ROAD		ORANGEVILLE		ON L9W4Z5
08	SECURED PARTY / LIEN CLAIMANT	VAULT CREDIT CORPORATION					
09		ADDRESS	41 SCARSDALE ROAD UNIT 5		TORONTO		ON M3B2R2
	COLLATERAL CLASSIFICATION						
	CONSUMER			MOTOR VEHICLE	AMOUNT	DATE OF	NO FIXED
	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER INCLUDED		MATURITY OR	MATURITY DATE
10			X	X			
	YEAR MAKE		MODEL		V.I.N.		
11	MOTOR						
12	VEHICLE						
13	GENERAL						
14	COLLATERAL						
15	DESCRIPTION						
16	REGISTERING		VAULT CREDIT CORPORATION				
17	AGENT	ADDRESS	41 SCARSDALE ROAD UNIT 5		TORONTO		ON M3B2R2

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED...

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 3  
 ( 868)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

00 740543526

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	1		20180614 1659 6083 3410	P PPSA	5

01

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
		ALFACON SOLUTIONS LIMITED		

02 DEBTOR NAME

03 BUSINESS NAME

04 ADDRESS 180 MARKET DRIVE MILTON ONTARIO CORPORATION NO. 191554  
DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME ON L9T 3H5

05 DEBTOR NAME

06 BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / LIEN CLAIMANT SHANNON MONTEITH

09 ADDRESS 241 DAWLISH AVENUE NORTH YORK ON M4N 1J2

10 COLLATERAL CLASSIFICATION

CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
	X	X	X	X		100000			X

11 YEAR MAKE MODEL V.I.N.

12 MOTOR VEHICLE

13 GENERAL GENERAL SECURITY AGREEMENT

14 COLLATERAL

15 DESCRIPTION

16 REGISTERING AGENT STUTZ BROWN & SELF PROFESSIONAL CORPORATICN

17 ADDRESS 269 BROADWAY ORANGEVILLE ON L9W 1K8  
\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED...

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 4  
 ( 869)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 735122268

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01	01	004		20171220 1624 8077 4980	P PPSA	3

02 DEBTOR  
 03 NAME BUSINESS NAME ALFACON SOLUTIONS LIMITED  
 04 ADDRESS 595 RIDDELL RD ORANGEVILLE ON L9W4Z5  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR  
 06 NAME BUSINESS NAME  
 ADDRESS ONTARIO CORPORATION NO.

07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT DELL FINANCIAL SERVICES CANADA LIMITED

09 ADDRESS 155 GORDON BAKER RD, STE 501 NORTH YORK ON M2H 3N5  
 COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
	X			X				X

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL ALL DELL AND NON DELL COMPUTER EQUIPMENT AND PERIPHERALS  
 14 COLLATERAL WHEREVER LOCATED HERETOFORE OR HEREAFTER LEASED TO DEBTOR BY SECURED  
 15 DESCRIPTION PARTY PURSUANT TO LEASE 200-0870347-020 TOGETHER WITH ALL  
 16 REGISTERING REGISTRY = RECOVERY INC.  
 17 AGENT ADDRESS 1551 THE QUEENSWAY TORONTO ON M8Z 1T5  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED...

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 5  
 ( 870)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 735122268  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD

01 02 004 20171220 1624 8077 4980

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME ONTARIO CORPORATION NO.  
 07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / LIEN CLAIMANT ADDRESS  
 09 ADDRESS

COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL SUBSTITUTIONS, ADDITIONS, ACCESSIONS AND REPLACEMENTS THERETO AND  
 14 COLLATERAL THEREOF NOW AND HEREAFTER INSTALLED IN, AFFIXED TO, OR USED IN  
 15 DESCRIPTION CONJUNCTION WITH SUCH EQUIPMENT AND PROCEEDS THEREOF TOGETHER WITH  
 16 REGISTERING  
 17 AGENT

ADDRESS  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED...

RUN NUMBER : 296  
RUN DATE : 2018/10/23  
ID : 20181023114002.57

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
PAGE : 6  
( 871)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
FILE CURRENCY : 22OCT 2018  
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
735122268  
00 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD

01 03 004 20171220 1624 8077 4980

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME ONTARIO CORPORATION NO.

07 ADDRESS  
08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS

10 COLLATERAL CLASSIFICATION  
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

12 MOTOR VEHICLE  
13 GENERAL ALL RENTAL OR INSTALLMENT PAYMENTS, INSURANCE PROCEEDS, OTHER  
14 COLLATERAL PROCEEDS AND PAYMENTS DUE OR TO BECOME DUE AND ARISING FROM OR  
15 DESCRIPTION RELATING TO SUCH EQUIPMENT. PROCEEDS ALL PRESENT AND AFTER-ACQUIRED  
16 REGISTERING AGENT

17 ADDRESS  
\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 7  
 ( 872)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER  
735122268

00	CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
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01		04	004		20171220 1624 8C77 4980		
----	--	----	-----	--	-------------------------	--	--

02	DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
----	-------------	---------------	------------------	---------	---------

03					
----	--	--	--	--	--

ONTARIO CORPORATION NO.

04	DEBTOR NAME	ADDRESS	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
----	-------------	---------	---------------	------------------	---------	---------

05						
----	--	--	--	--	--	--

ONTARIO CORPORATION NO.

06						
----	--	--	--	--	--	--

07						
----	--	--	--	--	--	--

08						
----	--	--	--	--	--	--

09						
----	--	--	--	--	--	--

10	COLLATERAL CLASSIFICATION	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
----	---------------------------	----------------	-----------	-----------	----------------	------------------------	--------	------------------	----	------------------------

--	--	--	--	--	--	--	--	--	--	--

11	MOTOR VEHICLE	YEAR MAKE	MODEL	V.I.N.
----	---------------	-----------	-------	--------

12	GENERAL	PERSONAL PROPERTY.
----	---------	--------------------

13	COLLATERAL DESCRIPTION
----	------------------------

14	REGISTERING AGENT
----	-------------------

15	ADDRESS
----	---------

16	
----	--

17	
----	--

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED...

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 8  
 ( 873)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 727793793

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01	001	3		20170518 1411 6083 2354	P PPSA	5

02 DEBTOR  
 03 NAME BUSINESS NAME ALFACON SOLUTIONS LIMITED

04 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR  
 06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.  
 08 SECURED PARTY / JOHN MURDOCH  
 LIEN CLAIMANT

09 ADDRESS 17468 MOUNTAINVIEW ROAD CALEDON EAST ON L7K 2E7  
 COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10	X	X	X	X				X

11 MOTOR  
 12 VEHICLE  
 13 GENERAL GENERAL SECURITY AGREEMENT  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING STUTZ BROWN & SELF PROFESSIONAL CORPORATION  
 AGENT

17 ADDRESS 269 BROADWAY ORANGEVILLE ON L9W 1K8  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED...

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 9  
 ( 874)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 727793793

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01	002	3		20170518 1411 6083 2354		

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME

04 ADDRESS ONTARIO CORPORATION NO.  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.  
 08 SECURED PARTY / LIEN CLAIMANT MONTECO LTD.

09 ADDRESS 2 ST. CLAIR AVENUE WEST, SUITE 2100 TORONTO ON M4V 1L5  
 COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY OR	NO FIXED MATURITY DATE
10							

11 MOTOR YEAR MAKE MODEL V.I.N.  
 12 VEHICLE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING AGENT  
 17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 10  
 ( 875)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 727793793

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	003	3		20170518 1411 6083	2354	

01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 20170518 1411 6083 2354

02 DEBTOR  
 03 NAME BUSINESS NAME

04 ADDRESS  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 ONTARIO CORPORATION NO.

05 DEBTOR  
 06 NAME BUSINESS NAME

07 ADDRESS  
 ONTARIO CORPORATION NO.

08 SECURED PARTY / LIEN CLAIMANT  
 ADDRESS PATRICK BERMINGHAM HOLDINGS INC.  
 919 MINERAL SPRINGS ROAD, R.R. #3 DUNDAS ON L9H 5E3

09 COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 AGENT

17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 11  
 ( 876)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 727793838

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	2		20170518 1413 6083 2356	P PPSA	5

01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

02 DEBTOR

03 NAME BUSINESS NAME ALFACON SOLUTIONS LIMITED

04 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR

06 NAME BUSINESS NAME

07 ADDRESS

08 SECURED PARTY / RICHARD ABBOTT  
 LIEN CLAIMANT

09 ADDRESS 48 1/2 TURNBULL ROAD DUNDAS ON L9H 3W6

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
X	X	X	X	X	250000			X

10 YEAR MAKE MODEL V.I.N.

11 MOTOR

12 VEHICLE

13 GENERAL GENERAL SECURITY AGREEMENT BETWEEN ALFACON SOLUTIONS LIMITED,  
 14 COLLATERAL RICHARD ABBOTT AND DOREEN ABBOTT.  
 15 DESCRIPTION

16 REGISTERING STUTZ BROWN & SELF PROFESSIONAL CORPORATION  
 AGENT

17 ADDRESS 269 BROADWAY ORANGEVILLE ON L9W 1K8  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 12  
 ( 877)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 727793838

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	002	2		20170518 1413 6083 2356		

01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 02 DEBTOR  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.  
 04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME ONTARIO CORPORATION NO.  
 07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT DOREEN ABBOTT  
 09 ADDRESS 48 1/2 TURNBULL ROAD DUNDAS ON L9H 3W6  
 COLLATERAL CLASSIFICATION  
 10 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE  
 11 YEAR MAKE MODEL V.I.N.  
 12 MOTOR  
 13 VEHICLE  
 14 GENERAL  
 15 COLLATERAL  
 16 DESCRIPTION  
 17 REGISTERING  
 AGENT ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 13  
 ( 878)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER

726923358

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	003		20170425 1413 1462 2867	P PPSA	4

DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

DEBTOR

NAME BUSINESS NAME ALFACON SOLUTIONS LIMITED

ONTARIO CORPORATION NO.

ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W4Z5

DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

DEBTOR

NAME BUSINESS NAME

ONTARIO CORPORATION NO.

ADDRESS

SECURED PARTY / LIEN CLAIMANT LIFTCAPITAL CORPORATION

ADDRESS 300 THE EAST MALL SUITE 401 TORONTO ON M9B6B7

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
		X		X				

YEAR MAKE MODEL V.I.N.

MOTOR

VEHICLE

GENERAL MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS,

COLLATERAL ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER

DESCRIPTION EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN

REGISTERING PPSA CANADA INC. - (8154)

AGENT

ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 14  
 ( 879)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER  
 726923358  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 02 003 20170425 1413 1462 2867 P PPSA 4

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME ONTARIO CORPORATION NO.

07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS  
 COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT  
 14 COLLATERAL LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,  
 15 DESCRIPTION CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY  
 16 REGISTERING PPSA CANADA INC. - (8154)

17 ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 15  
 ( 880)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

00 726923358  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 03 003 20170425 1413 1462 2867 P PPSA 4

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME ONTARIO CORPORATION NO.

07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS  
 COLLATERAL CLASSIFICATION  
 10 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.  
 12 MOTOR  
 13 VEHICLE SECURITY ACT)  
 14 GENERAL  
 15 COLLATERAL  
 16 DESCRIPTION  
 17 REGISTERING PPSA CANADA INC. - (8154)  
 AGENT ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 16  
 ( 881)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

00 724224159

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	2		20170120 1233 6C05 2603	P PPSA	03

01

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	ADDRESS	ONTARIO CORPORATION NO.
					595 RIDDELL ROAD ORANGEVILLE	ON L9W 4Z5

02 DEBTOR NAME

03 BUSINESS NAME ALFACON SOLUTIONS LIMITED

04 ADDRESS

05 DEBTOR NAME

06 BUSINESS NAME

07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT NATIONAL LEASING GROUP INC.

09 ADDRESS 1525 BUFFALO PL (2799561) WINNIPEG MB R3T 1L9

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
		X						

10

YEAR MAKE	MODEL	V.I.N.

11 MOTOR VEHICLE

12 GENERAL DESCRIPTION

13 ALL RACKING SYSTEM, BELT GRINDER OF EVERY NATURE OR KIND DESCRIBED IN

14 COLLATERAL AGREEMENT NUMBER 2799561, BETWEEN THE SECURED PARTY AND THE DEBTOR,

15 AS AMENDED FROM TIME TO TIME, TOGETHER WITH ALL ATTACHMENTS,

16 REGISTERING AGENT

17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 17  
 ( 882)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

30 724224159

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
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31 002 2 20170120 1233 6005 2603

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

32 DEBTOR

33 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

34 ADDRESS

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

35 DEBTOR

36 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

37 ADDRESS

38 SECURED PARTY /

LIEN CLAIMANT

39 ADDRESS

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY OR	NO FIXED MATURITY DATE
----------------	-----------	-----------	----------------	------------------------	--------	---------------------	------------------------

10

YEAR MAKE	MODEL	V.I.N.
-----------	-------	--------

11 MOTOR

12 VEHICLE

13 GENERAL ACCESSORIES AND SUBSTITUTIONS.

14 COLLATERAL

15 DESCRIPTION

16 REGISTERING

AGENT

17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 18  
 ( 883)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 720413226

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	003		20160908 1435 8077 6232	P PPSA	3

01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

02 DEBTOR

03 NAME BUSINESS NAME ALFACON SOLUTIONS LIMITED

04 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR

06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / RCAP LEASING INC.  
 LIEN CLAIMANT

09 ADDRESS 5575 NORTH SERVICE RD, STE 300 BURLINGTON ON L7L 6M1  
 COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
		X	X	X				X

10 YEAR MAKE MODEL V.I.N.

11 MOTOR

12 VEHICLE

13 GENERAL ALL COMPUTER EQUIPMENT FROM TIME TO TIME LEASED BY THE SECURED

14 COLLATERAL PARTY TO THE DEBTOR AS DESCRIBED ON LEASES, CONDITIONAL SALES

15 DESCRIPTION AGREEMENTS AND ANY OTHER FINANCING AGREEMENTS ENTERED INTO BETWEEN

16 REGISTERING REGISTRY = RECOVERY INC.

17 ADDRESS 1551 THE QUEENSWAY TORONTO ON M8Z 1T5  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 19  
 ( 884)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

00 720413226  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD

01 02 003 20160908 1435 8C77 6232

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

03 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

04 ADDRESS

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

07 ADDRESS

08 SECURED PARTY /  
 LIEN CLAIMANT

09 ADDRESS

COLLATERAL CLASSIFICATION

CONSUMER	MOTOR VEHICLE				AMOUNT	DATE OF	NO FIXED
GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	INCLUDED	MATURITY	OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL THE SECURED PARTY AND THE DEBTOR FROM TIME TO TIME AND ANY PROCEEDS  
 14 COLLATERAL THEREOF, TOGETHER WITH ALL REPLACEMENT PARTS, ACCESSORIES AND  
 15 DESCRIPTION ATTACHMENTS.  
 16 REGISTERING  
 17 AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

RUN NUMBER : 296  
RUN DATE : 2018/10/23  
ID : 20181023114002.57

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
PAGE : 20  
( 885)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
FILE CURRENCY : 22OCT 2018  
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
720413226  
01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
03 003 20160908 1435 8077 6232

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
06 NAME BUSINESS NAME ONTARIO CORPORATION NO.

07 ADDRESS ONTARIO CORPORATION NO.  
08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS  
10 COLLATERAL CLASSIFICATION  
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.  
12 MOTOR  
13 VEHICLE  
14 GENERAL  
15 COLLATERAL  
16 DESCRIPTION  
17 REGISTERING  
AGENT

ADDRESS  
\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 21  
 ( 886)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER

00 717310017

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
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01 001 2 20160603 1332 6C05 8275 P PPSA 03

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
---------------	------------------	---------	---------

02 LEBTOR

03 NAME BUSINESS NAME ALFACON SOLUTIONS LIMITED

ONTARIO CORPORATION NO.

04 ADDRESS 595 RIDDELL ROAD, ORANGEVILLE ON L9W 4Z5

05 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 LEBTOR

07 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

08 ADDRESS

09 SECURED PARTY / LIEN CLAIMANT NATIONAL LEASING GROUP INC.

10 ADDRESS 1525 BUFFALO PLACE, WINNIPEG MB R3T 1L9

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
----------------	-----------	-----------	----------------	------------------------	--------	------------------	----	------------------------

11 YEAR MAKE X MODEL V.I.N.

12 MOTOR

13 VEHICLE

14 GENERAL ALL PLASMA CUTTER WITH RELATED COMPONENTS OF EVERY NATURE OR KIND

15 COLLATERAL DESCRIBED IN AGREEMENT NUMBER 2770176, BETWEEN THE SECURED PARTY AND

16 DESCRIPTION THE DEBTOR, AS AMENDED FROM TIME TO TIME, TOGETHER WITH ALL

17 REGISTERING

AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 22  
 ( 887)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 717310017

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	002	2		20160603 1332 6005 8275		

01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 02 DEBTOR  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.  
 04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME ONTARIO CORPORATION NO.  
 07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT  
 09 ADDRESS  
 COLLATERAL CLASSIFICATION  
 10 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE  
 YEAR MAKE MODEL V.I.N.  
 11 MOTOR  
 12 VEHICLE  
 13 GENERAL ATTACHMENTS, ACCESSORIES AND SUBSTITUTIONS.  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 AGENT  
 17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 23  
 ( 888)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 716279076  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 004 20160503 1440 8077 6425 P PPSA 3

02 DEBTOR  
 03 NAME BUSINESS NAME ALFACON SOLUTIONS LIMITED  
 04 ADDRESS 595 RIDDELL RD ORANGEVILLE ON L9W4Z5  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR  
 06 NAME BUSINESS NAME  
 ADDRESS ORANGEVILLE ON L9W4Z5  
 ONTARIO CORPORATION NO.

07 SECURED PARTY /  
 08 LIEN CLAIMANT DELL FINANCIAL SERVICES CANADA LIMITED  
 ADDRESS 155 GORDON BAKER RD, STE 501 NORTH YORK ON M2H 3N5

09 COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE  
 X X X  
 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL ALL DELL AND NON DELL COMPUTER EQUIPMENT AND PERIPHERALS  
 14 COLLATERAL WHEREVER LOCATED HERETOFORE OR HEREAFTER LEASED TO DEBTOR BY SECURED  
 15 DESCRIPTION PARTY PURSUANT TO LEASE 200-0870347-018 TOGETHER WITH ALL  
 16 REGISTERING REGISTRY = RECOVERY INC.  
 17 AGENT ADDRESS 1551 THE QUEENSWAY TORONTO ON M8Z 1T5  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 24  
 ( 889)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 716279076  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 02 004 20160503 1440 8677 6425

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME ONTARIO CORPORATION NO.

07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS  
 COLLATERAL CLASSIFICATION  
 10 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

12 MOTOR VEHICLE  
 13 GENERAL SUBSTITUTIONS, ADDITIONS, ACCESSIONS AND REPLACEMENTS THERETO AND  
 14 COLLATERAL THEREOF NOW AND HEREAFTER INSTALLED IN, AFFIXED TO, OR USED IN  
 15 DESCRIPTION CONJUNCTION WITH SUCH EQUIPMENT AND PROCEEDS THEREOF TOGETHER WITH  
 16 REGISTERING  
 17 AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 25  
 ( 890)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 716279076  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 03 004 20160503 1440 8077 6425

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME ONTARIO CORPORATION NO.

07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS  
 COLLATERAL CLASSIFICATION  
 10 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.  
 12 MOTOR VEHICLE  
 13 GENERAL ALL RENTAL OR INSTALLMENT PAYMENTS, INSURANCE PROCEEDS, OTHER  
 14 COLLATERAL PROCEEDS AND PAYMENTS DUE OR TO BECOME DUE AND ARISING FROM OR  
 15 DESCRIPTION RELATING TO SUCH EQUIPMENT. PROCEEDS ALL PRESENT AND AFTER-ACQUIRED  
 16 REGISTERING AGENT

17 ADDRESS  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 26  
 ( 891)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 716279076

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	04	004		20160503 1440 8C77 6425		

01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 20160503 1440 8C77 6425

02 DEBTOR  
 03 NAME BUSINESS NAME

04 ADDRESS  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR  
 06 NAME BUSINESS NAME

07 ADDRESS  
 ONTARIO CORPORATION NO.

08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS  
 ONTARIO CORPORATION NO.

10 COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE

11 YEAR MAKE MODEL V.I.N.  
 12 MOTOR VEHICLE  
 13 GENERAL PERSONAL PROPERTY.  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING AGENT  
 17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

RUN NUMBER : 296  
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ID : 20181023114002.57

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
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ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
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( 892)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
FILE CURRENCY : 22OCT 2018  
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
711720522

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	001		20151112 1449 1530 0189	P PPSA	5

01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

02 DEBTOR

03 NAME BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED

04 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5  
DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR

06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / LIEN CLAIMANT ROYAL BANK OF CANADA

09 ADDRESS 36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4  
COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
				X				

10 YEAR MAKE MODEL V.I.N.

11 MOTOR

12 VEHICLE

13 GENERAL INTER -COMPANY CREDITOR ADREEMENT DATED SEPTEMBER 25, 2015, BETWEEN

14 COLLATERAL BDC CAPITAL INC. AND ROYAL BANK OF CANADA AND D.S. HANDLING SYSTEMS

15 DESCRIPTION LIMITED

16 REGISTERING AGENT CANADIAN SECURITIES REGISTRATION SYSTEMS

17 ADDRESS 4126 NORLAND AVENUE BURNABY BC V5G 3S8  
\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 28  
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RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
 01 001 1 20161207 1248 6083 8073

21 RECORD FILE NUMBER 711720522  
 REFERENCED PAGE AMENDED NO SPECIFIC PAGE AMENDED CHANGE REQUIRED RENEWAL CORRECT  
 YEARS PERIOD

22 X A AMENDMENT  
 FIRST GIVEN NAME INITIAL SURNAME

23 REFERENCE  
 24 DEBTOR/ BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED  
 TRANSFEROR

25 OTHER CHANGE  
 26 REASON/ TO AMEND THE NAME OF THE DEBTOR TO ALFACON SOLUTIONS LIMITED  
 27 DESCRIPTION PURSUANT TO ARTICLES OF AMENDMENT EFFECTIVE ON MARCH 11, 2016.  
 28

02/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 05 DEBTOR/

03/ TRANSFEREE BUSINESS NAME ALFACON SOLUTIONS LIMITED

06 ONTARIO CORPORATION NO. 1915542  
 04/07 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5

29 ASSIGNOR  
 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

08 ADDRESS  
 09

COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED AMOUNT MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING AGENT OR DLA PIPER (CANADA) LLP (BYD)  
 17 SECURED PARTY/ ADDRESS 6000 - 100 KING STREET WEST TORONTO ON M5X 1E2  
 LIEN CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 29  
 ( 894)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00	FILE NUMBER											
	710112501											
	CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD					
01		001	1		20150921 1431 1590 3680	P PPSA	12					
	DEBTOR	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME							
02	DEBTOR											
03	NAME	BUSINESS NAME	D.S. HANDLING SYSTEMS LIMITED									
		ADDRESS	595 RIDDELL ROAD			ORANGEVILLE	ONTARIO CORPORATION NO.					
04		DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	ON	L9W 4Z5					
05	DEBTOR											
06	NAME	BUSINESS NAME										
		ADDRESS	ONTARIO CORPORATION NO.									
07		ADDRESS										
08	SECURED PARTY / LIEN CLAIMANT	BDC CAPITAL INC.										
		ADDRESS	121 KING STREET WEST, SUITE 1200			TORONTO	ON	M5H 3T9				
09	COLLATERAL CLASSIFICATION											
	CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE		
10		X	X	X	X	X						
		YEAR MAKE	MODEL	V.I.N.								
11	MOTOR											
12	VEHICLE											
13	GENERAL											
14	COLLATERAL											
15	DESCRIPTION											
16	REGISTERING AGENT	CHAITONS LLP (AK/MMC/58247)										
		ADDRESS	5000 YONGE STREET, 10TH FLOOR			TORONTO	ON	M2N 7E9				
17		*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***										

RUN NUMBER : 296  
RUN DATE : 2018/10/23  
ID : 20181023114002.57

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
PAGE : 30  
( 895)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	001	1		20160421 1522 1590 7543	
21	RECORD FILE NUMBER	710112501			
22	REFERENCED				
	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED A AMENDMENT	RENEWAL YEARS	CORRECT PERIOD

23 REFERENCE  
24 DEBTOR/ BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED  
25 TRANSFEROR  
26 OTHER CHANGE  
27 REASON/ TO AMEND THE NAME OF THE DEBTOR TO ALFACON SOLUTIONS LIMITED  
28 DESCRIPTION PURSUANT TO ARTICLES OF AMENDMENT EFFECTIVE MARCH 11, 2016.

02/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR/

03/ TRANSFEREE BUSINESS NAME

06

04/07 ADDRESS

ONTARIO CORPORATION NO.

29 ASSIGNOR

SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

08

09 ADDRESS

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY OR	NO FIXED MATURITY DATE
----------------	-----------	-----------	----------------	------------------------	--------	---------------------	------------------------

10

YEAR	MAKE	MODEL	V.I.N.
------	------	-------	--------

11 MOTOR

12 VEHICLE

13 GENERAL

14 COLLATERAL

15 DESCRIPTION

16 REGISTERING AGENT OR CHAITONS LLP (AK/MMC/58247)

17 SECURED PARTY/ ADDRESS 5000 YONGE STREET, 10TH FLOOR TORONTO ON M2N 7E9  
LIEN CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 31  
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RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO.	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	001	1		20171115 1401 1590 6523	P PPSA

21 RECORD FILE NUMBER 710112501

22 REFERENCED

PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
	X	A AMENDMENT		

23 REFERENCE

FIRST GIVEN NAME	INITIAL	SURNAME
D.S.		HANDLING SYSTEMS LIMITED

24 DEBTOR/ BUSINESS NAME TRANSFEROR D.S. HANDLING SYSTEMS LIMITED

25 OTHER CHANGE

26 REASON/ TO AMEND THE NAME OF THE DEBTOR TO ALFACON SOLUTIONS LIMITED

27 DESCRIPTION PURSUANT TO ARTICLES OF AMENDMENT EFFECTIVE MARCH 11, 2016.

28

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME

35 DEBTOR/ BUSINESS NAME ALFACON SOLUTIONS LIMITED

33/ TRANSFEREE BUSINESS NAME ALFACON SOLUTIONS LIMITED

36

34/07 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5

29 ASSIGNOR SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

38 ADDRESS

39 COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR

12 VEHICLE

13 GENERAL

14 COLLATERAL DESCRIPTION

16 REGISTERING AGENT OR FOGLER, RUBINOFF LLP (D. ROMPEN)

17 SECURED PARTY/ ADDRESS 77 KING STREET WEST, SUITE 3000 PO BOX 9 TORONTO ON M5K 1G8

LIEN CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
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 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
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 ( 897)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER  
701107947

00	CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		01	005		20141029 1946 1E31 3316	P PPSA	5

02 DEBTOR NAME  
 03 BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED

04 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR NAME  
 06 BUSINESS NAME

07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT ROYAL BANK OF CANADA

09 ADDRESS 36 YORK MILLS ROAD 4TH FLR TORONTO ON M2P 0A4  
 COLLATERAL CLASSIFICATION

10	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
	X	X	X	X	X				
	YEAR MAKE		MODEL		V.I.N.				

11 MOTOR VEHICLE  
 12 GENERAL DESCRIPTION  
 13 THE UNDERTAKING OF DEBTOR AND IN ALL DEBTOR'S PRESENT AND AFTER  
 14 COLLATERAL ACQUIRED PERSONAL PROPERTY INCLUDING, WITHOUT LIMITATION, IN ALL  
 15 GOODS, CHATTEL PAPER, DOCUMENTS OF TITLE, INSTRUMENTS, INTANGIBLES,  
 16 REGISTERING AGENT CANADIAN SECURITIES REGISTRATION SYSTEMS

17 ADDRESS 4126 NORLAND AVENUE BURNABY BC V5G 3S8  
 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 33  
 ( 898)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

701107947  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILLING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 02 005 20141029 1946 1531 3316

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME ONTARIO CORPORATION NO.

07 ADDRESS ONTARIO CORPORATION NO.  
 08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS  
 COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL MONEY AND SECURITIES NOW OWNED OR HEREAFTER OWNED OR ACQUIRED BY OR  
 14 COLLATERAL ON BEHALF OF DEBTOR AND ALL PROCEEDS AND RENEWALS THEREOF,  
 15 DESCRIPTION ACCRETIONS THERETO AND SUBSTITUTIONS THEREFOR, AND INCLUDING,  
 16 REGISTERING  
 17 AGENT ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

RUN NUMBER : 296  
RUN DATE : 2018/10/23  
ID : 20181023114002.57

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
PAGE : 34  
( 899)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
FILE NUMBER

00 701107947  
CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
01 03 005 20141029 1946 1531 3316

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

04 ADDRESS  
05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
06 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

07 ADDRESS  
08 SECURED PARTY /  
LIEN CLAIMANT

09 ADDRESS  
COLLATERAL CLASSIFICATION

CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
12 VEHICLE  
13 GENERAL WITHOUT LIMITATION, ALL OF THE FOLLOWING NOW OWNED OR HEFEAFTER  
14 COLLATERAL OWNED OR ACQUIRED BY OR ON BEHALF OF DEBTOR, ALL INVENTORY, ALL  
15 DESCRIPTION EQUIPMENT, ALL DEBTS, DOCUMENTS, WRITINGS, PAPERS, BOOKS OF ACCOUNT  
16 REGISTERING  
AGENT

17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 35  
 ( 900)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

00 701107947  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 04 005 20141029 1946 1531 3316  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

02 DEBTOR  
 03 NAME BUSINESS NAME  
 04 ADDRESS  
 05 DEBTOR  
 06 NAME BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 LIEN CLAIMANT  
 09 ADDRESS  
 COLLATERAL CLASSIFICATION

04 ADDRESS  
 05 DEBTOR  
 06 NAME BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 LIEN CLAIMANT  
 09 ADDRESS  
 COLLATERAL CLASSIFICATION

04 ADDRESS  
 05 DEBTOR  
 06 NAME BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 LIEN CLAIMANT  
 09 ADDRESS  
 COLLATERAL CLASSIFICATION

04 ADDRESS  
 05 DEBTOR  
 06 NAME BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 LIEN CLAIMANT  
 09 ADDRESS  
 COLLATERAL CLASSIFICATION

04 ADDRESS  
 05 DEBTOR  
 06 NAME BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 LIEN CLAIMANT  
 09 ADDRESS  
 COLLATERAL CLASSIFICATION

04 ADDRESS  
 05 DEBTOR  
 06 NAME BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 LIEN CLAIMANT  
 09 ADDRESS  
 COLLATERAL CLASSIFICATION

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 36  
 ( 901)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

00 701107947  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
 01 05 005 20141029 1946 1531 3316

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS

COLLATERAL CLASSIFICATION

CONSUMER				MOTOR VEHICLE	AMOUNT	DATE OF	NO FIXED
GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	INCLUDED		MATURITY OR	MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL INDUSTRIAL PROPERTY, ALL PROPERTY DESCRIBED HEREIN-  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 37  
 ( 902)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
 01 001 1 20150911 1116 6083 6012

21 RECORD FILE NUMBER 701107947  
 REFERENCED RENEWAL CORRECT  
 PAGE AMENDED NO SPECIFIC PAGE AMENDED CHANGE REQUIRED YEARS PERIOD  
 X A AMENDMENT

22 FIRST GIVEN NAME INITIAL SURNAME

23 REFERENCE  
 24 DEBTOR/ BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED  
 TRANSFEROR

25 OTHER CHANGE  
 26 REASON/ AMEND COLLATERAL CLASSIFICATION  
 27 DESCRIPTION

28  
 02/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 05 DEBTOR/

03/ TRANSFEREE BUSINESS NAME

06 ONTARIO CORPORATION NO.

04/07 ADDRESS

29 ASSIGNOR  
 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

08 ADDRESS  
 09

COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED AMOUNT MATURITY OR MATURITY DATE  
 10 X X X X X  
 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING AGENT OR DLA PIPER (CANADA) LLP (BYD)  
 17 SECURED PARTY/ ADDRESS 6000 - 100 KING STREET WEST TORONTO ON M5X 1E2  
 LIEN CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 38  
 ( 903)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO.	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
	001	1		20161207 1247 6083 8072	

01 RECORD FILE NUMBER 701107947

REFERENCED	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
		X	A AMENDMENT		

	FIRST GIVEN NAME	INITIAL	SURNAME
22			

23 REFERENCE DEBTOR/ TRANSFEROR BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED

24 OTHER CHANGE

25 REASON/ DESCRIPTION TO AMEND THE NAME OF THE DEBTOR TO ALFACON SOLUTIONS LIMITED PURSUANT TO ARTICLES OF AMENDMENT EFFECTIVE ON MARCH 11, 2016.

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
02/			

05 DEBTOR/ TRANSFEREE BUSINESS NAME ALFACON SOLUTIONS LIMITED

06 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5 ONTARIO CORPORATION NO. 1915542

04/07 ASSIGNOR SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

08 ADDRESS

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE

YEAR	MAKE	MODEL	V.I.N.

11 MOTOR VEHICLE GENERAL COLLATERAL DESCRIPTION REGISTERING AGENT OR SECURED PARTY/ LIEN CLAIMANT ADDRESS DLA PIPER (CANADA) LLP (BYD) 6000 - 100 KING STREET WEST TORONTO ON M5X 1E2

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 39  
 ( 904)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018  
 FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 700914042

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	2		20141023 1018 6005 6176	P PPSA	06

01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 02 DEBTOR  
 03 NAME BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED

04 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR  
 06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.  
 08 SECURED PARTY / NATIONAL LEASING GROUP INC.  
 LIEN CLAIMANT

09 ADDRESS 1525 BUFFALO PLACE WINNIPEG MB R3T 1L9  
 COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
		X						

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL ALL INDUSTRIAL AND MANUFACTURING EQUIPMENT-BAND SAW, WELDING SYSTEM  
 14 COLLATERAL OF EVERY NATURE OR KIND DESCRIBED IN LEASE NUMBER 2687081, BETWEEN  
 15 DESCRIPTION THE SECURED PARTY, AS LESSOR AND THE DEBTOR AS LESSEE, AS AMENDED  
 16 REGISTERING  
 AGENT  
 17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 40  
 ( 905)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN  
 FILE NUMBER

00 700914042  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD

01 002 2 20141023 1018 6005 6176  
 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

02 DEBTOR  
 03 NAME BUSINESS NAME ONTARIO CORPORATION NO.

04 ADDRESS  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

06 NAME BUSINESS NAME ONTARIO CORPORATION NO.

07 ADDRESS  
 08 SECURED PARTY / LIEN CLAIMANT

09 ADDRESS

COLLATERAL CLASSIFICATION

10 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

12 MOTOR VEHICLE  
 13 GENERAL FROM TIME TO TIME, TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES AND  
 14 COLLATERAL SUBSTITUTIONS.

15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 41  
 ( 906)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO.	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
	001	1		20160502 1127 6005 7494	

21 RECORD FILE NUMBER 700914042

PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED A AMENDMENT	RENEWAL YEARS	CORRECT PERIOD

22 REFERENCE FIRST GIVEN NAME INITIAL SURNAME

23 DEBTOR/ BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED

24 TRANSFEROR

25 OTHER CHANGE

26 REASON/ NAME CHANGE. DEBTOR NAME D.S. HANDLING SYSTEMS LIMITED IS CHANGED

27 DESCRIPTION TO THE ONE BELOW. LEASE NUMBER 2687081.

28

02/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR/

03/ TRANSFEREE BUSINESS NAME ALFACON SOLUTIONS LIMITED

06

04/07 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5

29 ASSIGNOR ONTARIO CORPORATION NO.

SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

08 ADDRESS

09 COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	DATE OF MATURITY	OR	NO FIXED MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR

12 VEHICLE

13 GENERAL

14 COLLATERAL

15 DESCRIPTION

16 REGISTERING AGENT OR NATIONAL LEASING GROUP INC.

17 SECURED PARTY/ ADDRESS 1525 BUFFALO PLACE WINNIPEG MB R3T 1L9

LIEN CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

RUN NUMBER : 296  
RUN DATE : 2018/10/23  
ID : 20181023114002.57

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
PAGE : 42  
( 907)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER

688332753

00 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD  
01 001 2 20130704 1332 6005 8083 P PPSA 06

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED

04 ADDRESS 10 CENTENNIAL ROAD ORANGEVILLE ON L9W 1P8  
DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR ADDRESS ONTARIO CORPORATION NO.  
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.  
08 SECURED PARTY / NATIONAL LEASING GROUP INC.  
LIEN CLAIMANT

09 ADDRESS 1525 BUFFALO PLACE (2623944) WINNIPEG MB R3T 1L9  
COLLATERAL CLASSIFICATION

CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

10 X  
YEAR MAKE MODEL V.I.N.

11 MOTOR  
12 VEHICLE  
13 GENERAL ALL INDUSTRIAL AND MANUFACTURING EQUIPMENT-SEMI-DOWN SPRAY BOOTH,  
14 COLLATERAL EXHAUST KITS, INTERLOCK KITS, AIR MAKE UP UNIT, INTAKE DUCTING OF  
15 DESCRIPTION EVERY NATURE OR KIND DESCRIBED IN LEASE NUMBER 2623944 BETWEEN THE  
16 REGISTERING  
AGENT

17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 43  
 ( 908)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER

00 688332753

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
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01 002 2 20130704 1332 6005 8083

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

02 DEBTOR

03 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

04 ADDRESS

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

05 DEBTOR

06 NAME BUSINESS NAME

ONTARIO CORPORATION NO.

07 ADDRESS

08 SECURED PARTY /

LIEN CLAIMANT

09 ADDRESS

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
----------------	-----------	-----------	----------------	------------------------	--------	------------------	----	------------------------

10

YEAR MAKE	MODEL	V.I.N.
-----------	-------	--------

11 MOTOR

12 VEHICLE

13 GENERAL SECURED PARTY, AS LESSOR AND THE DEBTOR AS LESSEE, AS AMENDED FROM

14 COLLATERAL TIME TO TIME, TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES AND

15 DESCRIPTION SUBSTITUTIONS.

16 REGISTERING

AGENT

17 ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 44  
 ( 909)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	001	1		20160502 1124 6005 7493	
21	RECORD FILE NUMBER	688332753			
22	REFERENCED				
	PAGE AMENDED	NO SPECIFIC PAGE AMENDED		CHANGE REQUIRED A AMENDMENT	RENEWAL YEARS CORRECT PERIOD

REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME
23			
24	DEBTOR/ BUSINESS NAME	D.S. HANDLING SYSTEMS LIMITED	
25	TRANSFEROR		
26	OTHER CHANGE		
27	REASON/ DESCRIPTION	NAME CHANGE. DEBTOR NAME D.S. HANDLING SYSTEMS LIMITED IS CHANGED TO THE ONE BELOW. LEASE NUMBER 2623944.	

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	ONTARIO CORPORATION NO.
02/				
05	DEBTOR/ BUSINESS NAME	ALFACON SOLUTIONS LIMITED		
03/	TRANSFEREE			
06				
04/07	ADDRESS	595 RIDDELL ROAD	ORANGEVILLE	ON L9W 4Z5
29	ASSIGNOR			
	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE			

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10							
	YEAR	MAKE		MODEL	V.I.N.		

DESCRIPTION	REGISTERING AGENT OR ADDRESS	MODEL	V.I.N.	YEAR	MAKE
11					
12					
13					
14					
15					
16	REGISTERING AGENT OR ADDRESS	NATIONAL LEASING GROUP INC. 1525 BUFFALO PLACE	WINNIPEG	MB	R3T 1L9
17	SECURED PARTY/ LIEN CLAIMANT				

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 46  
 ( 911)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO.	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001		20130715 1034 1529 8324	

21 RECORD FILE NUMBER 657151821

PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
	X	A AMENDMENT		

22

23 REFERENCE

24 DEBTOR/ TRANSFEROR BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED

25 OTHER CHANGE

26 REASON/ DESCRIPTION AMEND DEBTOR'S ADDRESS

27

28

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
02/05			

03/06 TRANSFEREE BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED

04/07 ADDRESS 595 RIDDELL ROAD ORANGEVILLE ON L9W 4Z5

29 ASSIGNOR SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

08

09 ADDRESS

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	DATE OF MATURITY	OR	NO FIXED MATURITY DATE

10

YEAR	MAKE	MODEL	V.I.N.
11			

12 MOTOR VEHICLE

13 GENERAL

14 COLLATERAL

15 DESCRIPTION

16 REGISTERING AGENT OR CANADIAN SECURITIES REGISTRATION SYSTEMS

17 SECURED PARTY/ LIEN CLAIMANT ADDRESS 4126 NORLAND AVENUE BURNABY BC V5G 3S8

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*



PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 47  
 ( 912)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER

01 01 001 20140919 1946 1531 5850  
 21 RECORD FILE NUMBER 657151821  
 REFERENCED PAGE AMENDED NO SPECIFIC PAGE AMENDED CHANGE REQUIRED RENEWAL CORRECT  
 YEARS PERIOD  
 22 X B RENEWAL 5  
 FIRST GIVEN NAME INITIAL SURNAME

23 REFERENCE  
 24 DEBTOR/ BUSINESS NAME D.S. HANDLING SYSTEMS LIMITED  
 TRANSFEROR  
 25 OTHER CHANGE  
 26 REASON/  
 27 DESCRIPTION

02/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR/  
 03/ TRANSFEREE BUSINESS NAME  
 06 ONTARIO CORPORATION NO.

04/07 ADDRESS  
 29 ASSIGNOR  
 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

08 ADDRESS  
 09

COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED AMOUNT MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING AGENT OR CANADIAN SECURITIES REGISTRATION SYSTEMS  
 17 SECURED PARTY/ ADDRESS 4126 NORLAND AVENUE BURNABY BC V5G 3S8  
 LIEN CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 48  
 ( 913)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO.	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	004		20141029 1946 1531	3616
21	RECORD FILE NUMBER	657151821			
	REFERENCED				
	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
22		X	A AMENDMENT		
		FIRST GIVEN NAME	INITIAL	SURNAME	
23	REFERENCE				
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	D.S. HANDLING SYSTEMS LIMITED		
25	OTHER CHANGE				
26	REASON/ DESCRIPTION	AMENDMENT TO PERFECT SECURITY DUE TO AMALGAMATION DATED MAY 1, 2014.			
27		AMEND DEBTOR'S NAME FROM			
28		D.S. HANDLING SYSTEMS LIMITED			
02/	DEBTOR/ TRANSFEREE	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
05					
03/		BUSINESS NAME			
06					ONTARIO CORPORATION NO.
04/07		ADDRESS			
29	ASSIGNOR				
	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE				
08		ROYAL BANK OF CANADA			
09		ADDRESS	36 YORK MILLS ROAD 4TH FLR	TORONTO	ON M2P 0A4
	COLLATERAL CLASSIFICATION				
	CONSUMER		MOTOR VEHICLE	DATE OF	NO FIXED
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR	MATURITY DATE
10					
	YEAR	MAKE	MODEL	V.I.N.	
11	MOTOR				
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR	CANADIAN SECURITIES REGISTRATION SYSTEMS			
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	4126 NORLAND AVENUE	BURNABY	BC V5G 3S8

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 49  
 ( 914)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO.	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	02	004		20141029 1946 1531 3616	

RECORD REFERENCED	FILE NUMBER	657151821	RENEWAL YEARS	CORRECT PERIOD
21				

PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
22				

REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME
23			

DEBTOR/ TRANSFEROR	BUSINESS NAME
24	

25 OTHER CHANGE

26 REASON/ TO

27 DESCRIPTION D.S. HANDLING SYSTEMS LIMITED

28 AMEND SECURED PARTY ADDRESS FROM

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
02/05			

DEBTOR/ TRANSFEREE	BUSINESS NAME
03/06	

04/07 ADDRESS ONTARIO CORPORATION NO.

ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE
29	

08 ADDRESS

09 ADDRESS

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY OR	NO FIXED MATURITY DATE
10							

YEAR	MAKE	MODEL	V.I.N.
11			

12 MOTOR VEHICLE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING AGENT OR  
 17 SECURED PARTY/ ADDRESS  
 LIEN CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 50  
 ( 915)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT  
 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER  
 01 03 004 20141029 1946 1531 3616

21 RECORD FILE NUMBER 657151821  
 REFERENCED RENEWAL CORRECT  
 PAGE AMENDED NO SPECIFIC PAGE AMENDED CHANGE REQUIRED YEARS PERIOD

22 FIRST GIVEN NAME INITIAL SURNAME

23 REFERENCE  
 24 DEBTOR/ BUSINESS NAME  
 TRANSFEROR  
 25 OTHER CHANGE  
 26 REASON/ 180 WELLINGTON ST W BSC 3RD FL  
 27 DESCRIPTION TORONTO, ON M5J 1J1  
 28 TO

02/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

05 DEBTOR/  
 03/ TRANSFEREE BUSINESS NAME

06 ADDRESS ONTARIO CORPORATION NO.

04/07  
 29 ASSIGNOR  
 SECURED PARTY/LIEN CLAIMANT/ASSIGNEE

08 ADDRESS  
 09

COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED AMOUNT MATURITY OR MATURITY DATE

10 YEAR MAKE MODEL V.I.N.

11 MOTOR  
 12 VEHICLE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING AGENT OR  
 17 SECURED PARTY/ ADDRESS  
 LIEN CLAIMANT

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 51  
 ( 916)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
	04	004		20141029 1946 1531 3616	

RECORD REFERENCED	FILE NUMBER	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
	657151821					

REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME
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23 DEBTOR/ TRANSFEROR	BUSINESS NAME		
25 OTHER CHANGE			
26 REASON/ DESCRIPTION	36 YORK MILLS ROAD 4TH FLR TORONTO, ON M2P 0A4		

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
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03/ TRANSFEREE	BUSINESS NAME		
----------------	---------------	--	--

ONTARIO CORPORATION NO.

04/07	ADDRESS
-------	---------

29 ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE
-------------	--------------------------------------

08	ADDRESS
----	---------

COLLATERAL CLASSIFICATION		MOTOR VEHICLE		DATE OF		NO FIXED				
CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	INCLUDED	AMOUNT	MATURITY	OR	MATURITY DATE

YEAR	MAKE	MODEL	V.I.N.
------	------	-------	--------

11 MOTOR VEHICLE			
13 GENERAL			
14 COLLATERAL			
15 DESCRIPTION			
16 REGISTERING AGENT OR			
17 SECURED PARTY/ LIEN CLAIMANT	ADDRESS		

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY SEARCH RESPONSE

REPORT : PSSR060  
 PAGE : 52  
 ( 917)

RUN NUMBER : 296  
 RUN DATE : 2018/10/23  
 ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
 FILE CURRENCY : 22OCT 2018

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
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01	001	1		20161207 1247 6083 8071	
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21	RECORD FILE NUMBER	657151821			
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REFERENCED	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
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22		X	A AMENDMENT		
		FIRST GIVEN NAME	INITIAL SURNAME		

23	REFERENCE				
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	D.S. HANDLING SYSTEMS LIMITED		

25	OTHER CHANGE				
26	REASON/ DESCRIPTION	TO AMEND THE NAME OF THE DEBTOR TO ALFACON SOLUTIONS LIMITED PURSUANT TO ARTICLES OF AMENDMENT EFFECTIVE ON MARCH 11, 2016.			

DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
---------------	------------------	---------	---------

03/	DEBTOR/ TRANSFEREE	BUSINESS NAME	ALFACON SOLUTIONS LIMITED
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04/07	ADDRESS	595 RIDDELL ROAD	ORANGEVILLE	ON	L9W 4Z5	ONTARIO CORPORATION NO. 1915542
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29	ASSIGNOR				
	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE				

09	ADDRESS				
----	---------	--	--	--	--

COLLATERAL CLASSIFICATION

CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
----------	-------	-----------	-----------	----------	-------	------------------------	--------	------------------	----	------------------------

YEAR	MAKE	MODEL	V.I.N.
------	------	-------	--------

11	MOTOR VEHICLE				
12	GENERAL				
13	COLLATERAL				
14	DESCRIPTION				
15	REGISTERING AGENT OR	DLA PIPER (CANADA) LLP (BYD)			
16	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	6000 - 100 KING STREET WEST	TORONTO	ON MSX 1E2

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY SEARCH RESPONSE

REPORT : ESSR060  
PAGE : 53  
( 918)

RUN NUMBER : 296  
RUN DATE : 2018/10/23  
ID : 20181023114002.57

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : ALFACON SOLUTIONS LIMITED  
FILE CURRENCY : 22OCT 2018

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
741832704	20180720 1402 1462 0373			
740543526	20180614 1659 6083 3410			
735122268	20171220 1624 8077 4980			
727793793	20170518 1411 6083 2354			
727793838	20170518 1413 6083 2356			
726923358	20170425 1413 1462 2867			
724224159	20170120 1233 6005 2603			
720413226	20160908 1435 8077 6232			
717310017	20160603 1332 6005 8275			
716279076	20160503 1440 8077 6425			
711720522	20151112 1449 1530 0189	20161207 1248 6083 8073		
710112501	20150921 1431 1590 3680	20160421 1522 1590 7543	20171115 1401 1590 6523	
701107947	20141029 1946 1531 3316	20150911 1116 6083 6012	20161207 1247 6083 8072	
700914042	20141023 1018 6005 6176	20160502 1127 6005 7494		
688332753	20130704 1332 6005 8083	20160502 1124 6005 7493		
657151821	20091023 1947 1531 0869	20130715 1034 1529 8324	20140919 1946 1531 5850	20141029 1946 1531 3616
	20161207 1247 6083 8071			

27 REGISTRATIONS ARE REPORTED IN THIS ENQUIRY RESPONSE.

This is **Exhibit "C"** referred to in the Affidavit  
of JOHN MURDOCH sworn before me  
this 30th day of October, 2018

A handwritten signature in blue ink, consisting of a stylized, cursive name that appears to be 'Alex Ilchenko'. The signature is written in a fluid, connected style.

.....  
A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**



IN THE MATTER OF THE PROPOSALS OF  
Alfacon Solutions Limited  
of the Town of Milton, in the Province of Ontario

NOTICE TO CREDITORS OF NOTICE OF INTENTION TO MAKE A PROPOSAL FILING

To the Creditors of Alfacon Solutions Limited ("Alfacon" or the "Company")

Please take notice that on October 2, 2018, Alfacon filed a Notice of Intention to Make a Proposal (the "NOI") pursuant to Section 50.4(1) of Part III, Division I of the *Bankruptcy and Insolvency Act* (Canada) (the "BIA") and MNP Ltd. ("MNP") was appointed as the proposal trustee (the "Trustee") in these proposal proceedings.

Please find enclosed the following:

1. The Notice of Intention to Make a Proposal (Form 33), dated October 1, 2018 (Filed October 2, 2018);
2. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims (the "Creditor Listing");
3. The consent of the MNP to act as Trustee in these proposal proceedings; and
4. The Certificate of Filing of a Notice of Intention to Make a Proposal, dated October 3, 2018.

Suppliers and other service providers should contact their normal representative of Alfacon with respect to the terms of payment for goods and/or services that are to be provided to the Company going forward (after October 2, 2018).

Pursuant to Section 50.4(8) of the BIA, Alfacon has thirty (30) days, unless such time period is extended by the Court, to file a proposal with the Trustee. During these proposal proceedings there is a stay of proceedings, and as such:

- no person may terminate or amend any agreement with the Company, or claim an accelerated payment, or a forfeiture of the term, under any agreement with Alfacon, by reason only that the company is insolvent or by reason of the filing of the NOI, pursuant to Section 65.1(1) of the BIA; and
- no creditor has any remedy against any of Alfacon or its property or shall commence or continue any action, execution, or other proceedings against the Company without leave of the Court, pursuant to Section 69(1) of the BIA.

We recognize the amounts reflected as being due to you on the Creditor Listing may vary from your records. However at this time, neither the Trustee is not looking to receive nor are creditors required to file a proof of claim in connection with their claim and these proposal proceedings. At a later date and once a proposal has been filed by the Company, the Trustee will provide you with further information regarding these proposal proceedings, including the date for the meeting of creditors to consider the proposal and a proof of claim form, so that you may then submit and prove your claim. Copies of notices, reports of the Trustee and other relevant publicly available information concerning these proposal proceedings can be found at the Trustee's website at: [www.mnpdebt.ca/alfacon](http://www.mnpdebt.ca/alfacon)

If you have any questions concerning the foregoing or require any additional information, please contact Jessie Hue at 416-515-5006 or by email at [Alfacon@mnp.ca](mailto:Alfacon@mnp.ca).

Dated at Toronto, this 5<sup>th</sup> day of October 2018.

MNP LTD.,  
Trustee *in re* the Proposal of  
Alfacon Solutions Limited  
Per:



Matthew Lem, CIRP, LIT  
Senior Vice President

Encl.

District of:  
Division No.  
Court No.  
Estate No.

- FORM 33 -  
Notice of Intention To Make a Proposal  
(Subsection 50.4(1) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Take notice that:

1. I, Alfacon Solutions Limited, an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. MNP LTD. of 300 - 111 Richmond Street West, Toronto, ON, M5H 2G4, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the City of Toronto in the Province of Ontario, this 1st day of October 2018.



Alfacon Solutions Limited  
Insolvent Person

To be completed by Official Receiver:

\_\_\_\_\_  
Filing Date

\_\_\_\_\_  
Official Receiver

District of:  
 Division No. -  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Absolute Engineering Solutions Inc.	221 Westview Ct Kitchener ON N2N 2V6		1,073.00
Ainsworth Inc.	131 Bermondsey Road Toronto ON M4A 1X4		3,955.00
Alba Manufacturing Inc.	8950 Seward Road Fairfield OH 45011-9109 USA		23,982.17
ALL RITE MATERIAL HANDLING SYS	4 Baker Road Brampton ON L6T 4E3		447.58
Americana Worldwide Corp.	139 Sheridan Road Winnetka IL 60093 USA		1,296.00
Aron Kovas	6 Amsterdame Cres Guelph ON N1L 1T0		510.14
ASCO Numatics	17 Airport Road PO Box 160 Brantford ON N3T 5M8		3,411.35
Automation Direct	PO Box 402417 Atlanta GA 30384-2417 USA		3,568.09
Ball Transfer Systems	2965 Pittsburgh Road Perryopolis PA 15473 USA		2,163.24
Ball, Geoff	4 Briar Hill Heights Suite 306 Alliston ON L9R 1Z7		1,356.00
Balluff Canada Inc.	2840 Argentia Road Mississauga ON L5N 8G4		2,614.39
BDC Capital	121 King Street West Suite 1200 Toronto ON M5H 3T9		780,000.00
BDI CANADA INC	82 Bramsteele Road Unit 1 Brampton ON L6W 3M5		18,659.99
BDO Canada	163 First Street Orangeville ON L9W 3J8		23,956.00
Bell Canada	PO Box 90000 Stn Don Mills North York ON M3C 2X7		1,059.82

District of:  
 Division No. -  
 Court No.  
 Estate No.

- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.

Creditor	Address	Account#	Claim Amount
Bell Conferencing Inc	5099 Creekbank Road B4 Mississauga ON L4W 5N2		334.10
Bob Taylor	47 Diane drive Orangeville, ON ON L9W 3M9		3,121.42
Brafasco/CTF Supply	100 Galcat Drive Woodbridge ON L4L 0B9		13,788.65
Bretn Gattoni	44 hill Trail Guelph ON N1E 7C5		1,707.69
Brian Clinch	32066 Concession 6-7 RR2 Grand Valley ON L9W 0X1		6,317.63
Caleb Harrison	345 Belsyde Ave E Apt 208 Fergus ON N1M 2Y2		2,939.65
Canada Cartridge Depot Inc	2985 Drew Rd Suite 216 Mississauga ON L4T 0A4		299.45
CANADIAN BEARINGS CO.	1600 Drew Road Mississauga ON L5S 1S5		10,690.71
Canadian IPG Corporation	130 Woodworth Avenue St. Thomas ON N5P 3K1		436.90
CAREER DEVELOPMENT PARTNERS INC.	4137 S Harvard Ave Suite A Tulsa OK 74135 USA		19,100.57
Carter Control Systems	7118 Geoffrey Way Suite A Frederick MD 21704-7108 USA		1,171.20
Cavalier Transportation Services	14091 Humber Station Road PO Box 10 Bolton ON L7E 5T1		5,081.30
Cheema Cleaning Services Ltd	12366 Airport Road Caledon ON L7C 2W1		1,921.00
Chris Hind	19952 Horseshoe Hill Caledon ON L7K 2B5		6,382.59
Chris Mercer	14 John Street Unit #7 Orangeville, ON ON L9W 2P1		1,923.00

District of:  
 Division No. -  
 Court No.  
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- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Chris Morin	116 Kingham Rd Acton, ON ON L7J 1S4		7,901.21
Cognex Corporation	PO Box 27623 New York NY 10087-7623 USA		8,660.00
Colson Group Canada, Inc.	c/o Bank of America LBX 917150 PO Box 4080 Station A Toronto ON M5W 0E9		201,090.69
Concept Convoyeur	3757 Boul. Du Tricentenaire Montreal QC H1B 5W3		3,434.95
Conveyor Units	Sandy Lane, Titton Stourport On Sevrer Worcs DY13 9PT England		359.80
Cory Payne	875647 5th Line EHS Mono, ON ON L9V 1C1		3,757.15
COWPER ONTARIO	677 7th Avenue Lachine QC H8S 3A1		3,321.88
CRAWFORD METAL CORPORATION	1091 Heritage Road Burlington ON L7L 4Y1		15,205.46
D&D Air & Hydraulic Components	300 Trowers Road unit 6 Woodbridge ON L4L 5Z9		394.37
Daemar Inc	861 Cranberry Court Oakville ON L6L 6J7		4,942.26
Dave Stoneham	324 Centre Street Shelburne, ON ON L9V 2Y6		7,799.37
De Lage Landen Financial Services Canada Inc	3450 Superior Court Unit 1 Oakville ON L6L 0C4		1,506.29
Dell Financial Services Canada	PO Box 8751 Station A Toronto ON M5W 3C2		1,579.21
Dematic Limited	6750 Century Avenue Suite 302 Mississauga ON L5N 2V8		33,000.07

District of:  
 Division No. -  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Deshazo - Automation Division	1011 Cedar Lake Road SE Decatur AL 35603 USA		15,127.00
Devlin & Parkinson, P.A	Attorneys at Law Post Office Box 10387 Greenville SC 29603-0387 USA		14,899.08
DJ PRODUCTS, INC.	c/o pine country bank PO Box 528 Little Falls MN 56345 USA		3,452.85
Duane Morris LLP	30 South 17th Street Philadelphia PA 19103-4196 USA		4,495.50
Dufferin Safety & Supply	70 Centennial Road Unit 1A Orangeville ON L9W 1P9		2,611.01
Dulux	24-A Rutherford Road South Brampton ON L6W 3J1		5,260.51
Dura-Belt Inc	3119 Scioto Darby Exec. Ct Hilliard OH 43026 USA		525.72
Edalica Metal Services Ltd.	90 Hedgedale Road Brampton ON L6T 5L2		137,811.08
Envirosystems Incorporated	239 Lottridge Street Hamilton ON L8L 6W1		1,471.80
Expand360 LLC	3500 Lenox Road 15th Floor Atlanta GA 30326 USA		24,044.37
FAST Global Solutions, Inc.	PO Box 249 20631 State Highway 55 Glenwood MN 56334 USA		5,885.04
Fastenal Canada - Kitchener	900 Wabanaki Drive Kitchener ON N2C 0B7		7,162.94
Federal Express	PO Box 4626 Toronto Station A Toronto ON M5W 5B4		1,638.49
FedEx Freight	Lockbox 916830 Po Box 9100 Stn F Toronto ON M4Y 3A5		364.28
FedEx Freight - US	Lockbox 916831 Po Box 9100 Stn F Toronto ON M4Y 3A5		296.55

District of:  
 Division No. -  
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- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
FESTO INC.	5300 Explorer Drive Mississauga ON L4W 5G4		7,417.53
First Insurance Funding of Canada	20 Toronto St. Suite 700 Toronto ON M5C 2B8		29,153.35
Firstbrook, Cassie & Anderson Ltd	300 - 1867 Yonge Street Toronto ON M4S 1Y5		7,015.32
FORBO SIEGLING LTD.	PO 7484 Postal Stn A Toronto ON M5W 3C1		1,110.31
Francis Hian-Cheong	3669 Forest Bluff Crescent Mississauga ON L5N 7W7		13,520.65
FULCRUM SEARCH SCIENCE INC.	372 Bay Street Suite 2100 Toronto ON M5H 2W9		63,986.25
G N GEAR & MACHINE MFG. LTD.	1210 Midway Blvd #16 Mississauga ON L5T 2B8		55,065.50
Gary Gore	72 First Street Apt 102 Orangeville ON L9W 2E4		2,315.28
Gerrie Electric	4104 SOUTH SERVICE ROAD Burlington ON L7L 4X5		2,263.13
Gestion Industrielle RB Inc.	6200 Saint-Laurent Blvd Sainte-Catherine QC J5C 1B2		2,711.17
GFL Environmental Inc	125 Villarboit Crescent Suite B Vaughan ON L4K 4K2		2,217.58
GOSEN ELECTRIC LIMITED	215 Bathurst Drive Waterloo ON N2V 2B2		12,165.73
Guy Peters	133 Second Avenue Shelburne, ON ON L9V 3E6		4,440.74
Haake	2105 Fasan Drive Oldcastle ON N0R 1L0		2,395.05
Haltel Communications	60 Stevens Cres Georgetown ON L7G 1B6		401.15

District of:  
 Division No. -  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Heligear Canada Acquisition Corporation c/o Colliers	401 The West Mall Suite 800 Toronto ON M9C 5J5		50,875.43
Henderson Machinery Moving Inc	3446 Mavis Road Mississauga ON L5C 1T8		10,735.00
Hewlett Packard Financial Services Canada Company	5150 Spectrum Way Mississauga ON L4W 5G1		925.04
HI-TECH FASTENERS OF CANADA INC	PO Box 56200 STN A Toronto ON M5W 4L1		3,884.94
Hobson Electrical Engineering Inc	83 Glazebrook Crescent Cambridge ON N1T 2H8		3,457.80
Hunter Steel Sales	470 Richardson Road Orangeville ON L9W 4W8		219,065.40
Hunton & Williams LLP	PO Box 405759 Atlanta GA 30384-5759 USA		479.10
HYDROPERFECT INTERNATIONAL INC	135 Nugget Court Brampton ON L6T 5H4		2,298.26
Hymark Industrial Solutions Inc.	#2 3015 58 Avenue SE Calgary AB T2C 0B4		47,013.75
IDEAL SUPPLY COMPANY LTD.	615 Riddell Road Orangeville ON L9W 4Z5		6,578.00
Ideal Supply Stratford	400 Lorne Avenue Stratford ON N5A 6S4		41,487.96
IFM Efector Canada Inc	c/o TH1080C Po Box 4283 station A Toronto ON M5W 5W6		839.03
Intelligent Systems Now Inc	420 Weber Street N Unit A1 Waterloo ON N2L 4E7		574.04
Intelligrated Industries Canada Ltd.	c/o 913450 PO Box 4090 Station A Toronto ON M5W 0E9		4,729.05
INTRALOX L.L.C	PO Box 730367 Dallas TX 75373-0367 USA		29,156.64



District of:  
Division No. -  
Court No.  
Estate No.

- FORM 33 -  
Notice of Intention To Make a Proposal  
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In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Itoh Denki USA Inc.	2 Great Valley Boulevard Wilkes-Barre PA 18706 USA		2,399.88
J.Currie Plumbing	16-264 Bronte St S Milton ON L9T 5A3		564.44
J/E Bearing & Machine	68 Spruce Street Tillsonburg ON N4G 5V3		19,657.82
James Harper	47 Holmes Drive Caledon East ON L7K 0A6		812.20
Jay Marcarelli	6405 Oxbridge Drive Salisbury MD 21801 USA		11,110.15
JC MACHINERY INC	309 Queen Mary Drive Brampton ON L7A 3W9		129,916.73
Jervis B Webb Company of Canada	1647 Burlington Street East PO box 3428 Hamilton ON L8L 7X7		1,017.00
JL Metals Inc.	384 Millen Road Stoney Creek ON L8E 2P7		154,075.29
Jobsite Industrial Rental Service	3385 Mainway Burlington ON L7M 1A6		511.82
John Murdoch	17468 Mountainview Rd Caledon East ON L7K 2E7		136,926.41
John Murdoch	17468 Mountainview Road Caledon East ON L7K 2E7		400,000.00
John Murdoch	17468 Mountainview Rd Caledon East, ON ON L7K 2E7		17,902.99
Josh Gilbert	43 Dawn Ridge Drive Kitchener ON N2N 3J7		2,402.99
Kathryn Harrison	166 Chase Crescent Cambridge ON N3C 0C6		14,734.78
KBC Tools & Machinery	6200 Kennedy Road Unit #1 Mississauga ON L5T 2Z1		333.37

District of:  
 Division No. -  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Kennaley Construction Law	58 Peel Street Simcoe ON N3Y 1S2		30,771.34
Kevin Kalynchuk	96 Kerr Blvd. Alliston ON L9R 1C6		8,420.70
Kevin Lowes	173 Frederick Street Keswick ON L4P 2J2		8,115.20
KORZITE COATINGS INC.	Box 1175 7134 Wellington #124 Guelph ON N1H 6N3		2,558.39
Kreator Equipment & Services Inc.	473036 County Road 11 Amaranth ON L9W 0R2		31,046.75
LANNICK CONTRACT SOLUTIONS INC.	77 King St West Suite 4110 PO Box 26 Toronto ON M5K 1J5		81,209.44
Latchman Ramawad	916 Cardington Street Mississauga, ON ON L5V 1Z7		5,383.48
LATHRUP INDUSTRIES INC	42300 W. Nine Mile Road Novi MI 48375 USA		11,243.03
LATOPLAST LTD.	1661 Finfar Court Mississauga ON L5J 4K1		1,505.22
Letter Rip Sign & Design	346274 15th Sideroad Mono ON L9W 6R9		2,062.25
Lift Capital Corporation	300 The East Mall Suite 401 Toronto ON M9B 6B7		11,084.52
Liftow Limited	PO Box 8092 Station A Toronto ON M5W 3W5		6,094.78
Linde Canada Limited 15687	PO Box 15687 Station A Toronto ON M5W 1C1		9,587.04
Lindsay Phillips	366 Adams Court Orangeville, ON ON L9W 4M2		647.23
Livingston	PO Box 5640 Terminal A Toronto ON M5W 1P1		2,048.92

District of:  
 Division No. -  
 Court No.  
 Estate No.

- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.

Creditor	Address	Account#	Claim Amount
Lloyd Lamalzon	2 Hedley Court Brampton ON L6S 2B6		5,065.17
Manpower	PO Box 4277 Stn A Toronto ON M5W 5W1		3,906.72
Mark's Commercial	Po Box 6000 Station Main Welland ON L3B 6A2		504.23
Martino Caputo	8 Leaway Avenue Hamilton ON L8W 1S5		452.17
MATRIX SCALE SERVICE INC	301 Watline Avenue Mississauga ON L4Z 1P3		600.00
Maverick Machine & Hydraulics ULC	1633 Trinity Drive Mississauga ON L5T 1K4		47,614.05
MCI Automation & Controls	75 First Street Unit 226 Orangeville ON L9W 5B6		88,141.10
McMaster-Carr Supply Company	PO Box 7690 Chicago IL 60680-7690 USA		263.74
McMillan	181 Bay Street Suite 4400 Toronto ON M5J 2T3		4,030.16
MEEHAN'S INDUSTRIAL	50 Hannant Court Milton ON L9T 5C1		4,209.82
Merley Chains Ltd	8699 ESCARPMENT WAY Unit 2 Milton ON L9T 0J5		455.00
Metzgar Conveyors	901 Metzgar Drive Comstock Park MI 4932-9758 USA		39,212.00
MHI	8720 Red Oak Blvd Charlotte NC 28217 USA		8,787.50
Michelin c/o Haynsworth Sinkler Boyd P.A.	One North Main Street, Second Floor Greenville SC 29601 USA		282,500.00
MILTON HOME HARDWARE	385 Steeles Avenue East Milton ON L9T 3G6		1,367.59

District of:  
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In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Milton Hydro Distribution Inc	200 chisholm drive Milton ON L9T 3G9		15,557.62
Milton Machine Shop	203 Mill Street Milton ON L9T 1S3		5,829.82
Ministry of Finance -Manitoba	101 - 401 York Avenue Winnipeg MB R3C 0P8	100546	447.31
MIR FABRIC PRODUCT LTD	1153 Pioneer Road Unit L Burlington ON L7M 1K5		10,526.99
Monteco Holdings Limited	2 St. Clair Avenue West Suite 2100 Toronto ON M4V 1L5		665,661.05
Monteco Ltd	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L9		830,000.00
Monteco Ltd - J Monteith	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L6		500,000.00
Monteco Ltd - M Brandt	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L7		50,000.00
Monteco Ltd - RBC	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L6		1,500,000.00
Monteco Ltd - S Montheith	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L8		55,000.00
Motion Canada	8985 Fraserwood Court Burnaby BC V5J 5E8		556.00
Murray Latta Progressive Machine Inc.	8717 132nd Street Surrey BC V3W 4P1		709.26
My Blue Umbrella	160 Cidermill Avenue Unit 1 Vaughan ON L4K 4K5		4,848.94
Nachi Canada Inc.	89 Courtland Avenue Unit 226 Concord ON L4K 3T4		1,919.95
National Leasing	1525 Buffalo Place Winnipeg MN R3T 1L9		9,740.79

District of:  
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- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.

Creditor	Address	Account#	Claim Amount
Navpreet Atwal	13604 Guelph Line Cambellville ON L0P 1B0		1,947.70
Neil Marr	15864 Airport Road Caledon East, ON ON L7C 1K6		15,384.60
Nord Gear Limited	41 West Drive Brampton ON L6T 4A1		1,991.06
Northern Uniform Service	2230 Algonquin Road Sudbury ON P3E 4Z6		399.06
Northstar Aerospace Inc	1000 Burr Ridge Parkway Suite 203 Burr Ridge FL 60527 USA		2,997.28
Orangeville Fire Equipment	76 Centennial Road Unit 1 Orangeville ON L9W 1P9		1,402.22
ORANGEVILLE HOME HARDWARE	60 - 4th Avenue Orangeville ON L9W 3Z7		1,162.77
Otco Industrial Sewing Inc	51 Hollander Court Fond Du Lac WI 54937 USA		3,546.15
P & P Precision Works Ltd.	227 Advance Blvd Unit 4&5 Brampton ON L6T 4J3		12,359.94
Patrick Bermingham Holdings Inc.	919 Mineral Springs Rd., RR#3 Dundas ON L9H 5E3		100,000.00
Peaco	52 Yardley Place London ON N6G 2J3		2,373.00
Pinchin Ltd	2470 Milltower Court Mississauga ON L5N 7W5		4,943.75
Plant Assistance Services Contract	57 Cambridge Street Cambridge ON N1R 3R5		15,529.61
Polygon Company	PO Box 176 Walkerton IN 46574 USA		2,109.07
Power-Link	5405 J.A. BOMBARDIER St. Hubert QC J3Z 1K3		3,909.88

District of:  
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- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.

Creditor	Address	Account#	Claim Amount
Precision Inc	PO Box 801320 Kansas City MO 64180-1320 USA		2,713.00
Premier Tech Chronos - vonGAL Product Line	PO Box 674713 Detroit MI 48267-4713 USA		1,684.97
PRI Logistics	228 Drumlin Circle Unit 3A Vaughan ON L4K 3E3		11,750.16
Process Panel Shop	100 Shearson Crescent Unit 3 Cambridge ON N1T 1J4		46,987.10
Pyramid Inc	522 N. 9TH AVE. E. Newton IA 50208 USA		3,661.50
QPS Evaluation Services Inc	81 Kelfield Street Unit 8 Toronto ON M9W 5A3		589.18
Quality Conveying Systems Ltd	4201 Green Road Hampton ON L0B 1J0		6,121.78
Questica	980 Fraser Drive Unit 105 Burlington ON L7L 5P5		11,662.14
Ralphs-Pugh Co, Inc.	3931 Oregon Street Benicia CA 94510 USA		9,379.25
RALSTON METAL PRODUCTS LIMITED	50 WATSON ROAD SOUTH Guelph ON N1L 1E2		7,854.29
Rapid Global Business Solutions, Inc.	1200 Stephenson Hwy Troy MI 48083-1115 USA		23,968.57
RBC Royal Bank (Visa)	P.O. Box 4016, Station "A" Toronto ON M5W 2E6		44,543.46
RCAP Leasing Inc.	5575 North Service Road Suite 300 Burlington ON L7L 6M1		3,192.25
REED/WAGNER ELECTRIC	3035 WEST HOUSTON RIVER ROAD Sulphur LA 70663 USA		4,550.00
Renum Hydraulics Ltd.	212A Wilkinson Road Brampton ON L6T 4M4		109,220.98

District of:  
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- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Richard Allan Abbott and Doreen Jean Abbott	48 1/2 Turnbull Road Dundas ON L9H 3W6		250,000.00
RM Custom Signs & Engraving	442 Millen Road Unit 5 Stoney Creek ON L8E 6H2		621.51
Rob Leven	922 Greenwood Cres Shelburne ON L9V 3B9		4,205.49
Rob Losch	35 Sandalwood Drive Ballinafad ON N0B 1H0		9,397.33
Rogers	PO Box 9100 Don Mills ON M3C 3P9		8,405.99
Rogers Communications Partnership	Attn: Rogers Business Solutions PO box 2000 Stn D Scarborough ON M1R 5P4		805.28
Royal Bank of Canada	222 Bay St. 24Th Floor Toronto ON M5K 1G8		2,100,000.00
Royal Bank of Canada	10 York Mills Road Toronto ON M2P 0A2		14,042.84
Russ Palser Manufacturing Inc.	2840 Argentia Road Unit 8 Mississauga ON L5N 8G4		28,134.14
Ryan McMillan	123 Inverhaugh Rd Ariss, ON ON N0B 1B0		11,737.11
Sales Tax Ohio	P.O. Box 530 Columbus OH 43216-0530 USA	99-104848	508.61
Saw Solutions Inc	PO Box 1275 Stn. Main Chatham ON N7M 5R9		2,017.63
SAX ELECTRICAL SERVICES LTD	41 Toro Road Toronto ON M3J 2A4		25,855.12
Sean Hamilton	436 Scott Drive Orangeville ON L9W 4L8		2,783.05
Service Master Contract Services	3245 HARVESTER ROAD Unit 11 Burlington ON K7P 2E4		632.80

District of:  
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- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
SEW-EURODRIVE COMPANY	210 Walker Drive Bramalea ON L6T 3W1		10,534.21
Shannon Monteith	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L5		100,000.00
Shawn Lundy	74 Crozier Street Box 556 Grand Valley ON L9W 5N6		7,764.44
Shelley Automation	41 Coldwater Road Toronto ON M3B 1Y8		5,069.49
Snell's Delivery Service	22 GREEN STREET Orangeville On L9W 2K9		5,028.48
Solex Industrial Handling Equipment Ltd.	200 Nipissing Road Milton ON L9T 1R5		13,108.00
Sonja Jackson	42 Russell Hill Road Amaranth ON L9W 5Z1		4,625.84
SST Conveyor Components Inc.	PO Box 638744 Cincinnati OH 45263-8744 USA		9,025.02
Steve Marr	37 Zina St. Orangeville ON L9W 1E3		100,000.00
STEWART GLAPAT CORP.	1639 Moxahala Ave Box 3030 Zanesville OH 43702-3030 USA		622.80
Stutz Brown & Self Professional Corporation	269 Broadway Orangeville ON L9W 1K8		2,871.34
Sun Life Assurance Company of Canada	Billing Department - Group Client Services PO Box 11010 Station CV Montreal QC H3C 4T9		27,584.10
Synerion North America Inc	7420 Airport Road Suite 101 Mississauga ON L4T 4E5		1,305.15
T&T Prism Products	935 Graham Sideroad Newmarket ON L3Y 4V9		5,013.13



District of:  
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- FORM 33 -  
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 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Technicor Ind Services Inc	450 Richardson Road Orangeville ON L9W 4W8		975.76
TEMPLETON & SONS METAL PRODUCTS LTD.	280 AMBASSADOR DRIVE Mississauga ON L5T 2J3		6,469.29
Texcan Divison of Sonepar Canada Inc	250 Chrysler Drive Unit 6 Brampton ON L6S 6B6		1,881.39
The Good Rope Company	2140 Winston Park Drive Unit 20 Oakville ON L6H 5V5		420.36
Tim Palmer	566 STONEY CREEK WAY CHAPEL HILL NC 27517 USA		19,553.79
Timothy Dudek	8731 Trafalgar Road Georgetown ON L7G 4S5		280.43
Toromont Material Handling	PO Box 640 Pointe-Claire QC H9R 4S7		1,011.13
Total Service Landscape	9366 8th Line Georgetown ON L7G 4S5		2,356.05
Trade- Mark Industrial Inc.	250 Royal Oak Road Cambridge ON N3E 0A4		60,131.65
TRANSNORM	2810 Avenue E East Arlington TX 76011 USA		2,321.00
Trent Brooks	31 Parsons Avenue Caledon East ON L7C 1G1		7,666.09
UPS Canada	P.O. Box 4900 Station A Toronto ON M5W 0A7		783.92
Usinage A.D.S.	78 Courtland Chateauguay QC J6J 1V4		6,384.54
Ut (Jimmy) Do	42 Westway Crescent Vaughan ON L4K 5S7		7,016.02

District of:  
Division No.  
Court No.  
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- FORM 33 -  
Notice of Intention To Make a Proposal  
(Subsection 50.4(1) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
VECTOR ELECTRIC AND CONTROLS (THE VECTOR GROUP)	5344-36 Street Edmonton AB T6B 3P3		9,910.01
WAINBEE LIMITED	5789 COOPERS AVENUE Mississauga ON L4Z 3S6		52,335.64
Weber Marking Systems of Canada	6180 Danville Road Mississauga ON L5T 2H7		12,585.83
Wenglor Sensorlc Canada Inc.	33 City Centre Drive Suite 605 Mississauga ON L5B 2N5		1,022.09
WEPACKIT Machinery	PO Box 1119 185 Elizabeth East Durham ON N0G 1R0		10,924.20
Westool Precision	150 Edward Street St. Thomas ON N5P 1Z3		7,017.30
Workplace Safety & Insurance Board	PO Box 4115 Station A Toronto ON M5W 2V3		7,284.74
Wynright Corporation	PO Box 71383 Chicago IL 60694-1383		7,500.00
XPO Logistics Freight Canada Inc	C/O T10289C PO Box 4918 Station A Toronto ON M5W 0C9		1,551.67
<b>Total</b>			<b>10,768,613.20</b>



Alfacon Solutions Limited  
Insolvent Person

- Proposal Consent -

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

To whom it may concern,

This is to advise that we hereby consent to act as trustee under the Bankruptcy and Insolvency Act for the proposal of Alfacon Solutions Limited.

Dated at the City of Toronto in the Province of Ontario, this 2nd day of October 2018.

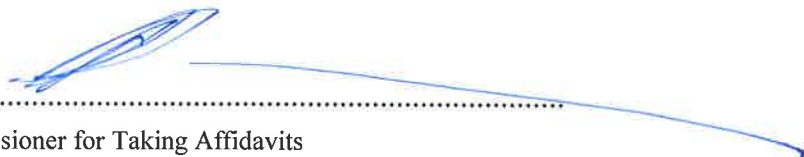
MNP LTD. - Licensed Insolvency Trustee



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300-111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242

This is **Exhibit "D"** referred to in the Affidavit  
of JOHN MURDOCH sworn before me  
this 30th day of October, 2018

A handwritten signature in blue ink, consisting of a stylized, cursive name that appears to be 'Alex Ilchenko'. The signature is written above a horizontal dotted line.

A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**



Industry Canada

Office of the Superintendent  
of Bankruptcy Canada

Industrie Canada

Bureau du surintendant  
des faillites Canada

District of Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

In the Matter of the Notice of Intention to make a  
proposal of:

**Alfacon Solutions Limited**

Insolvent Person

**MNP LTD / MNP LTÉE**

Licensed Insolvency Trustee

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Date of the Notice of Intention: October 02, 2018

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CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL  
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

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Date: October 03, 2018, 10:17

E-File/Dépôt Electronique

Official Receiver

Federal Building - Hamilton, 55 Bay Street N, 9th Floor, Hamilton, Ontario, Canada, L8R3P7, (877)376-9902

**Canada**

This is **Exhibit "E"** referred to in the Affidavit  
of JOHN MURDOCH sworn before me  
this 30th day of October, 2018



.....  
A Commissioner for Taking Affidavits  
**ALEX ILCHENKO**

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

- FORM 30 -  
Report on Cash-Flow Statement by the Person Making the Proposal  
(Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

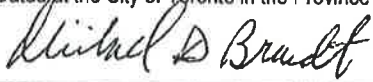
The Management of Alfacon Solutions Limited, has/have developed the assumptions and prepared the attached statement of projected cash flow of the insolvent person, as of the 26th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018.

The hypothetical assumptions are reasonable and consistent with the purpose of the projection described in the notes attached, and the probable assumptions are suitably supported and consistent with the plans of the insolvent person and provide a reasonable basis for the projection. All such assumptions are disclosed in the notes attached.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material.

The projection has been prepared solely for the purpose described in the notes attached, using a set of hypothetical and probable assumptions set out in the notes attached. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.



Alfacon Solutions Limited  
Debtor



Name and title of signing officer

Name and title of signing officer

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

FORM 30 - Attachment  
Report on Cash-Flow Statement by the Person Making the Proposal  
(Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

**Purpose:**

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

**Projection Notes:**

**2. Hypothetical Assumptions**

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

**3. Probable Assumptions**

Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

**Assumptions:**

4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

- a) Retention of key personnel
- b) Sales projections are based on historical trends and management's expectations for workflow already in progress.
- c) A factoring agreement was entered in to with Liquid Capital Exchange Corporation on October 25, 2018.
- d) Support by secured creditors, including the postponement of all principal and interest payments.
- e) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- f) Source deductions are current and will be remitted as they become due.
- g) No provisions for income taxes have been made.
- h) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.



Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.

A handwritten signature in black ink, appearing to read "Michael Brautt". The signature is written in a cursive style with a large, stylized initial "M".

---

Alfacon Solutions Limited

Alfacon Solutions Limited  
 Revised Statement of Projected Cash Flow  
 For the period Sept 30 to December 31, 2018

As at October 26th 2018

7 days ending:	6-Oct-18	13-Oct-18	20-Oct-18	27-Oct-18	3-Nov-18	10-Nov-18	17-Nov-18	24-Nov-18	1-Dec-18	8-Dec-18	15-Dec-18	22-Dec-18	31-Dec-18
	Actual	Actual	Actual	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
Opening Cash Balance	\$ -	\$ -	\$ -	\$ -	\$ 30,979.30	\$ 109,790.69	\$ 93,914.71	\$ 62,013.08	\$ 20,897.79	\$ 59,311.05	\$ 305,694.04	\$ 154,622.87	\$ 207,323.98
<b>Receipts</b>													
Sale Activity	125,812.22	60,687.49	43,135.50	112,678.56	314,215.50	208,795.55	172,516.37	140,217.99	41,204.02	204,693.78	16,425.75	91,892.83	24,447.51
Funds from Factoring	-	-	-	19,289.45	206,970.19	8,079.28	119,526.18	138,535.91	226,789.64	319,729.94	71,997.22	197,852.43	-
Other Financing / Capital Injection	787.68	7,155.63	19,681.33	47,467.62	-	-	-	-	-	-	-	-	-
<b>Total Receipts</b>	<b>126,599.90</b>	<b>67,843.12</b>	<b>62,816.83</b>	<b>179,435.63</b>	<b>521,185.69</b>	<b>216,874.83</b>	<b>292,042.55</b>	<b>278,753.90</b>	<b>267,993.66</b>	<b>524,423.72</b>	<b>88,422.98</b>	<b>289,745.27</b>	<b>24,447.51</b>
<b>Disbursements</b>													
Payroll (incl. taxes)	74,688.38	62,740.54	47,361.01	41,567.55	148,684.10	71,000.00	79,375.00	56,800.00	79,675.00	56,800.00	75,175.00	66,800.00	69,675.00
Rent	-	-	-	51,135.33	51,135.33	-	-	-	-	51,135.33	-	-	-
Leases (Equipment)	5,648.59	1,129.42	-	7,500.00	5,700.00	1,200.00	-	7,500.00	-	5,700.00	1,200.00	7,500.00	-
Restructuring Costs	-	-	-	-	15,000.00	7,500.00	-	-	-	27,500.00	-	-	15,000.00
Legal Settlements	15,600.00	-	-	-	-	-	-	-	-	-	-	-	-
SGA & Costs	30,662.93	3,973.16	15,455.82	13,200.00	111,119.15	36,119.15	36,119.15	36,119.15	36,119.15	36,119.15	36,119.15	36,119.15	36,119.15
Material Purchases	-	-	-	35,053.45	110,735.71	116,931.65	208,450.03	219,450.03	113,786.25	100,786.25	127,000.00	126,625.00	75,000.00
<b>Total Disbursements</b>	<b>126,599.90</b>	<b>67,843.12</b>	<b>62,816.83</b>	<b>148,456.33</b>	<b>442,374.30</b>	<b>232,750.80</b>	<b>323,944.18</b>	<b>319,869.18</b>	<b>229,580.40</b>	<b>278,040.73</b>	<b>239,494.15</b>	<b>237,044.15</b>	<b>195,794.15</b>
<b>Closing Cash Balance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30,979.30</b>	<b>109,790.69</b>	<b>93,914.71</b>	<b>62,013.08</b>	<b>20,897.79</b>	<b>59,311.05</b>	<b>305,694.04</b>	<b>154,622.87</b>	<b>207,323.98</b>	<b>35,977.34</b>

The Statement of Projected Cash Flow Includes the Hypothetical and/or Probable Assumptions attached to this projected cash flow

The statement of projected cash flow is prepared by the debtor in accordance with s.50.4(2)(a) of the Bankruptcy and Insolvency Act and should be read in conjunction with the Trustee's Report.

MNP Ltd., Trustee acting in re the Proposal  
 of Alfacon Solutions Limited

Alfacon Solutions Limited

Per: 

Per: 

Dated: October 26, 2018

The Statement of Projected Cash Flow is to be read in conjunction with the following Hypothetical and/or Probable Assumptions:

- Retention of key personnel
- Sales projections are based on historical trends and management's expectations for workflow already in progress.
- A factoring agreement was entered in to with Liquid Capital Exchange Corporation on October 25, 2018.
- Support by secured creditors, including the postponement of all principal and interest payments.
- Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- Source deductions are current and will be remitted as they become due.
- No provisions for income taxes have been made.
- Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

-- FORM 29 --  
Trustee's Report on Cash-Flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

The attached statement of projected cash flow of Alfacon Solutions Limited, as of the 26th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018, has been prepared by the management of the insolvent person (or the insolvent debtor) for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by:  the management and employees of the insolvent person or  the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by:  management or  the insolvent person for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,


- (a) the hypothetical assumptions are not consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (c) the projection does not reflect the probable and hypothetical assumptions.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee  
Per:

  
Matthew Lem - Licensed Insolvency Trustee  
300 - 111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

FORM 29 - Attachment  
Trustee's Report on Cash-flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Purpose:

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

Projection Notes:

2. Hypothetical Assumptions

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

3. Probable Assumptions

Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

Assumptions:

4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

- a) Retention of key personnel
- b) Sales projections are based on historical trends and management's expectations for workflow already in progress.
- c) A factoring agreement was entered in to with Liquid Capital Exchange Corporation on October 25, 2018.
- d) Support by secured creditors, including the postponement of all principal and interest payments.
- e) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- f) Source deductions are current and will be remitted as they become due.
- g) No provisions for income taxes have been made.
- h) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee

Per:

A handwritten signature in black ink, appearing to read 'M. Lem', is written over a horizontal line.

Matthew Lem - Licensed Insolvency Trustee

300 - 111 Richmond Street West

Toronto ON M5H 2G4

Phone: (416) 596-1711 Fax: (416) 323-5242

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

- FORM 30 -  
Report on Cash-Flow Statement by the Person Making the Proposal  
(Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario


The Management of Alfacon Solutions Limited, has/have developed the assumptions and prepared the attached statement of projected cash flow of the insolvent person, as of the 12th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018.

The hypothetical assumptions are reasonable and consistent with the purpose of the projection described in the notes attached, and the probable assumptions are suitably supported and consistent with the plans of the insolvent person and provide a reasonable basis for the projection. All such assumptions are disclosed in the notes attached.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material.

The projection has been prepared solely for the purpose described in the notes attached, using a set of hypothetical and probable assumptions set out in the notes attached. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 12th day of October 2018.

  
Alfacon Solutions Limited  
Debtor

  
Name and title of signing officer

\_\_\_\_\_  
Name and title of signing officer

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

FORM 30 - Attachment  
Report on Cash-Flow Statement by the Person Making the Proposal  
(Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Purpose:

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

Projection Notes:

2. Hypothetical Assumptions

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the Insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

3. Probable Assumptions

Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

Assumptions:

4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

- a) Retention of key personnel
- b) Sales projections are based on historical trends and managements expectations for workflow already in progress.
- c) Financing will be obtained by the factoring of all amounts that will be billed. All figures used for future billables are based on managements expectations from current work in progress and expected sales.
- d) Additional financing will be obtained for any cash required in addition to the funds from factoring. This additional financing will be made on terms that are agreeable to by management and with support of the secured creditors. Management has entered in to discussions with parties interested in the purchase of the business as well as with certain customers for the facilitation of the requisite financing.
- e) Support by secured creditors, including the postponement of all principal and interest payments.
- f) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- g) Source deductions are current and are remitted through the company's payroll service.
- h) No provisions for income taxes have been made.
- i) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.



Dated at the City of Toronto in the Province of Ontario, this 12th day of October 2018.

  
\_\_\_\_\_  
Alfacon Solutions Limited

7 days ending	6-Oct-18	13-Oct-18	20-Oct-18	27-Oct-18	3-Nov-18	10-Nov-18	17-Nov-18	24-Nov-18	1-Dec-18	8-Dec-18	15-Dec-18	22-Dec-18	31-Dec-18
Opening Cash Balance	0.00	7908.52	26743.36	266421.60	485133.77	244573.97	406142.04	526106.92	305086.88	241508.49	10762.43	19736.71	125259.01
Receipts													
Sales													
Factoring of New Invoices													
Other Financing / Capital Injection													
Total Receipts													
Disbursements													
Payroll (incl. taxes)													
Rent													
Leases (Equipment)													
Restructuring Costs													
Legal Settlements													
SGA & Costs													
Material Purchases													
Total Disbursements													
Closing Cash Balance	7,908.52	26,743.36	266,421.60	485,133.77	244,573.97	406,142.04	526,106.92	305,086.88	241,508.49	10,762.43	19,736.71	125,259.01	(0.00)

The Statement of Projected Cash Flow includes the Hypothetical and/or Probable Assumptions attached to this projected cash flow

The statement of projected cash flow is prepared by the debtor in accordance with s.50-(2)(a) of the Bankruptcy and Insolvency Act and should be read in conjunction with the Trustee's Report.

MNF Ltd., Trustee acting in re the Proposal  
 of Alltecon Solutions Limited  
 Per: *[Signature]*  
 Dated: October 2, 2018  
*[Signature]*

Alltecon Solutions Limited  
 Per: *[Signature]*  
 Michael D. Black

The Statement of Projected Cash Flow is to be read in conjunction with the following Hypothetical and/or Probable Assumptions:  
 - Retention of key personnel  
 - Sales projections are based on historical trends and management's expectations for workflow already in progress

- Financing will be obtained by the factoring of all amounts that will be billed. All figures used for future billables are based on managements expectations from current work in progress and expected sales.
- Additional financing will be obtained for any cash required in addition to the funds from factoring. This additional financing will be made on terms that are agreeable to by management and with support of the secured creditors. Management has entered in to discussions with parties interested in the purchase of the business as well as with certain customers for the facilitation of the requisite financing.
- Support by secured creditors, including the postponement of all principal and interest payments.
- Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- Source deductions are current and are remitted through the company's payroll service.
- No provisions for income taxes have been made.
- Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

ADB

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

-- FORM 29 --  
Trustee's Report on Cash-Flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

The attached statement of projected cash flow of Alfacon Solutions Limited, as of the 12th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018, has been prepared by the management of the insolvent person (or the insolvent debtor) for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by:  the management and employees of the insolvent person or  the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by:  management or  the insolvent person for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,

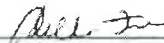
- (a) the hypothetical assumptions are not consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (c) the projection does not reflect the probable and hypothetical assumptions.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 12th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee  
Per:

  
Matthew Lem - Licensed Insolvency Trustee  
300 - 111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242

Sheldan T.R.

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

\_FORM 29\_ - Attachment  
Trustee's Report on Cash-flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Purpose:

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

Projection Notes:

2. Hypothetical Assumptions

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

3. Probable Assumptions

Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

Assumptions:


4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

- a) Retention of key personnel
- b) Sales projections are based on historical trends and managements expectations for workflow already in progress.
- c) Financing will be obtained by the factoring of all amounts that will be billed. All figures used for future billables are based on managements expectations from current work in progress and expected sales.
- d) Additional financing will be obtained for any cash required in addition to the funds from factoring. This additional financing will be made on terms that are agreeable to by management and with support of the secured creditors. Management has entered in to discussions with parties interested in the purchase of the business as well as with certain customers for the facilitation of the requisite financing.
- e) Support by secured creditors, including the postponement of all principal and interest payments.
- f) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- g) Source deductions are current and are remitted through the company's payroll service.
- h) No provisions for income taxes have been made.
- i) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

Dated at the City of Toronto in the Province of Ontario, this 12th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee

Per:



Sheldons Titk

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Matthew Lem - Licensed Insolvency Trustee  
300 - 111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242

# TAB 3

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(IN BANKRUPTCY AND INSOLVENCY)**

**Court No. 32-2427544**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
ALFACON SOLUTIONS LIMITED  
OF THE TOWN OF MILTON,  
IN THE PROVINCE OF ONTARIO**

**FIRST REPORT TO THE COURT  
SUBMITTED BY MNP LTD.**

**OCTOBER 30, 2018**

**I. INTRODUCTION**

1. On October 2, 2018, Alfacon Solutions Limited (“**Alfacon**” or “**the Company**”) filed a Notice of Intention to Make a Proposal (“**NOI**”) pursuant to section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”), wherein MNP Ltd. (“**MNP**”) was named as proposal trustee (the “**Proposal Trustee**”) of the Company. Copies of the NOI are attached hereto and marked as **Exhibit “A”**.
2. Notice of the NOI as prescribed by the BIA was sent on October 5, 2018 to all of Alfacon’s known creditors with claims greater than \$250. A copy of such notice is attached hereto and marked **Exhibit “B”**.
3. Information regarding the proceedings has been posted to the Proposal Trustee’s website at <https://mnpdebt.ca/en/corporate/Engagements/alfacon-solutions-limited>.
4. The primary purpose of these proceedings is to provide stability to Alfacon’s business while Alfacon, under the supervision of the Proposal Trustee and in consultation with



Alfacon's majority shareholder, Monteco Ltd. ("**Monteco**"), and Alfacon's legal counsel ("**Counsel**" and together with the Proposal Trustee, and Monteco, collectively the "**SISP Team**") conducts a sale and investment solicitation process ("**SISP**"), and works on formulating and presenting a viable proposal to its creditors.

## **II. RESTRICTIONS**

5. In preparing this Report and making the comments herein, the Proposal Trustee has been provided with, and has relied upon, certain unaudited, draft and/or internal financial information, the Company's books and records, discussions with employees and management of the Company and information from other third-party sources (collectively, the "**Information**"). Except as described in this Report, the Proposal Trustee has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards of the Chartered Professional Accountants of Canada.
  
6. The Proposal Trustee also bases its report on the Company's cash flow projections and underlying assumptions and notes that its review and commentary thereon were performed in accordance with the requirements set out in the Canadian Association of Insolvency and Restructuring Professionals' Standards of professional Practice No. 99-5 (Trustee's Report on Cash Flow Statement). Certain of the information referred to in this report consists of financial forecasts and/or projections. An examination or review of financial forecasts and projections and procedures, in accordance with standards set by Chartered Professional Accountants Canada, has not been performed. Future oriented financial information referred to in this report was prepared based on estimates and assumptions provided by the Company' management. Readers are cautioned that, since financial forecasts and/or projections are based upon assumptions about future events and conditions that are not ascertainable, actual results will vary from the projections, and such variations could be material.

### III. PURPOSE OF THIS REPORT

7. The purpose of this Report is to:
  - a. Provide information to the Court with respect to the administration of the Company's proposal proceedings, including
    - i. background information regarding the Company's operations, management structure, historical financial results and the circumstances leading to the filing of the NOI;
    - ii. the proposed SISP to be conducted by Alfacon, as described in detail later in this Report;
    - iii. in respect of the Company's request for an extension of time to file a Proposal; and
  - b. Provide the Court with the Proposal Trustee's recommendation for an Order(s), *inter alia*:
    - i. authorizing and directing Alfacon to carry out the SISP;
    - ii. approving a charge in favour of the legal advisors retained by the Company, the Proposal Trustee and its legal counsel (collectively, the "**Administrative Professionals**") to secure payment of their respective reasonable fees and disbursements;
    - iii. extending the time for filing a proposal to December 15<sup>th</sup>, 2018; and
    - iv. approving the activities of the Proposal Trustee as set out in this Report.

### IV. BACKGROUND INFORMATION

8. Alfacon is an Ontario corporation carrying on business from rented premises in Milton, Ontario. Alfacon provides custom design, engineering, manufacturing, and installation support of material handling systems. Alfacon's products include lifting equipment, package and pallet handling conveyors and sortation systems, truck loaders, extendable

and vertical conveyors, and belt and roller conveyor systems. Alfacon services, amongst others, the courier/postal, manufacturing, distribution and food and beverage industries.

9. Monteco is majority shareholder of Alfacon and owns 75% of the common shares of the Company. Monteco acquired a majority interest in Alfacon in 2015.
10. Alfacon advises that the causes of its financial difficulties are attributable to the following:
  - a. A legal dispute with a customer began in calendar year 2013. The Company has incurred significant expenses for legal fees and a settlement was not reached until calendar year 2018;
  - b. Alfacon suffered from disputes between the current management and the Company's founder. The founder and his son, key drivers of sales, left the day-to-day operations of Company, and their departure caused a significant decline in sales for fiscal year 2018;
  - c. Upon the departure of the Company's founder, the facility being used was sold causing an unplanned facility relocation. This relocation caused a four week loss in production. The estimated costs of the move to the new facility is estimated at \$250,000, and does not include the income lost from production delays of over four weeks; and
  - d. Alfacon received an injection of new capital in 2017. The new funding created an opportunity to expand and provided the funding needed for two large contracts undertaken by Alfacon. The estimating for the contracts had significant errors that resulted in substantial losses to the Company.

11. A summary of the Company's combined historical financial results is set out below:

Year Ended April 30 (CAD\$)	F2015	F2016	F2017	F2018
	Unaudited			
Revenue	\$ 9,588,045.00	\$ 16,293,679.00	\$ 19,011,151.00	\$ 8,161,850.00
% Growth	N/A	70%	17%	-57%
Cost of Goods Sold	\$ 7,483,991.00	\$ 13,272,327.00	\$ 16,807,270.00	\$ 6,943,428.00
Gross Margin	\$ 2,104,054.00	\$ 3,021,352.00	\$ 2,203,881.00	\$ 1,218,422.00
Gross Margin (%)	22%	19%	12%	15%
Operating Expenses	\$ 2,691,955.00	\$ 3,058,693.00	\$ 4,767,326.00	\$ 5,582,841.00
Operating Expenses (%)	28%	19%	25%	68%
EBITDA	-\$ 587,901.00	-\$ 37,341.00	-\$ 2,563,445.00	-\$ 4,364,419.00

12. Additional information in respect of Alfacon, including its assets and liabilities, is set out in the affidavit of John Murdoch, sworn on October 30<sup>th</sup>, 2018 (the "**Murdoch Affidavit**"), filed separately in these proceedings.

## V. ASSETS

13. Alfacon's realizable assets consist of its receivables, raw materials and its current work in progress. All of the Company's assets are encumbered by its secured creditors.
14. Substantially all of Alfacon's engineering, manufacturing and assembly equipment is subject to capital leases.
15. Alfacon maintains a minimal level of supply stock, consisting of metal and spare parts. Management of the Company has advised that the existing stock would have minimal value due to the specialized nature of the parts in stock.
16. On October 25<sup>th</sup>, 2018, Alfacon accepted the terms and conditions of a financing facility proposal ( the "**Factoring Proposal**") with Liquid Capital Exchange Corp. ("**Liquid**").

## VI. CREDITORS

17. Alfacon's NOI lists creditors with claims (claims greater than \$250) of approximately \$10.8 million.

18. A search of the Ontario *Personal Property Security Act* registry (the “**Registry**”), as of October 23, 2018, and Alfacon’s records, includes the following parties as secured creditors of Alfacon:

<b>Creditor</b>	<b>Estimated Amount Owed at the Filing Date</b>
John Murdoch / Monteco Ltd. / Patrick Birmingham Holdings Inc.	\$ 3,435,000
Royal Bank of Canada	2,158,586
BDC Capital Inc.	780,000
Richard Abbott / Doreen Abbott	250,000
Shannon Monteith	100,000
Liftcapital Corporation	11,084
National Leasing Group Inc	9,740
RCAP Leasing Inc.	3,192
Dell Financial Services Canada Limited	1,579
Vault Credit Corporation	1

19. The Proposal Trustee has not yet sought an independent legal opinion on the validity and enforceability of any of the security agreements of the aboved noted secured creditors, nor the validity and enforceability of the Factoring Proposal.

20. The Royal Bank of Canada (“**RBC**”) has been identified by the Company as holding the senior most secured position as registered against the Company. RBC has requested additional documents from the Company to assess their position with regards to the relief being sought by the Company in these proceedings. RBC and/or the Proposal Trustee shall report on this issue at the motion hearing scheduled for November 1, 2018.

## **VII. CASH FLOW PROJECTIONS**

21. To date, the Company has provided the Proposal Trustee with its full co-operation and unrestricted access to its premises, books and records.

22. In accordance with the provisions of the BIA, the Company filed with the Official Receiver a projected cash flow statement dated October 12, 2018, which was reviewed by the Proposal Trustee for reasonableness and signed by the Proposal Trustee and the Company (the “**Cash Flow Projections**”). A copy of the Cash Flow Projections and related reports, are attached hereto as **Exhibit “C”**.

23. The principal assumptions of the Cash Flow Projections are that:

- a. Financing will be obtained by the factoring of all amounts that will be billed. All figures used for future billables are based on managements expectations from current work in progress and expected sales;
- b. Additional financing will be obtained for any cash required in addition to the funds from factoring. This additional financing will be made on terms that are agreeable to by management and with support of Alfacon’s senior secured lender, RBC;
- c. The supply of goods and services are assumed to be on a cash on delivery basis or alternative arrangements have been made with customers for advances or material purchases;
- d. Support by secured creditors, including the postponement of all principal payments; and
- e. Source deductions are current and are remitted through the Company's payroll service.

24. The Company has some customer orders that require additional material purchases to complete the work in progress. The Company needed additional financing to place orders for the required materials. The Cash Flow Projections, as filed, reflects that the Company would obtain this financing in the form of receivables factoring. However, as at the date of the filing of the Cash Flow Projections, the Company did not yet know the exact costs of the Factoring Proposal. As such, a revised cash flow for the 13 week period ending December 31, 2018 (the “**Revised Cash Flow**”) was prepared to show the effects of obtaining financing via the terms of the Factoring Proposal. The Revised Cash Flow was

reviewed by the Proposal Trustee for reasonableness and signed by the Proposal Trustee and the Company. The Revised Cash Flow was filed with the Official Receiver on October 26, 2018. A copy of the Revised Cash Flow and related reports are attached hereto as **Exhibit “D”**.

25. The additional and/or revised principal assumptions of the Revised Cash Flow are that:
- a. The sales projected are based on management’s revised expectations for the completion of sales orders, including work already in progress; and
  - b. Utilization of the factoring credit facility provided by the Factoring Proposal.
26. The Proposal Trustee has implemented procedures for monitoring the Company’s receipts and disbursements and monitoring the business in order to ensure that operations are continuing in the normal course of business and in accordance with the Revised Cash Flow.
27. Based on the Proposal Trustee’s review of the Cash Flow Projections and the Revised Cash Flow, there are no material assumptions which seem unreasonable in the Company’s circumstances or are inconsistent with purpose of the projections. The Proposal Trustee’s report on the Cash Flow Projections, as required by Section 50.4(2)(b) of the BIA is attached hereto and marked as **Exhibit “E”**.
28. Based on the Cash Flow Projections, the Revised Cash Flow and the Factoring Proposal, the Company appears to have sufficient funding through to the end of the requested extension of the NOI.

#### **VIII. SISP**

29. Alfacon, under the supervision of the Proposal Trustee, seeks to conduct the SISP to identify one or more purchasers of the business and/or assets of Alfacon, and/or a party or parties interested in investing in Alfacon, as set out in **Exhibit “F”**, attached hereto. In summary, the SISP contemplates a two step sale of the business assets, or investment in the business of, Alfacon on an “as is, where is” basis subject to Court approval, and will proceed on the following timetable:

- a. Upon an order being issued by the Court approving and authorizing the SISP, Alfacon is to (i) in conjunction with the SISP Team, begin identifying prospective purchasers (ii) contacting prospective purchasers directly and with “teaser” mail-outs (iii) distribute to those interested a form of confidentiality agreement (“CA”) and (iv) distribute to those that have signed the CA, the confidential information memorandum, prepared by the Company with the assistance of the SISP Team, and, if necessary, (v) establish and provide access to an electronic data room to those parties having signed a CA;
- b. Within five (5) business days of the Commencement Date, the Proposal Trustee is to place an advertisement of the sale in a nationally circulated newspaper and, if appropriate, such other trade and industry publications identified by the SISP Team;
- c. Letters of Interest (“**LOIs**”) shall be due by no later than 5:00 P.M. (Toronto Time) on November 30<sup>th</sup>, 2018;
- d. Parties that have submitted Qualified LOIs (as such term is defined in Exhibit “F”), will be provided additional information and time to conduct site visits and further due diligence beginning December 10<sup>th</sup>, 2018 and ending January 15<sup>th</sup>, 2019;
- e. The deadline for Final Bids (as such term is defined in Exhibit “F”) will be 5:00 P.M. (EST) on January 15<sup>th</sup>, 2019 (the “**Final Bid Deadline**”);
- f. Selection of the Successful Bid (as such term is defined in Exhibit “F”) will be made on or before January 18<sup>th</sup>, 2019;
- g. The Company or the Proposal Trustee will seek Court approval of the APS (as such term is defined in Exhibit “F”) and a vesting order on or prior to January 25<sup>th</sup>, 2019; and
- h. The parties will then seek to close the transaction.

30. The SISP contemplated by the Company provides a means for testing the market, and determining whether a transaction that would result in realizations greater than liquidation value is available or alternatively provide the necessary investment/working capital to



address the Company's operational needs. The SISP permits Alfacon to carry on its business in the ordinary course while seeking to identify a strategic purchaser or investor, with the view of enhancing recoveries for stakeholders.

31. The SISP envisions submissions of offers within the period of the extension contemplated in paragraphs 38 and 39, below.

32. The Proposal Trustee recommends the SISP be approved as it is consistent with insolvency industry practices in such proceedings and in like circumstances, and will provide an opportunity to maximize value for the stakeholders generally.

#### **IX. ADMINISTRATION CHARGE**

33. In order to protect the fees and expenses of the Company's legal counsel for these proceedings, the Proposal Trustee and the Proposal Trustee's counsel (the "**Administrative Professionals**"), the Company is seeking a charge (the "**Administration Charge**") on the property and assets of the Company to secure payment of the reasonable fees and expenses of the Administrative Professionals in an amount of \$50,000.

34. The Company is requesting that the Administration Charge rank in priority to the claims of all secured and unsecured creditors over the property and assets of the Company, and the rights of parties with properly perfected purchase-money-security-interests.

35. The Proposal Trustee recommends the Administrative Charge be approved for the following reasons:

- a. each of the professionals whose fees are to be secured by the Administration Charge has played and will continue to play a critical role in the Company's restructuring or refinancing; and
- b. the Company intends to satisfy the fees and disbursements of the Administrative Professionals from cash flow during the NOI proceedings. The Administration Charge is sought to protect the Administrative Professionals in the event that the restructuring is not successful.

## **X. EFFORTS TO RESTRUCTURE**

36. Since filing the NOI, the Company has sourced and negotiated satisfactory refinancing of operations via the Factoring Proposal. The Factoring Proposal should provide the cash required, and within the time constraints that it is needed in order to stabilize the Company's operations.
37. During the extension period, the Company, with the assistance of the Proposal Trustee, will continue to operate while working to obtain interest from prospective purchasers or investors.

## **XI. REQUEST FOR AN EXTENSION OF TIME FOR FILING A PROPOSAL**

38. In order to allow the Company sufficient time to carry out a financial restructuring or refinancing of its business, and work towards filing a proposal to its creditors, the Company seeks an extension of the time for filing of a proposal to December 15, 2018.
39. In view of the foregoing, the Trustee supports the Company's request for an extension and has also considered:
- a. that the Company is acting in good faith and with due diligence;
  - b. that the extension should not adversely affect or prejudice creditors, save and except possibly RBC<sup>1</sup>, as the Company is projected to have sufficient funds to pay post-filing services and supplies in the amounts contemplated in the Revised Cash Flow;
  - c. that the SISP could generate Qualified LOIs before the end of the requested extension period; the outcome of which will be reported to the Court prior to seeking a second extension, if appropriate, in order to complete the SISP; and

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<sup>1</sup> There is a potential erosion of RBC's security over the extension period being sought, should no viable LOI be received. Accordingly, RBC is currently evaluating their position with respect to the relief being sought by the Company. The Proposal Trustee is in contact with RBC and RBC or the Proposal Trustee shall report to the Court at the motion hearing on November 1, 2018 with respect to RBC's position.

- d. the continuation of the going concern business of Alfacon, whether sold or through new investments, creates the best opportunity to maximize value for the stakeholders generally, as compared to a liquidation under a bankruptcy or receivership scenerio.

## **XII. CONCLUSION AND RECOMMENDATION**

40. Based on the foregoing, the Proposal Trustee respectfully recommends that the Court make an order granting the relief detailed in paragraph 7.

All of which is respectfully submitted on this 30<sup>th</sup> day of October, 2018.

**MNP Ltd.**

In its capacity as Trustee under  
The Notice of Intention to Make a Proposal of  
Alfacon Solutions Limited.

Per:



Matthew Lem, CIRP, LIT

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL  
OF ALFACON SOLUTIONS LIMITED, OF THE TOWN OF MILTON, IN THE PROVINCE OF ONTARIO**

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
(IN BANKRUPTCY AND INSOLVENCY)**

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**FIRST REPORT TO THE COURT**

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**MNP LTD.**  
300-111 Richmond Street West  
Toronto, ON M5H 2G4

**Matthew Lem**  
Tel: (416) 515-3882  
Fax: (416) 323-5242  
Email: Matthew.Lem@MNP.ca

# EXHIBIT "A"

District of:  
Division No. -  
Court No.  
Estate No.

- FORM 33 -  
Notice of Intention To Make a Proposal  
(Subsection 50.4(1) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Take notice that:

1. I, Alfacon Solutions Limited, an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. MNP LTD. of 300 - 111 Richmond Street West, Toronto, ON, M5H 2G4, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the City of Toronto in the Province of Ontario, this 1st day of October 2018.



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Alfacon Solutions Limited  
Insolvent Person

To be completed by Official Receiver:

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Filing Date

---

Official Receiver

# EXHIBIT "B"

IN THE MATTER OF THE PROPOSALS OF  
Alfacon Solutions Limited  
of the Town of Milton, in the Province of Ontario

NOTICE TO CREDITORS OF NOTICE OF INTENTION TO MAKE A PROPOSAL FILING

To the Creditors of Alfacon Solutions Limited ("Alfacon" or the "Company")

Please take notice that on October 2, 2018, Alfacon filed a Notice of Intention to Make a Proposal (the "NOI") pursuant to Section 50.4(1) of Part III, Division I of the *Bankruptcy and Insolvency Act* (Canada) (the "BIA") and MNP Ltd. ("MNP") was appointed as the proposal trustee (the "Trustee") in these proposal proceedings.

Please find enclosed the following:

1. The Notice of Intention to Make a Proposal (Form 33), dated October 1, 2018 (Filed October 2, 2018);
2. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims (the "Creditor Listing");
3. The consent of the MNP to act as Trustee in these proposal proceedings; and
4. The Certificate of Filing of a Notice of Intention to Make a Proposal, dated October 3, 2018.

Suppliers and other service providers should contact their normal representative of Alfacon with respect to the terms of payment for goods and/or services that are to be provided to the Company going forward (after October 2, 2018).

Pursuant to Section 50.4(8) of the BIA, Alfacon has thirty (30) days, unless such time period is extended by the Court, to file a proposal with the Trustee. During these proposal proceedings there is a stay of proceedings, and as such:

- no person may terminate or amend any agreement with the Company, or claim an accelerated payment, or a forfeiture of the term, under any agreement with Alfacon, by reason only that the company is insolvent or by reason of the filing of the NOI, pursuant to Section 65.1(1) of the BIA; and
- no creditor has any remedy against any of Alfacon or its property or shall commence or continue any action, execution, or other proceedings against the Company without leave of the Court, pursuant to Section 69(1) of the BIA.

We recognize the amounts reflected as being due to you on the Creditor Listing may vary from your records. However at this time, neither the Trustee is not looking to receive nor are creditors required to file a proof of claim in connection with their claim and these proposal proceedings. At a later date and once a proposal has been filed by the Company, the Trustee will provide you with further information regarding these proposal proceedings, including the date for the meeting of creditors to consider the proposal and a proof of claim form, so that you may then submit and prove your claim. Copies of notices, reports of the Trustee and other relevant publicly available information concerning these proposal proceedings can be found at the Trustee's website at: [www.mnpdebt.ca/alfacon](http://www.mnpdebt.ca/alfacon)

If you have any questions concerning the foregoing or require any additional information, please contact Jessie Hue at 416-515-5006 or by email at [Alfacon@mnp.ca](mailto:Alfacon@mnp.ca).

Dated at Toronto, this 5<sup>th</sup> day of October 2018.

MNP LTD.,  
Trustee *in re* the Proposal of  
Alfacon Solutions Limited  
Per:



Matthew Lem, CIRP, LIT  
Senior Vice President

Encl.



District of:  
Division No. -  
Court No.  
Estate No.

- FORM 33 -  
Notice of Intention To Make a Proposal  
(Subsection 50.4(1) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Take notice that:

1. I, Alfacon Solutions Limited, an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. MNP LTD. of 300 - 111 Richmond Street West, Toronto, ON, M5H 2G4, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the City of Toronto in the Province of Ontario, this 1st day of October 2018.



Alfacon Solutions Limited  
Insolvent Person

To be completed by Official Receiver:

---

Filing Date

---

Official Receiver

District of:  
 Division No. -  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Absolute Engineering Solutions Inc.	221 Westview Ct Kitchener ON N2N 2V6		1,073.00
Ainsworth Inc.	131 Bermondsey Road Toronto ON M4A 1X4		3,955.00
Alba Manufacturing Inc.	8950 Seward Road Fairfield OH 45011-9109 USA		23,982.17
ALL RITE MATERIAL HANDLING SYS	4 Baker Road Brampton ON L6T 4E3		447.58
Americana Worldwide Corp.	139 Sheridan Road Winnetka IL 60093 USA		1,296.00
Aron Kovas	6 Amsterdame Cres Guelph ON N1L 1T0		510.14
ASCO Numatics	17 Airport Road PO Box 160 Brantford ON N3T 5M8		3,411.35
Automation Direct	PO Box 402417 Atlanta GA 30384-2417 USA		3,568.09
Ball Transfer Systems	2965 Pittsburgh Road Perryopolis PA 15473 USA		2,163.24
Ball, Geoff	4 Briar Hill Heights Suite 306 Alliston ON L9R 1Z7		1,356.00
Balluff Canada Inc.	2840 Argentia Road Mississauga ON L5N 8G4		2,614.39
BDC Capital	121 King Street West Suite 1200 Toronto ON M5H 3T9		780,000.00
BDI CANADA INC	82 Bramsteele Road Unit 1 Brampton ON L6W 3M5		18,659.99
BDO Canada	163 First Street Orangeville ON L9W 3J8		23,956.00
Bell Canada	PO Box 90000 Stn Don Mills North York ON M3C 2X7		1,059.82

District of:  
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- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Bell Conferencing Inc	5099 Creekbank Road B4 Mississauga ON L4W 5N2		334.10
Bob Taylor	47 Diane drive Orangeville, ON ON L9W 3M9		3,121.42
Brafasco/CTF Supply	100 Galcal Drive Woodbridge ON L4L 0B9		13,788.65
Bretn Gattoni	44 hill Trail Guelph ON N1E 7C5		1,707.69
Brian Clinch	32066 Concession 6-7 RR2 Grand Valley ON L9W 0X1		6,317.63
Caleb Harrison	345 Belsyde Ave E Apt 208 Fergus ON N1M 2Y2		2,939.65
Canada Cartridge Depot Inc	2985 Drew Rd Suite 216 Mississauga ON L4T 0A4		299.45
CANADIAN BEARINGS CO.	1600 Drew Road Mississauga ON L5S 1S5		10,690.71
Canadian IPG Corporation	130 Woodworth Avenue St. Thomas ON N5P 3K1		436.90
CAREER DEVELOPMENT PARTNERS INC.	4137 S Harvard Ave Suite A Tulsa OK 74135 USA		19,100.57
Carter Control Systems	7118 Geoffrey Way Suite A Frederick MD 21704-7108 USA		1,171.20
Cavalier Transportation Services	14091 Humber Station Road PO Box 10 Bolton ON L7E 5T1		5,081.30
Cheema Cleaning Services Ltd	12366 Airport Road Caledon ON L7C 2W1		1,921.00
Chris Hind	19952 Horseshoe Hill Caledon ON L7K 2B5		6,382.59
Chris Mercer	14 John Street Unit #7 Orangeville, ON ON L9W 2P1		1,923.00

District of:  
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- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Chris Morin	116 Kingham Rd Acton, ON ON L7J 1S4		7,901.21
Cognex Corporation	PO Box 27623 New York NY 10087-7623 USA		8,660.00
Colson Group Canada, Inc.	c/o Bank of America LBX 917150 PO Box 4090 Station A Toronto ON M5W 0E9		201,090.69
Concept Convoyeur	3757 Boul. Du Tricentenaire Montreal QC H1B 5W3		3,434.95
Conveyor Units	Sandy Lane, Titton Stourport On Severn Worcs DY13 9PT England		359.80
Cory Payne	875647 5th Line EHS Mono, ON ON L9V 1C1		3,757.15
COWPER ONTARIO	677 7th Avenue Lachine QC H8S 3A1		3,321.68
CRAWFORD METAL CORPORATION	1091 Heritage Road Burlington ON L7L 4Y1		15,205.46
D&D Air & Hydraulic Components	300 Trowers Road unit 6 Woodbridge ON L4L 5Z9		394.37
Daemar Inc	861 Cranberry Court Oakville ON L6L 6J7		4,942.26
Dave Stoneham	324 Centre Street Shelburne, ON ON L9V 2Y6		7,799.37
De Lage Landen Financial Services Canada Inc	3450 Superior Court Unit 1 Oakville ON L6L 0C4		1,506.29
Dell Financial Services Canada	PO Box 8751 Station A Toronto ON M5W 3C2		1,579.21
Dematic Limited	6750 Century Avenue Suite 302 Mississauga ON L5N 2V8		33,000.07

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In the matter of the proposal of  
 Alfacon Solutions Limited  
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 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Deshazo - Automation Division	1011 Cedar Lake Road SE Decatur AL 35603 USA		15,127.00
Devlin & Parkinson, P.A	Attorneys at Law Post Office Box 10387 Greenville SC 29603-0387 USA		14,899.08
DJ PRODUCTS, INC.	c/o pine country bank PO Box 528 Little Falls MN 56345 USA		3,452.85
Duane Morris LLP	30 South 17th Street Philadelphia PA 19103-4196 USA		4,495.50
Dufferin Safety & Supply	70 Centennial Road Unit 1A Orangeville ON L9W 1P9		2,611.01
Dulux	24-A Rutherford Road South Brampton ON L6W 3J1		5,260.51
Dura-Belt Inc	3119 Scioto Darby Exec. Ct Hilliard OH 43026 USA		525.72
Edalica Metal Services Ltd.	90 Hedgedale Road Brampton ON L6T 5L2		137,811.08
Envirosystems Incorporated	239 Lottridge Street Hamilton ON L8L 6W1		1,471.80
Expand360 LLC	3500 Lenox Road 15th Floor Atlanta GA 30326 USA		24,044.37
FAST Global Solutions, Inc.	PO Box 249 20631 State Highway 55 Glenwood MN 56334 USA		5,885.04
Fastenal Canada - Kitchener	900 Wabanaki Drive Kitchener ON N2C 0B7		7,162.94
Federal Express	PO Box 4626 Toronto Station A Toronto ON M5W 5B4		1,638.49
FedEx Freight	Lockbox 916830 Po Box 9100 Stn F Toronto ON M4Y 3A5		364.28
FedEx Freight - US	Lockbox 916831 Po Box 9100 Stn F Toronto ON M4Y 3A5		296.55

District of:  
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- FORM 33 -  
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 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
FESTO INC.	5300 Explorer Drive Mississauga ON L4W 5G4		7,417.53
First Insurance Funding of Canada	20 Toronto St. Suite 700 Toronto ON M5C 2B8		29,153.35
Firstbrook, Cassie & Anderson Ltd	300 - 1867 Yonge Street Toronto ON M4S 1Y5		7,015.32
FORBO SIEGLING LTD.	PO 7484 Postal Stn A Toronto ON M6W 3C1		1,110.31
Francis Hian-Cheong	3669 Forest Bluff Crescent Mississauga ON L5N 7W7		13,520.65
FULCRUM SEARCH SCIENCE INC.	372 Bay Street Suite 2100 Toronto ON M5H 2W9		63,986.25
G N GEAR & MACHINE MFG. LTD.	1210 Midway Blvd #16 Mississauga ON L5T 2B8		55,065.50
Gary Gore	72 First Street Apt 102 Orangeville ON L9W 2E4		2,315.28
Gerrie Electric	4104 SOUTH SERVICE ROAD Burlington ON L7L 4X5		2,263.13
Gestion Industrielle RB Inc.	6200 Saint-Laurent Blvd Sainte-Catherine QC J5C 1B2		2,711.17
GFL Environmental Inc	125 Villarboit Crescent Suite B Vaughan ON L4K 4K2		2,217.58
GOSEN ELECTRIC LIMITED	215 Bathurst Drive Waterloo ON N2V 2B2		12,165.73
Guy Peters	133 Second Avenue Shelburne, ON ON L9V 3E6		4,440.74
Haake	2105 Fasan Drive Oldcastle ON N0R 1L0		2,395.05
Haltel Communications	60 Stevens Cres Georgetown ON L7G 1B6		401.15

District of:  
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- FORM 33 -  
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In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Heligear Canada Acquisition Corporation c/o Colliers	401 The West Mall Suite 800 Toronto ON M9C 5J5		50,875.43
Henderson Machinery Moving Inc	3446 Mavis Road Mississauga ON L5C 1T8		10,735.00
Hewlett Packard Financial Services Canada Company	5150 Spectrum Way Mississauga ON L4W 5G1		925.04
HI-TECH FASTENERS OF CANADA INC	PO Box 56200 STN A Toronto ON M5W 4L1		3,884.94
Hobson Electrical Engineering Inc	83 Glazebrook Crescent Cambridge ON N1T 2H8		3,457.80
Hunter Steel Sales	470 Richardson Road Orangeville ON L9W 4W8		219,065.40
Hunton & Williams LLP	PO Box 405759 Atlanta GA 30384-5759 USA		479.10
HYDROPERFECT INTERNATIONAL INC	135 Nugget Court Brampton ON L6T 5H4		2,298.26
Hymark Industrial Solutions Inc.	#2 3015 58 Avenue SE Calgary AB T2C 0B4		47,013.75
IDEAL SUPPLY COMPANY LTD.	615 Riddell Road Orangeville ON L9W 4Z5		6,578.00
Ideal Supply Stratford	400 Lorne Avenue Stratford ON N5A 6S4		41,487.96
IFM Efactor Canada Inc	c/o TH1080C Po Box 4283 station A Toronto ON M5W 5W6		839.03
Intelligent Systems Now Inc	420 Weber Street N Unit A1 Waterloo ON N2L 4E7		574.04
Intelligrated Industries Canada Ltd.	c/o 913450 PO Box 4090 Station A Toronto ON M5W 0E9		4,729.05
INTRALOX L.L.C	PO Box 730367 Dallas TX 75373-0367 USA		29,156.64

District of:  
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- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Itoh Denki USA Inc.	2 Great Valley Boulevard Wilkes-Barre PA 18706 USA		2,399.88
J.Currie Plumbing	16-264 Bronte St S Milton ON L9T 5A3		564.44
J/E Bearing & Machine	68 Spruce Street Tillsonburg ON N4G 5V3		19,657.82
James Harper	47 Holmes Drive Caledon East ON L7K 0A6		812.20
Jay Marcarelli	6405 Oxbridge Drive Salisbury MD 21801 USA		11,110.15
JC-MACHINERY INC	309 Queen Mary Drive Brampton ON L7A 3W9		129,916.73
Jervis B Webb Company of Canada	1647 Burlington Street East PO box 3428 Hamilton ON L8L 7X7		1,017.00
JL Metals Inc.	384 Millen Road Stoney Creek ON L8E 2P7		154,075.29
Jobsite Industrial Rental Service	3385 Mainway Burlington ON L7M 1A6		511.82
John Murdoch	17468 Mountainview Rd Caledon East ON L7K 2E7		136,926.41
John Murdoch	17468 Mountainview Road Caledon East ON L7K 2E7		400,000.00
John Murdoch	17468 Mountainview Rd Caledon East, ON ON L7K 2E7		17,902.99
Josh Gilbert	43 Dawn Ridge Drive Kitchener ON N2N 3J7		2,402.99
Kathryn Harrison	166 Chase Crescent Cambridge ON N3C 0C6		14,734.78
KBC Tools & Machinery	6200 Kennedy Road Unit #1 Mississauga ON L5T 2Z1		333.37



District of:  
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- FORM 33 -  
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In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Kennaley Construction Law	58 Peel Street Simcoe ON N3Y 1S2		30,771.34
Kevin Kalynchuk	96 Kerr Blvd. Alliston ON L9R 1C6		8,420.70
Kevin Lowes	173 Frederick Street Keswick ON L4P 2J2		8,115.20
KORZITE COATINGS INC.	Box 1175 7134 Wellington #124 Guelph ON N1H 6N3		2,558.39
Kreator Equipment & Services Inc.	473036 County Road 11 Amaranth ON L9W 0R2		31,046.75
LANNICK CONTRACT SOLUTIONS INC.	77 King St West Suite 4110 PO Box 26 Toronto ON M5K 1J5		81,209.44
Latchman Ramawad	916 Cardington Street Mississauga, ON ON L5V 1Z7		5,383.48
LATHRUP INDUSTRIES INC	42300 W. Nine Mile Road Novi MI 48375 USA		11,243.03
LATOPLAST LTD.	1661 Finfar Court Mississauga ON L5J 4K1		1,505.22
Letter Rip Sign & Design	346274 15th Sideroad Mono ON L9W 6R9		2,062.25
Lift Capital Corporation	300 The East Mall Suite 401 Toronto ON M9B 6B7		11,084.52
Liftow Limited	PO Box 8092 Station A Toronto ON M5W 3W5		6,094.78
Linde Canada Limited 15687	PO Box 15687 Station A Toronto ON M5W 1C1		9,587.04
Lindsay Phillips	366 Adams Court Orangeville, ON ON L9W 4M2		647.23
Livingston	PO Box 5640 Terminal A Toronto ON M5W 1P1		2,048.92

District of:  
 Division No.  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Lloyd Lamaizon	2 Hedley Court Brampton ON L6S 2B6		5,065.17
Manpower	PO Box 4277 Stn A Toronto ON M5W 5W1		3,906.72
Mark's Commercial	Po Box 6000 Station Main Welland ON L3B 6A2		504.23
Martino Caputo	8 Leaway Avenue Hamilton ON L8W 1S5		452.17
MATRIX SCALE SERVICE INC	301 Watline Avenue Mississauga ON L4Z 1P3		600.00
Maverick Machine & Hydraulics ULC	1633 Trinity Drive Mississauga ON L5T 1K4		47,614.05
MCI Automation & Controls	75 First Street Unit 226 Orangeville ON L9W 5B6		88,141.10
McMaster-Carr Supply Company	PO Box 7690 Chicago IL 60680-7690 USA		263.74
McMillan	181 Bay Street Suite 4400 Toronto ON M5J 2T3		4,030.16
MEEHAN'S INDUSTRIAL	50 Hannant Court Milton ON L9T 5C1		4,209.82
Merley Chains Ltd	8699 ESCARPMENT WAY Unit 2 Milton ON L9T 0J5		455.00
Metzgar Conveyors	901 Metzgar Drive Comstock Park MI 4932-9758 USA		39,212.00
MHI	8720 Red Oak Blvd Charlotte NC 28217 USA		8,787.50
Michelin c/o Haynsworth Sinkler Boyd P.A.	One North Main Street, Second Floor Greenville SC 29601 USA		282,500.00
MILTON HOME HARDWARE	385 Steeles Avenue East Milton ON L9T 3G6		1,367.59

District of:  
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In the matter of the proposal of  
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 of the Town of Milton  
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List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Milton Hydro Distribution Inc	200 chisholm drive Milton ON L9T 3G9		15,557.62
Milton Machine Shop	203 Mill Street Milton ON L9T 1S3		5,829.82
Ministry of Finance -Manitoba	101 - 401 York Avenue Winnipeg MB R3C 0P8	100546	447.31
MIR FABRIC PRODUCT LTD	1153 Pioneer Road Unit L Burlington ON L7M 1K5		10,526.99
Monteco Holdings Limited	2 St. Clair Avenue West Suite 2100 Toronto ON M4V 1L5		665,661.05
Monteco Ltd	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L9		830,000.00
Monteco Ltd - J Monteith	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L6		500,000.00
Monteco Ltd - M Brandt	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L7		50,000.00
Monteco Ltd - RBC	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L6		1,500,000.00
Monteco Ltd - S Montheith	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L8		55,000.00
Motion Canada	8985 Fraserwood Court Burnaby BC V5J 5E8		556.00
Murray Latta Progressive Machine Inc.	8717 132nd Street Surrey BC V3W 4P1		709.26
My Blue Umbrella	160 Cidermill Avenue Unit 1 Vaughan ON L4K 4K5		4,848.94
Nachi Canada Inc.	89 Courtland Avenue Unit 226 Concord ON L4K 3T4		1,919.95
National Leasing	1525 Buffalo Place Winnipeg MN R3T 1L9		9,740.79

District of:  
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- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Navpreet Atwal	13604 Guelph Line Cambellville ON L0P 1B0		1,947.70
Neil Marr	15864 Airport Road Caledon East, ON ON L7C 1K6		15,384.60
Nord Gear Limited	41 West Drive Brampton ON L6T 4A1		1,991.06
Northern Uniform Service	2230 Algonquin Road Sudbury ON P3E 4Z6		399.06
Northstar Aerospace Inc	1000 Burr Ridge Parkway Suite 203 Burr Ridge FL 60527 USA		2,997.28
Orangeville Fire Equipment	76 Centennial Road Unit 1 Orangeville ON L9W 1P9		1,402.22
ORANGEVILLE HOME HARDWARE	60 - 4th Avenue Orangeville ON L9W 3Z7		1,162.77
Otco Industrial Sewing Inc	51 Hollander Court Fond Du Lac WI 54937 USA		3,546.15
P & P Precision Works Ltd.	227 Advance Blvd Unit 4&5 Brampton ON L6T 4J3		12,359.94
Patrick Bermingham Holdings Inc.	919 Mineral Springs Rd., RR#3 Dundas ON L9H 5E3		100,000.00
Peaco	52 Yardley Place London ON N6G 2J3		2,373.00
Pinchin Ltd	2470 Milltower Court Mississauga ON L5N 7W5		4,943.75
Plant Assistance Services Contract	57 Cambridge Street Cambridge ON N1R 3R5		15,529.61
Polygon Company	PO Box 176 Walkerton IN 46574 USA		2,109.07
Power-Link	5405 J.A. BOMBARDIER St. Hubert QC J3Z 1K3		3,909.88

District of:  
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In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Precision Inc	PO Box 801320 Kansas City MO 64180-1320 USA		2,713.00
Premier Tech Chronos - vonGAL Product Line	PO Box 674713 Detroit MI 48267-4713 USA		1,684.97
PRI Logistics	228 Drumlin Circle Unit 3A Vaughan ON L4K 3E3		11,750.16
Process Panel Shop	100 Shearson Crescent Unit 3 Cambridge ON N1T 1J4		46,987.10
Pyramid Inc	522 N. 9TH AVE. E. Newton IA 50208 USA		3,661.50
QPS Evaluation Services Inc'	81 Kelfield Street Unit 8 Toronto ON M9W 5A3		589.18
Quality Conveying Systems Ltd	4201 Green Road Hampton ON L0B 1J0		6,121.78
Questica	980 Fraser Drive Unit 105 Burlington ON L7L 5P5		11,662.14
Ralphs-Pugh Co, Inc.	3931 Oregon Street Benicia CA 94510 USA		9,379.25
RALSTON METAL PRODUCTS LIMITED	50 WATSON ROAD SOUTH Guelph ON N1L 1E2		7,854.29
Rapid Global Business Solutions, Inc.	1200 Stephenson Hwy Troy MI 48083-1115 USA		23,968.57
RBC Royal Bank (Visa)	P.O. Box 4016, Station "A" Toronto ON M5W 2E6		44,543.46
RCAP Leasing Inc.	5575 North Service Road Suite 300 Burlington ON L7L 6M1		3,192.25
REED/WAGNER ELECTRIC	3035 WEST HOUSTON RIVER ROAD Sulphur LA 70663 USA		4,550.00
Renum Hydraulics Ltd.	212A Wilkinson Road Brampton ON L6T 4M4		109,220.98

District of:  
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- FORM 33 -

Notice of Intention To Make a Proposal  
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In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Richard Allan Abbott and Doreen Jean Abbott	48 1/2 Turnbull Road Dundas ON L9H 3W6		250,000.00
RM Custom Signs & Engraving	442 Millen Road Unit 5 Stoney Creek ON L8E 6H2		621.51
Rob Leven	922 Greenwood Cres Shelburne ON L9V 3B9		4,205.49
Rob Losch	35 Sandalwood Drive Ballinafad ON N0B 1H0		9,397.33
Rogers	PO Box 9100 Don Mills ON M3C 3P9		8,405.99
Rogers Communications Partnership	Attn: Rogers Business Solutions PO box 2000 Stn D Scarborough ON M1R 5P4		805.28
Royal Bank of Canada	222 Bay St. 24Th Floor Toronto ON M5K 1G8		2,100,000.00
Royal Bank of Canada	10 York Mills Road Toronto ON M2P 0A2		14,042.84
Russ Palser Manufacturing Inc.	2840 Argentia Road Unit 8 Mississauga ON L5N 8G4		28,134.14
Ryan McMillan	123 Inverhaugh Rd Ariss, ON ON N0B 1B0		11,737.11
Sales Tax Ohio	P.O. Box 530 Columbus OH 43216-0530 USA	99-104848	508.61
Saw Solutions Inc	PO Box 1275 Str. Main Chatham ON N7M 5R9		2,017.63
SAX ELECTRICAL SERVICES LTD	41 Toro Road Toronto ON M3J 2A4		25,855.12
Sean Hamilton	436 Scott Drive Orangeville ON L9W 4L8		2,783.05
Service Master Contract Services	3245 HARVESTER ROAD Unit 11 Burlington ON K7P 2E4		632.80

District of:  
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- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
SEW-EURODRIVE COMPANY	210 Walker Drive Bramalea ON L6T 3W1		10,534.21
Shannon Monteith	2 St. Clair Ave. W Suite 2100 Toronto ON M4V 1L5		100,000.00
Shawn Lundy	74 Crozier Street Box 556 Grand Valley ON L9W 5N6		7,764.44
Shelley Automation	41 Coldwater Road Toronto ON M3B 1Y8		5,069.49
Snell's Delivery Service	22 GREEN STREET Orangeville On L9W 2K9		5,028.48
Solex Industrial Handling Equipment Ltd.	200 Nipissing Road Milton ON L9T 1R5		13,108.00
Sonja Jackson	42 Russell Hill Road Amaranth ON L9W 5Z1		4,625.84
SST Conveyor Components Inc.	PO Box 638744 Cincinnati OH 45263-8744 USA		9,025.02
Steve Marr	37 Zina St. Orangeville ON L9W 1E3		100,000.00
STEWART GLAPAT CORP.	1639 Moxahala Ave Box 3030 Zanesville OH 43702-3030 USA		622.80
Stutz Brown & Self Professional Corporation	269 Broadway Orangeville ON L9W 1K8		2,871.34
Sun Life Assurance Company of Canada	Billing Department - Group Client Services PO Box 11010 Station CV Montreal QC H3C 4T9		27,584.10
Synerion North America Inc	7420 Airport Road Suite 101 Mississauga ON L4T 4E5		1,305.15
T&T Prism Products	935 Graham Sideroad Newmarket ON L3Y 4V9		5,013.13

District of:  
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In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
Technicor Ind Services inc	450 Richardson Road Orangeville On L9W 4W8		975.76
TEMPLETON & SONS METAL PRODUCTS LTD.	280 AMBASSADOR DRIVE Mississauga ON L5T 2J3		6,469.29
Texcan Divison of Sonepar Canada Inc	250 Chrysler Drive Unit 6 Brampton ON L6S 6B6		1,881.39
The Good Rope Company	2140 Winston Park Drive Unit 20 Oakville ON L6H 5V5		420.36
Tim Palmer	566 STONEY CREEK WAY CHAPEL HILL NC 27517 USA		19,553.79
Timothy Dudek	8731 Trafalgar Road Georgetown ON L7G 4S5		280.43
Toromont Material Handling	PO Box 640 Pointe-Claire QC H9R 4S7		1,011.13
Total Service Landscape	9366 8th Line Georgetown ON L7G 4S5		2,356.05
Trade- Mark Industrial Inc.	250 Royal Oak Road Cambridge ON N3E 0A4		60,131.65
TRANSNORM	2810 Avenue E East Arlington TX 76011 USA		2,321.00
Trent Brooks	31 Parsons Avenue Caledon East ON L7C 1G1		7,666.09
UPS Canada	P.O. Box 4900 Station A Toronto ON M5W 0A7		783.92
Usinage A.D.S.	78 Courtland Chateauguay QC J6J 1V4		6,384.54
Ut (Jimmy) Do	42 Westway Crescent Vaughan ON L4K 5S7		7,016.02

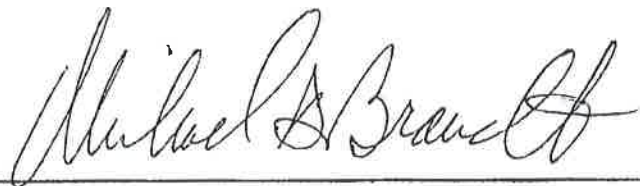


District of:  
 Division No. -  
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- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 Alfacon Solutions Limited  
 of the Town of Milton  
 in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
VECTOR ELECTRIC AND CONTROLS (THE VECTOR GROUP)	5344-36 Street Edmonton AB T6B 3P3		9,910.01
WAINBEE LIMITED	5789 COOPERS AVENUE Mississauga ON L4Z 3S6		52,335.64
Weber Marking Systems of Canada	6180 Danville Road Mississauga ON L5T 2H7		12,585.83
Wenglor Sensoric Canada Inc.	33 City Centre Drive Suite 605 Mississauga ON L5B 2N5		1,022.09
WEPACKIT Machinery	PO Box 1119 185 Elizabeth East Durham ON N0G 1R0		10,924.20
Westool Precision	150 Edward Street St. Thomas ON N5P 1Z3		7,017.30
Workplace Safety & Insurance Board	PO Box 4115 Station A Toronto ON M5W 2V3		7,284.74
Wynright Corporation	PO Box 71383 Chicago IL 60694-1383		7,500.00
XPO Logistics Freight Canada Inc	C/O T10289C PO Box 4918 Station A Toronto ON M5W 0C9		1,551.67
<b>Total</b>			<b>10,768,613.20</b>



Alfacon Solutions Limited  
 Insolvent Person

- Proposal Consent -

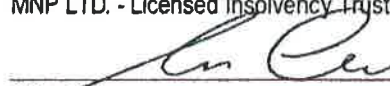
In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

To whom it may concern,

This is to advise that we hereby consent to act as trustee under the Bankruptcy and Insolvency Act for the proposal of Alfacon Solutions Limited.

Dated at the City of Toronto in the Province of Ontario, this 2nd day of October 2018.

MNP LTD. - Licensed Insolvency Trustee

  
300-111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242



Industry Canada  
Office of the Superintendent  
of Bankruptcy Canada

Industrie Canada  
Bureau du surintendant  
des faillites Canada

District of Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

In the Matter of the Notice of Intention to make a  
proposal of:

**Alfacon Solutions Limited**  
Insolvent Person  
**MNP LTD / MNP LTÉE**  
Licensed Insolvency Trustee

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Date of the Notice of Intention: October 02, 2018

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CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL  
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

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Date: October 03, 2018, 10:17

E-File/Dépôt Electronique

Official Receiver

Federal Building - Hamilton, 55 Bay Street N, 9th Floor, Hamilton, Ontario, Canada, L8R3P7, (877)376-9902

**Canada**

# EXHIBIT "C"

**Alfacon Solutions Limited**  
**Statement of Projected Cash Flow**  
**For the period Sept 30 to December 31, 2018**


7 days ending:	6-Oct-18	13-Oct-18	20-Oct-18	27-Oct-18	3-Nov-18	10-Nov-18	17-Nov-18	24-Nov-18	1-Dec-18	8-Dec-18	15-Dec-18	22-Dec-18	31-Dec-18
Opening Cash Balance	0.00	7908.52	26743.36	286421.60	485133.77	244573.97	406142.04	526106.92	305086.88	241598.49	10762.43	19736.71	125259.01
<b>Receipts</b>													
Sales	134,262.22	31,742.59	215,445.41	256,074.00	-	420,755.04	401,451.86	69,466.93	65,212.34	13,500.00	156,375.00	796,223.03	21,375.00
Factoring of New Invoices	-	-	489,562.73	255,615.31	152,070.33	-	-	-	-	-	-	-	-
Other Financing / Capital Injection	-	65,092.25	-	-	-	-	-	-	-	-	-	-	10,191.71
<b>Total Receipts</b>	<b>134,262.22</b>	<b>96,834.84</b>	<b>705,008.14</b>	<b>511,689.31</b>	<b>152,070.33</b>	<b>420,755.04</b>	<b>401,451.86</b>	<b>69,466.93</b>	<b>65,212.34</b>	<b>13,500.00</b>	<b>156,375.00</b>	<b>796,223.03</b>	<b>31,566.71</b>
<b>Disbursements</b>													
Payroll (incl. taxes)	74,688.38	63,000.00	130,084.10	70,000.00	50,000.00	68,200.00	50,000.00	60,000.00	50,000.00	50,000.00	68,200.00	60,000.00	50,000.00
Rent	-	-	51,135.33	-	51,135.33	-	-	-	-	51,135.33	-	-	-
Leases (Equipment)	5,402.39	-	14,597.61	-	20,000.00	-	-	-	-	20,000.00	-	-	-
Restructuring Costs	-	-	15,000.00	-	7,500.00	-	7,500.00	-	7,500.00	-	7,500.00	20,000.00	7,500.00
Legal Settlements	15,600.00	-	-	-	-	-	-	-	-	-	-	-	-
SGA & Costs	30,662.93	15,000.00	72,401.45	87,401.45	43,700.73	43,700.73	43,700.73	43,700.73	43,700.73	43,700.73	43,700.73	43,700.73	43,700.73
Material Purchases	-	-	162,111.41	155,575.68	220,294.07	147,288.25	180,286.25	186,786.25	27,500.00	79,500.00	28,000.00	67,000.00	55,625.00
<b>Total Disbursements</b>	<b>126,353.70</b>	<b>78,000.00</b>	<b>445,329.90</b>	<b>312,977.13</b>	<b>392,630.12</b>	<b>259,186.98</b>	<b>281,486.98</b>	<b>290,486.98</b>	<b>128,700.73</b>	<b>244,336.06</b>	<b>147,400.73</b>	<b>190,700.73</b>	<b>156,825.73</b>
Closing Cash Balance	7,908.52	26,743.36	286,421.60	485,133.77	244,573.97	406,142.04	526,106.92	305,086.88	241,598.49	10,762.43	19,736.71	125,259.01	(0.00)

The Statement of Projected Cash Flow includes the Hypothetical and/or Probable Assumptions attached to this projected cash flow


The statement of projected cash flow is prepared by the debtor in accordance with s.50.4(2)(a) of the Bankruptcy and Insolvency Act and should be read in conjunction with the Trustee's Report.

MNP Ltd., Trustee acting in re the Proposal  
of Alfacon Solutions Limited

Alfacon Solutions Limited

Per: 

Per: 

Dated: October 2, 2018  


The Statement of Projected Cash Flow is to be read in conjunction with the following Hypothetical and/or Probable Assumptions:

- Retention of key personnel
- Sales projections are based on historical trends and management's expectations for workflow already in progress.

- Financing will be obtained by the factoring of all amounts that will be billed. All figures used for future billables are based on managements expectations from current work in progress and expected sales.
- Additional financing will be obtained for any cash required in addition to the funds from factoring. This additional financing will be made on terms that are agreeable to by management and with support of the secured creditors. Management has entered in to discussions with parties interested in the purchase of the business as well as with certain customers for the facilitation of the requisite financing.
- Support by secured creditors, including the postponement of all principal and interest payments
- Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- Source deductions are current and are remitted through the company's payroll service.
- No provisions for income taxes have been made.
- Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

ADB

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

FORM 29 - Attachment  
Trustee's Report on Cash-flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

**Purpose:**

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

**Projection Notes:**

**2. Hypothetical Assumptions**

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

**3. Probable Assumptions**

Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

**Assumptions:**

4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

- a) Retention of key personnel
- b) Sales projections are based on historical trends and managements expectations for workflow already in progress.
- c) Financing will be obtained by the factoring of all amounts that will be billed. All figures used for future billables are based on managements expectations from current work in progress and expected sales.
- d) Additional financing will be obtained for any cash required in addition to the funds from factoring. This additional financing will be made on terms that are agreeable to by management and with support of the secured creditors. Management has entered in to discussions with parties interested in the purchase of the business as well as with certain customers for the facilitation of the requisite financing.
- e) Support by secured creditors, including the postponement of all principal and interest payments.
- f) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- g) Source deductions are current and are remitted through the company's payroll service.
- h) No provisions for income taxes have been made.
- i) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

-- FORM 29 --  
Trustee's Report on Cash-Flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

The attached statement of projected cash flow of Alfacon Solutions Limited, as of the 12th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018, has been prepared by the management of the insolvent person (or the insolvent debtor) for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by:  the management and employees of the insolvent person or  the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by:  management or  the insolvent person for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,

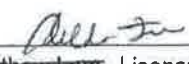
- (a) the hypothetical assumptions are not consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (c) the projection does not reflect the probable and hypothetical assumptions.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 12th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee  
Per:

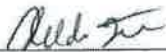
  
Matthew Lem - Licensed Insolvency Trustee  
300 - 111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242

Sheldons T.F.



Dated at the City of Toronto in the Province of Ontario, this 12th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee  
Per:



Sheldon Tit

Matthew Lem - Licensed Insolvency Trustee  
300 - 111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

- FORM 30 -

Report on Cash-Flow Statement by the Person Making the Proposal  
(Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

The Management of Alfacon Solutions Limited, has/have developed the assumptions and prepared the attached statement of projected cash flow of the insolvent person, as of the 12th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018.

The hypothetical assumptions are reasonable and consistent with the purpose of the projection described in the notes attached, and the probable assumptions are suitably supported and consistent with the plans of the insolvent person and provide a reasonable basis for the projection. All such assumptions are disclosed in the notes attached.

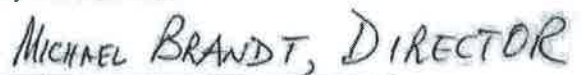
Since the projection is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material.

The projection has been prepared solely for the purpose described in the notes attached, using a set of hypothetical and probable assumptions set out in the notes attached. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 12th day of October 2018.



Alfacon Solutions Limited  
Debtor



Name and title of signing officer

\_\_\_\_\_  
Name and title of signing officer

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

FORM 30 - Attachment  
Report on Cash-Flow Statement by the Person Making the Proposal  
(Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Purpose:

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

Projection Notes:

2. Hypothetical Assumptions

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

3. Probable Assumptions

Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

Assumptions:

4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

- a) Retention of key personnel
- b) Sales projections are based on historical trends and managements expectations for workflow already in progress.
- c) Financing will be obtained by the factoring of all amounts that will be billed. All figures used for future billables are based on managements expectations from current work in progress and expected sales.
- d) Additional financing will be obtained for any cash required in addition to the funds from factoring. This additional financing will be made on terms that are agreeable to by management and with support of the secured creditors. Management has entered in to discussions with parties interested in the purchase of the business as well as with certain customers for the facilitation of the requisite financing.
- e) Support by secured creditors, including the postponement of all principal and interest payments.
- f) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- g) Source deductions are current and are remitted through the company's payroll service.
- h) No provisions for income taxes have been made.
- i) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

Alfacon Solutions Limited

A handwritten signature in black ink, appearing to read "Michael D. Stewart". The signature is written in a cursive style and is positioned above a horizontal line.

Dated at the City of Toronto in the Province of Ontario, this 12th day of October 2018.

# EXHIBIT "D"

Alfacon Solutions Limited  
 Revised Statement of Projected Cash Flow  
 For the period Sept 30 to December 31, 2018

As at October 26th 2018

7 days ending:	6-Oct-18	13-Oct-18	20-Oct-18	27-Oct-18	3-Nov-18	10-Nov-18	17-Nov-18	24-Nov-18	1-Dec-18	8-Dec-18	15-Dec-18	22-Dec-18	31-Dec-18
	Actual	Actual	Actual	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
Opening Cash Balance	\$ -	\$ -	\$ -	\$ -	\$ 30,979.30	\$ 109,790.69	\$ 93,914.71	\$ 62,013.08	\$ 20,897.79	\$ 59,311.05	\$ 305,694.04	\$ 154,622.87	\$ 207,323.98
<b>Receipts</b>													
Sale Activity	125,812.22	60,687.49	43,135.50	112,678.56	314,215.50	208,795.55	172,516.37	140,217.99	41,204.02	204,693.78	16,425.75	91,892.83	24,447.51
Funds from Factoring	-	-	-	19,289.45	206,970.19	8,079.28	119,526.18	138,535.91	226,789.64	319,729.94	71,997.22	197,852.43	-
Other Financing / Capital Injection	787.68	7,155.63	19,681.33	47,467.62	-	-	-	-	-	-	-	-	-
<b>Total Receipts</b>	<b>126,599.90</b>	<b>67,843.12</b>	<b>62,816.83</b>	<b>179,435.63</b>	<b>521,185.69</b>	<b>216,874.83</b>	<b>292,042.55</b>	<b>278,753.90</b>	<b>267,993.66</b>	<b>524,423.72</b>	<b>88,422.98</b>	<b>289,745.27</b>	<b>24,447.51</b>
<b>Disbursements</b>													
Payroll (incl. taxes)	74,688.38	62,740.54	47,361.01	41,567.55	148,684.10	71,000.00	79,375.00	56,800.00	79,675.00	56,800.00	75,175.00	66,800.00	69,675.00
Rent	-	-	-	51,135.33	51,135.33	-	-	-	-	51,135.33	-	-	-
Leases (Equipment)	5,648.59	1,129.42	-	7,500.00	5,700.00	1,200.00	-	7,500.00	-	5,700.00	1,200.00	7,500.00	-
Restructuring Costs	-	-	-	-	15,000.00	7,500.00	-	-	-	27,500.00	-	-	15,000.00
Legal Settlements	15,600.00	-	-	-	-	-	-	-	-	-	-	-	-
SGA & Costs	30,662.93	3,973.16	15,455.82	13,200.00	111,119.15	36,119.15	36,119.15	36,119.15	36,119.15	36,119.15	36,119.15	36,119.15	36,119.15
Material Purchases	-	-	-	35,053.45	110,735.71	116,931.65	208,450.03	219,450.03	113,786.25	100,786.25	127,000.00	126,625.00	75,000.00
<b>Total Disbursements</b>	<b>126,599.90</b>	<b>67,843.12</b>	<b>62,816.83</b>	<b>148,456.33</b>	<b>442,374.30</b>	<b>232,750.80</b>	<b>323,944.18</b>	<b>319,869.18</b>	<b>229,580.40</b>	<b>278,040.73</b>	<b>239,494.15</b>	<b>237,044.15</b>	<b>195,794.15</b>
Closing Cash Balance	-	-	-	30,979.30	109,790.69	93,914.71	62,013.08	20,897.79	59,311.05	305,694.04	154,622.87	207,323.98	35,977.34

The Statement of Projected Cash Flow Includes the Hypothetical and/or Probable Assumptions attached to this projected cash flow

The statement of projected cash flow is prepared by the debtor in accordance with s.50.4(2)(a) of the Bankruptcy and Insolvency Act and should be read in conjunction with the Trustee's Report.

MNP Ltd., Trustee acting in re the Proposal  
 of Alfacon Solutions Limited

Per: 

Dated: October 26, 2018

Alfacon Solutions Limited

Per: 

**The Statement of Projected Cash Flow is to be read in conjunction with the following Hypothetical and/or Probable Assumptions:**

- Retention of key personnel
- Sales projections are based on historical trends and management's expectations for workflow already in progress.
- A factoring agreement was entered in to with Liquid Capital Exchange Corporation on October 25, 2018.
- Support by secured creditors, including the postponement of all principal and interest payments.
- Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- Source deductions are current and will be remitted as they become due.
- No provisions for income taxes have been made.
- Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

-- FORM 29 --  
Trustee's Report on Cash-Flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

The attached statement of projected cash flow of Alfacon Solutions Limited, as of the 26th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018, has been prepared by the management of the insolvent person (or the insolvent debtor) for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by:  the management and employees of the insolvent person or  the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by:  management or  the insolvent person for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,

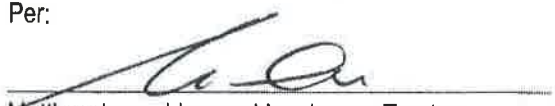
- (a) the hypothetical assumptions are not consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (c) the projection does not reflect the probable and hypothetical assumptions.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee  
Per:

  
Matthew Lem - Licensed Insolvency Trustee  
300 - 111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242



District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

\_FORM 29\_ - Attachment  
Trustee's Report on Cash-flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Purpose:

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

Projection Notes:

2. Hypothetical Assumptions

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

3. Probable Assumptions

Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

Assumptions:


4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

- a) Retention of key personnel
- b) Sales projections are based on historical trends and management's expectations for workflow already in progress.
- c) A factoring agreement was entered in to with Liquid Capital Exchange Corporation on October 25, 2018.
- d) Support by secured creditors, including the postponement of all principal and interest payments.
- e) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- f) Source deductions are current and will be remitted as they become due.
- g) No provisions for income taxes have been made.
- h) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee

Per:

A handwritten signature in black ink, appearing to read 'M. Lem', is written over a horizontal line.

Matthew Lem - Licensed Insolvency Trustee

300 - 111 Richmond Street West

Toronto ON M5H 2G4

Phone: (416) 596-1711 Fax: (416) 323-5242

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

- FORM 30 -

Report on Cash-Flow Statement by the Person Making the Proposal  
(Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

The Management of Alfacon Solutions Limited, has/have developed the assumptions and prepared the attached statement of projected cash flow of the insolvent person, as of the 26th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018.

The hypothetical assumptions are reasonable and consistent with the purpose of the projection described in the notes attached, and the probable assumptions are suitably supported and consistent with the plans of the insolvent person and provide a reasonable basis for the projection. All such assumptions are disclosed in the notes attached.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material.

The projection has been prepared solely for the purpose described in the notes attached, using a set of hypothetical and probable assumptions set out in the notes attached. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.



Alfacon Solutions Limited  
Debtor



Name and title of signing officer

Name and title of signing officer

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

FORM 30 - Attachment  
Report on Cash-Flow Statement by the Person Making the Proposal  
(Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

**Purpose:**

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

**Projection Notes:**

**2. Hypothetical Assumptions**

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

**3. Probable Assumptions**

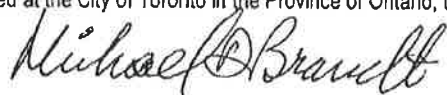
Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

**Assumptions:**

4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

- a) Retention of key personnel
- b) Sales projections are based on historical trends and management's expectations for workflow already in progress.
- c) A factoring agreement was entered in to with Liquid Capital Exchange Corporation on October 25, 2018.
- d) Support by secured creditors, including the postponement of all principal and interest payments.
- e) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- f) Source deductions are current and will be remitted as they become due.
- g) No provisions for income taxes have been made.
- h) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.

A handwritten signature in black ink, appearing to read "Michael Brautt". The signature is written in a cursive style with a large initial "M".

---

Alfacon Solutions Limited

# EXHIBIT "E"

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

-- FORM 29 --  
Trustee's Report on Cash-Flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

The attached statement of projected cash flow of Alfacon Solutions Limited, as of the 26th day of October 2018, consisting of Statement of Weekly Projected Cash Flow for the period ending December 31, 2018, has been prepared by the management of the insolvent person (or the insolvent debtor) for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by:  the management and employees of the insolvent person or  the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by:  management or  the insolvent person for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,


- (a) the hypothetical assumptions are not consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (c) the projection does not reflect the probable and hypothetical assumptions.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.

MNP LTD. - Licensed Insolvency Trustee  
Per:

  
Matthew Lem - Licensed Insolvency Trustee  
300 - 111 Richmond Street West  
Toronto ON M5H 2G4  
Phone: (416) 596-1711 Fax: (416) 323-5242

District of: Ontario  
Division No. 07 - Hamilton  
Court No. 32-2427544  
Estate No. 32-2427544

FORM 29 - Attachment  
Trustee's Report on Cash-flow Statement  
(Paragraphs 50(6)(b) and 50.4(2)(b) of the Act)

In the matter of the proposal of  
Alfacon Solutions Limited  
of the Town of Milton  
in the Province of Ontario

Purpose:

1. The Statement of Weekly Projected Cash Flow has been prepared for the period commencing September 30, 2018, solely for the purpose of complying with Part III of the Bankruptcy and Insolvency Act.

Projection Notes:

2. Hypothetical Assumptions

Hypothetical assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that assume a set of economic conditions or courses of action that are not necessarily the most important in the insolvent person's judgment, but are consistent with the purpose of the Statement of Projected Cash Flow.

3. Probable Assumptions

Probable assumptions as defined in the Standards of Professional Practice of the Canadian Association of Insolvency and Restructuring Professionals are assumptions that the Insolvent Person believes reflects the most probable set of economic conditions and planned courses of action, are suitably supported, consistent with the plans of the Insolvent Person and provide a reasonable basis for the Statement of Projected Cash Flow.

Assumptions:

4. The Statement of Weekly Projected Cash Flow includes the following Hypothetical and/or Probable Assumptions:

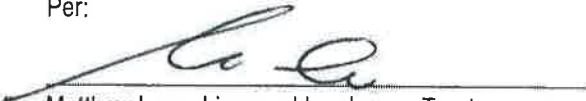
- a) Retention of key personnel
- b) Sales projections are based on historical trends and management's expectations for workflow already in progress.
- c) A factoring agreement was entered in to with Liquid Capital Exchange Corporation on October 25, 2018.
- d) Support by secured creditors, including the postponement of all principal and interest payments.
- e) Vendors may require immediate payment for the purchase of materials that are required for the completion of work in progress.
- f) Source deductions are current and will be remitted as they become due.
- g) No provisions for income taxes have been made.
- h) Pursuant to Section 69(1) of the Bankruptcy and Insolvency Act, all creditor's claims are subject to a stay of proceedings.

Dated at the City of Toronto in the Province of Ontario, this 26th day of October 2018.



MNP LTD. - Licensed Insolvency Trustee

Per:

A handwritten signature in black ink, appearing to read 'M. Lem', is written over a horizontal line.

Matthew Lem - Licensed Insolvency Trustee

300 - 111 Richmond Street West

Toronto ON M5H 2G4

Phone: (416) 596-1711 Fax: (416) 323-5242

# EXHIBIT "F"

## **Sale and Investment Solicitation Process**

### **Purpose**

1. The purpose of the Sale and Investment Solicitation Process ("**SISP**") is to identify one or more purchasers of the business and/or assets (the "**Property**") of Alfacon Solutions Limited ("**Alfacon**" or the "**Company**"), and/or a party or parties interested in investing in Alfacon. The SISP will be conducted by Alfacon, under the supervision of MNP Ltd. in its capacity as the Proposal Trustee of Alfacon (the "**Proposal Trustee**") and with the assistance of, and in consultation with its majority shareholder, Monteco Ltd. ("**Monteco**"), and Alfacon's legal counsel ("**Counsel**" and together with the Proposal Trustee, and Monteco, hereinafter the collectively referred to as the "**SISP Team**").
2. It is contemplated that Alfacon will seek an order (the "**Approval Order**") of the Ontario Superior Court of Justice (Commercial List) (the "**Court**"), among other things, approving the SISP on or about **November 1, 2018**.
3. Unless otherwise indicated herein any event that occurs on a day that is not a business day shall be deemed to occur on the next business day.

### **SISP Procedures**

#### **A. Initial Solicitation of Interest**

4. Alfacon with the assistance of the SISP Team will compile a list of prospective investors and purchasers (together with any other party expressing an interest in the Alfacon as an

investment and/or the business and/or assets of Alfacon, the "**Interested Parties**"). The SISP Team will make best efforts to canvass the interest of all Interested Parties.

5. The SISP will be conducted by Alfacon with the support and assistance of SISP Team and will provide Interested Parties with the opportunity to submit offers to purchase some or all of Alfacon's business and/or assets or to invest in the business.
6. Alfacon shall cause to advertise the SISP, and any other relevant information which the SISP Team, considers appropriate, to be published in a nationally circulated newspaper within five (5) days following the date of the Approval Order.
7. A solicitation document summarizing the acquisition and/or investment opportunity as well as the SISP (the "**Teaser & Process Letter**") will be prepared by the Alfacon, with the assistance of and in consultation with the SISP Team, and will be distributed to Interested Parties. A form of confidentiality agreement ("**CA**"), substantially in the form of the Confidentiality and Non-Disclosure Agreement attached as **Schedule "A"**, will be attached to the Teaser & Process Letter that Interested Parties will be required to sign in order to gain receive the available confidential information and to commence performing due diligence (each Interested Party who signs a CA being referred to herein as, a "**Prospective Offeror**"). All CA's shall enure to the benefit of any purchaser of or investor in Alfacon's business and/or assets.

## **B. Due Diligence**

8. As soon as reasonably practicable before the Approval Order, if not before, Alfacon will prepare a confidential information memorandum (the “**CIM**”) and establish an electronic data room, which will include certain financial and other information with respect to Alfacon (the “**Data Room**”) in connection with the SISP. Alfacon, with the assistance of the Proposal Trustee, will provide to each Prospective Offeror (i) a copy of the CIM, and (ii) access to the Data Room .
9. Notwithstanding paragraph 8 above, Alfacon, in consultation with the SISP Team, shall have the right to limit any Prospective Offeror's access to confidential information. This will include limiting access, if deemed appropriate, to parties who the SISP Team reasonably believes are not likely to be serious offerors.

## **C. Qualified LOI Process**

10. Any Prospective Offeror who wishes to submit an offer to purchase some or all of Alfacon's business and/or assets or to invest in the business must deliver a written, non-binding letter of intent in respect of Alfacon (an “**LOI**”) to Alfacon (care of the Proposal Trustee) at the address specified in accordance with **Schedule “B”** so as to be received not later than 5:00 p.m. (Toronto Time) on **November 30<sup>th</sup>, 2018** (“**LOI Deadline**”). An LOI shall be a qualified LOI (each a “**Qualified LOI**”) provided that it contains:
  - i) a specific indication of the anticipated sources of capital for such Prospective Offeror and preliminary evidence of the availability of such capital, or such other form of financial disclosure and credit support or enhancement that will allow the

SISP Team, to make, in their reasonable business or professional judgment, a reasonable determination as to the Prospective Offeror's financial and other capabilities to consummate an offer;

- ii) a letter setting forth the identity of the Prospective Offeror, the contact information for such Prospective Offeror and full disclosure of the direct and indirect owners of the Prospective Offeror and their principals;
- iii) an indication of whether the Prospective Offeror wishes to tender an offer to acquire either (i) all or part of the Property of Alfacon (an "**Asset Bid**"); or (ii) make an investment in Alfacon's business or any parts thereof (a "**Investment Bid**");
- iv) any conditions to closing that the Prospective Offeror may wish to impose;
- v) any additional due diligence required or desired to be conducted by the Prospective Offeror, if any;
- vi) in the case of an Asset Bid, it includes:
  - (1) a detailed listing and description of the Property to be included in and excluded from the proposed sale transaction;
  - (2) the contracts and/or leases, if any the Prospective Offeror contemplates assuming, if any;
  - (3) the purchase price range and form(s) of consideration;
  - (4) description of any liabilities to be assumed by the Prospective Offeror, if any;

(5) an acknowledgment that the contemplated sale will be made on an “as is, where is” basis; and

(1) the proposed treatment of employees of Alfacon;

ii) in the case of a Investment Bid, it include:

(1) a detailed description of the structure of the investment transaction;

(2) the low and high range of the aggregate amount of the equity and debt investment, including liabilities to be assumed by the Prospective Offeror to be made in Alfacon;

(3) the underlying assumptions regarding the pro forma capital structure (including, the anticipated debt levels, debt service fees, interest and amortization);

(4) the consideration to be allocated to the stakeholders including claims of any secured or unsecured creditors of Alfacon and the proposed treatment of employees; and

(5) the structure and financing of the transaction including all requisite financial assurance.

11. Any Prospective Offeror who submits a Qualified LOI on or before the LOI Deadline shall be designated a “**Qualified Bidder**”.

#### **D. Final Bid Process**

12. Alfacon may invite Qualified Bidders to conduct additional due diligence or otherwise make available to Qualified Bidders additional information not posted in the electronic data room and arrange for inspections and site visits.
13. Alfacon will provide to each Qualified Bidder a proposed form of agreement of purchase and sale (the “APS”).
14. Any Qualified Bidder may submit an Asset Bid, or a Restructuring Bid (each, a “**Final Bid**”) to Alfacon (care of the Proposal Trustee) at the address specified in **Schedule “B”** hereto on or before 5:00 pm (Toronto Time) on **January 15<sup>th</sup>, 2019** (the “**Final Bid Deadline**”).
15. A Final Bid shall be a “**Qualified Final Bid**” if:
  - i) it includes a letter stating that the Asset Bid or Restructuring Bid is irrevocable until February 15<sup>th</sup>, 2019;
  - ii) it includes a duly authorized and executed APS, specifying all of the consideration payable, together with all exhibits and schedules thereto.
  - iii) it does not include any request or entitlement to any break fee, expense reimbursement or similar type of payment;
  - iv) it is not conditional on (i) the outcome of unperformed due diligence by the Qualified Bidder and/or (ii) obtaining any financing capital and includes an acknowledgement



and representation that the bidder has had an opportunity to conduct any and all required due diligence prior to making its Asset Bid or Restructuring Bid;

v) it is accompanied by a refundable deposit (the "**Deposit**") in the form of a wire transfer (to a trust account specified by the Proposal Trustee), certified cheque or bank draft issued by a Chartered Canadian Bank, in an amount equal to ten percent (10%) of the consideration to be paid in respect of the Asset Bid or Restructuring Bid, to be held and dealt with in accordance with this SISP;

vi) it contains other information reasonably requested by Alfacon or the Proposal Trustee;  
and

vii) it is received by no later than the Final Bid Deadline.

#### **E. Post Bid Deadline Procedure**

16. If one or more Qualified Final Bids are received, Alfacon, in consultation with the SISP Team, may choose to:

i) accept one (or more if for distinct transactions) Qualified Final Bids(s) (the "**Successful Bid**") and each Qualified Final Bidder making the Successful Final Bid(s) being a "**Successful Bidder**") and take such steps as are necessary to finalize and complete an agreement for the Successful Bid(s) with the Successful Bidders(s);  
or

ii) continue negotiations with a selected number of bidders (collectively, "**Selected Bidders**") with a view to finalizing one or more agreements with one or more Selected Bidders.

17. Alfacon shall be under no obligation to accept the highest or best (or any) bid and any selection of the Successful Bid(s) and the Selected Bidders(s) shall be entirely in the discretion of the Alfacon. For greater certainty, Alfacon shall be permitted to decline acceptance of all offers.
18. Alfacon shall apply to the Court (the "**Approval Motion**") for an order approving the Successful Bidder(s) and authorizing Alfacon to undertake such actions as may be necessary or appropriate to give effect to the Successful Bid.
19. Alfacon will schedule the Approval Motion on the earliest reasonably possible date following the determination of the Successful Bid.

## Timeline

20. A chart summarizing material deadlines for the SISP is set out below:

	Event	Timing
1	Alfacon shall contact Prospective Offerors.	Immediately upon approval of Sale Process
2	Information pertaining to this opportunity will be posted on the Proposal Trustee's website: <a href="https://mnpdebt.ca/en/corporate/engagements/alfaconsolutions-limited">https://mnpdebt.ca/en/corporate/engagements/alfaconsolutions-limited</a>	Initial information to be posted within 1 business day of obtaining approval of the Sales Process
3	Advertise the sale in a nationally circulated newspaper, and as considered appropriate by the SISP Team.	Within 5 business days of obtaining approval of the Sales Process
4	Interested Parties given access to data room and provided time to prepare LOIs	November 2 <sup>nd</sup> , 2018 to November 30 <sup>th</sup> , 2018
5	Deadline for submission of LOIs	5:00 PM (Toronto Time) November 30 <sup>th</sup> , 2018
6	Qualified Bidders invited to conduct site visits and additional due diligence	December 10 <sup>th</sup> , 2018 to January 15 <sup>th</sup> , 2019
7	Deadline for Final Bids	5:00 PM (Toronto Time) January 15 <sup>th</sup> , 2019
8	Selection of Successful Bid and execute binding APS	January 18 <sup>th</sup> , 2019
9	Seek Court approval of APS and obtain a vesting order.	On or prior to January 25 <sup>th</sup> , 2019
10	Close sale to Successful Bidder(s).	On or prior to January 30 <sup>th</sup> , 2019
11	Unsuccessful bidders to return all confidential materials to the Proposal Trustee, and applicable deposits refunded.	January 31 <sup>st</sup> , 2019

## **Other Terms**

21. If a Successful Bidder(s) breaches its obligations under the terms of its offer, its Deposit shall be forfeited to Alfacon as liquidated damages and not as a penalty.
22. Notwithstanding anything else contain herein, if it becomes evident to the Alfacon that no Qualified Final Bids will be received, Alfacon, in consultation with the SISP Team may terminate the SISP.
23. At any time during the SISP, the Proposal Trustee may, upon reasonable notice to the service list, apply to the Court for advice and directions with respect to the discharge of its powers and duties hereunder.
24. There shall be no amendments to this SISP, including, for greater certainty the process and procedures set out herein, without further order of the Court. Notwithstanding the foregoing, Alfacon shall be permitted to extend the dates in the SISP by a total of up to two (2) weeks without further order of the Court.

Schedule "A"

CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT

TO: Alfacon Solutions Limited

-and-

MNP Ltd., in its capacity as Proposal Trustee of Alfacon Solutions Limited

Attention: Michael Litwack

**Re: Alfacon Solutions Limited**

The undersigned has expressed an interest in reviewing the information more particularly defined below (the "**Information**") solely for the purpose of evaluating a potential acquisition of the business and/or assets of Alfacon Solutions Limited. (the "**Company**") or potential investment in the Company (the "**Purpose**"). The undersigned understand and agree that the Company and /or MNP Ltd., in its capacity as Proposal Trustee of the Company (the "**Proposal Trustee**") are willing to provide the undersigned with the Information, provided that the undersigned provides its respective undertakings as set out herein with respect to the Information.

*The undersigned acknowledges and agrees that the Information contains sensitive confidential business information about the Company. The undersigned agrees that it shall keep the Information confidential and that it shall make no use of the Information other than in accordance with the Purpose.*

The undersigned appreciates and confirms its understanding that all of the Information is of a confidential nature. In consideration of the Company and/or the Proposal Trustee providing such Information and for other good and valuable consideration, the receipt and adequacy of which is acknowledged, the undersigned agrees as follows:

1. "**Information**" in this Agreement means, in respect of any aspect of the Company, its business, property, assets and undertakings (collectively, the "**Property**");
  - a) any communications between the undersigned and the Company or the Proposal Trustee or its agents or representatives, and any information or other material which in any way relates to the Company and/or the Property provided to undersigned or acquired by it during its review regardless of whether same is marked "**Confidential**";
  - b) any other information concerning the Company and/or the Property, including, but not limited to, Information provided directly, verbally or written, or within any electronic data room that the Company or the Proposal Trustee may make available to prospective purchasers ("**Data Room**") or any other information, financial or otherwise pertaining to the Company and/or the Property, but not including information published or made available to the public, or information which is in the public domain.
2. Subject to section 4, the undersigned acknowledges and agrees that the Company and the Proposal Trustee agree to furnish the Information to the undersigned solely for the Purpose and the undersigned covenants that it (which, for the purposes of such covenant shall include any and all of its officers, professional counsel, directors, agents or employees or any other person who receives any of the

Information from any of them, such as professional consultants and representatives – all of which are collectively referred to hereafter as “**Permitted Persons**”) shall not use the Information for any purpose other than the Purpose. For greater certainty, the undersigned and the Permitted Persons shall not use the Information in carrying on its business or that of any affiliate, as defined in the *Securities Act* (Ontario), and will not disclose the Information to any other person, firm, corporation or organization without the Company’s prior written consent. The undersigned shall provide the Company and the Proposal Trustee with lists of all persons to whom any Information is made available.

The undersigned acknowledge that the Company and the Proposal Trustee shall not be deemed to have made any representation or warranty as to the accuracy or completeness of any of the Information furnished to it at any time, nor shall the Company or the Proposal Trustee have any liability to the undersigned or its representatives relating to or arising from its use of any of the Information.

3. Notwithstanding section 2, the Information, or any part thereof, may be disclosed to and used by the Permitted Persons to the extent that it is necessary for the Purpose, provided that any such persons undertake to maintain the confidentiality of such Information.
4. For greater certainty, but without limiting the covenants herein to keep the Information confidential, the undersigned agrees to take all reasonable steps to prevent the disclosure of the Information, by ensuring that:
  - a) Only Permitted Persons whose duties require them to review the Information shall have access thereto, and they shall be instructed and required to treat the Information as confidential;
  - b) Proper and secure storage is provided for all written Information or any Information which is stored on any computer or data retrieval system;
  - c) The undersigned shall not make, permit or cause to be made copies of the Information; and
  - d) The undersigned shall not disclose either the Information or the fact that discussions regarding the Opportunity are taking place or the status thereof to any person other than the Permitted Persons for any reason whatsoever unless:
    - (i) in the reasonable opinion of independent legal counsel, and approved by the Company in writing, such approval not to be unreasonably withheld, disclosure is required under federal or provincial law;
    - (ii) any securities commission, stock exchange or other regulatory body having jurisdiction requires disclosure; or
    - (iii) disclosure is required to be made by the undersigned pursuant to due legal process.
5. In the event that the undersigned or any Permitted Person becomes legally compelled to disclose any of the Information, the undersigned shall provide the Company and the Proposal Trustee with prompt notice so that the Company may seek a protective order or other appropriate remedy and/or waive compliance with the provisions of this Agreement. In the event that either such protective order or other remedy is obtained, or the Company waives compliance with provisions of this Agreement, the undersigned shall furnish only that portion of the Information which is legally required and shall exercise its best efforts to obtain a protective order or other reliable assurance that confidential treatment will be accorded to the Information.

In the event that the undersigned learns of any unauthorized disclosure of the Information, or that the Information has been or is being used for any reason other than the Purpose, the undersigned shall immediately notify the Company and the Proposal Trustee of the unauthorized disclosure, and shall assist the Company and / or the Proposal Trustee in attempting to prevent any further unauthorized disclosure and shall, if requested, assist the Company and / or the Proposal Trustee in any legal proceedings that may be commenced in that regard, including by providing affidavit evidence in any such legal proceeding.

6. If no agreement to purchase the Property is finalized or investment is made in the Company, the undersigned acknowledges that it and the Permitted Persons shall continue to be bound to hold the Information in confidence for a period of three (3) years from the date of this Agreement and the Information together with any copies thereof shall be returned or deleted immediately on request by the Company and/or Proposal Trustee in accordance with section 8 hereof.
7. The undersigned shall indemnify and hold the Company and the Proposal Trustee harmless from any and all loss or damage (including legal costs on a full indemnity basis) which arise directly from the unauthorized disclosure or use of the Information by the undersigned, or by its officers, employees, professional consultants and representatives or in any other way which is contrary to the terms of this Agreement.
8. The Information, together with any copies thereof, shall be returned immediately to the Proposal Trustee or deleted upon request without retaining copies thereof. The return or deletion by the undersigned of any Information shall not affect any of its obligations hereunder. That portion of the Information which consists of reports, analyses, studies, or other documents prepared by the undersigned and/or the Permitted Persons, shall be either held by the undersigned and the Permitted Persons or deleted and kept confidential subject to the terms of this Agreement or destroyed. It is agreed that monetary damages would not be a sufficient remedy for any breach of this Agreement and the undersigned agrees that the Company shall be entitled to injunctive relief, specific performance or any other appropriate equitable remedies for any such breach, and hereby consents to an order for injunctive relief. Any of such remedies shall not be deemed to be the exclusive remedy for any breach of this Agreement but shall be in addition to other remedies available at law or in equity to the Company. In the event that the Company brings an action to enforce the undersigned's obligations hereunder, the undersigned shall reimburse the Company completely for all costs and expenses, including legal fees, incurred by the Company and its advisors in that regard.
9. Any notice required or permitted to be given under this Agreement shall be given in writing and shall be either hand-delivered or sent by courier, pre-paid registered mail, facsimile transmission or electronic mail to the following addresses:

(i) in the case of the Company and MNP Ltd., as follows:

Alfacon Solutions Limited. and MNP Ltd.  
c/o MNP Ltd.  
111 Richmond Street West, Suite 300  
Toronto, Ontario M5H 2G4  
Attention: Michael Litwack  
Facsimile: (416) 323-5240  
Email: [michael.litwack@mnp.ca](mailto:michael.litwack@mnp.ca)

(ii) in the case of the undersigned, as follows:

\_\_\_\_\_  
(Name – Company or First and Last)

\_\_\_\_\_  
(Street/RR/PO Box No., Suite/Unit No.)

\_\_\_\_\_  
(City/Town)

\_\_\_\_\_  
(Province)

\_\_\_\_\_  
(Postal Code)

Attention: \_\_\_\_\_

Telephone: \_\_\_\_\_

Fax: \_\_\_\_\_

Email: \_\_\_\_\_

Any notice personally delivered or sent by electronic mail or by facsimile transmission shall be deemed to have been received on the date of delivery. Any notice sent via pre-paid registered mail shall be deemed to have been received on the fourth business day following mailing. Any notice sent via courier shall be deemed to have been received on the following business day. Either of the Company and MNP Ltd. or the undersigned may change its address for service of notice or the person to whom such notice shall be directed from time to time by notice given in accordance with the foregoing.

10. The undersigned agrees that it shall not assign this Agreement or any of its rights hereunder, whether in whole or in part.
11. This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario (and, if applicable, the federal laws of Canada) and each of the undersigned hereby irrevocably attorn to the jurisdiction of the Ontario Superior Court of Justice (Commercial List).
13. The undersigned acknowledges and confirms that any costs incurred by any consultant related to its review of the Information are solely its obligation and responsibility.
14. The undersigned acknowledges and agrees that it has had the opportunity to obtain independent legal advice as to the terms and conditions of the Agreement and has either received same or expressly waived its right to do so.
15. This Agreement shall enure to the benefit of and be binding upon the parties hereto and their respective heirs, executors, administrators, legal personal representatives, trustees, successors and permitted assigns.
16. This Agreement constitutes the entire agreement between the undersigned, the Company and the Proposal Trustee with respect to the subject matter hereof and supersedes all prior agreements and or discussions relating to the subject matter hereof. This Agreement may only be amended by further written agreement between the parties.



For good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, each of the undersigned have executed this Agreement and hereby agree to all of the obligations in favour of the Company and/or the Proposal Trustee contemplated herein.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2018

**OR**

\_\_\_\_\_  
(Signature of Person – Individual)

Name:

\_\_\_\_\_  
(Name of Corporation)

Per:

\_\_\_\_\_  
(Signature of Witness – Individual)

Name:

\_\_\_\_\_  
(Signature of Authorized Signing Officer)

Name:

Title

I have the authority to bind the corporation

**SCHEDULE "B"**

**Addresses for Deliveries**

Any delivery made to Alfacon pursuant to this SISP shall be made to:

Alfacon Solutions Limited  
c/o MNP Ltd.  
111 Richmond St. W.  
Suite 300  
Toronto, ON M5H 2G4

Attention: Michael Litwack  
Email: [Michael.litwack@mnp.ca](mailto:Michael.litwack@mnp.ca)

Deliveries pursuant to this SISP by email or by facsimile shall be deemed to be received when sent. In all other instances, deliveries made pursuant to this SISP shall be deemed to be received when delivered to the relevant address, as identified above.

# TAB 4

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) THURSDAY, THE 1<sup>st</sup> DAY OF  
JUSTICE )  
)  
) NOVEMBER, 2018

IN THE MATTER OF THE PROPOSAL OF  
ALFACON SOLUTIONS LIMITED  
OF THE TOWN OF MILTON, IN THE PROVINCE OF ONTARIO

**ORDER**

**THIS MOTION**, made by Alfacon Solutions Limited (“**Alfacon**”) pursuant to the *Bankruptcy and Insolvency Act*, R.S.C 1985, c B-3, as amended (the “**BIA**”) was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Affidavit of John Murdoch sworn October 30, 2018 and the Exhibits thereto (the “**Murdoch Affidavit**”), the First Report of MNP Ltd. (the “**Proposal Trustee**”) dated October 30, 2018 (the “**First Report**”) and on being advised that the creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for Alfacon, the Proposal Trustee and any other parties who signed the counsel slip:

**Service**

1. **THIS COURT ORDERS** that the time for service of the Alfacon’s Notice of Motion and Motion Record and the First Report is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in this proceeding, the service of

documents made in accordance with the Protocol (which can be found on the Commercial List website at: <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial/> shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the *Rules of Civil Procedure* and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL <https://mnpdebt.ca/en/corporate/engagements/alfacon-solutions-limited>

3. **THIS COURT ORDERS** that the E-Service List Keeper and the WebHost (as such terms are defined in the Protocol) for the purpose of this proceeding shall be the Proposal Trustee.

#### **Extension of Time to File Proposal**

4. **THIS COURT ORDERS** that the time for filing of the Proposal, and the stay of proceedings herein, are extended in accordance with Section 50.4(9) of the BIA for a period of 45 days, to and including December 15, 2018.

#### **Proposal Trustee's Fees and Administration Charge**

5. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee and counsel to Alfacon shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by Alfacon as part of the costs of these proceedings. Alfacon is hereby authorized and directed to pay the accounts of the Proposal Trustee, counsel for the Proposal Trustee and counsel for Alfacon on a bi-weekly basis.

6. **THIS COURT ORDERS** that the Proposal Trustee and the legal counsel for the Proposal Trustee shall pass their accounts from time to time, and for this purpose the accounts of the Proposal Trustee and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

7. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee, and Alfacon's counsel shall be entitled to the benefit of and are hereby granted a charge (the

“**Administration Charge**”) on the Property, but for the purposes of the Administration Charge, in the amount of \$50,000.00, as security for their professional fees and disbursements incurred at the standard rates and charges of the Proposal Trustee and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 8 to 11 hereof.

**Validity and Priority of Administration Charge:**

8. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge shall not be required, and that the Administration Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Administration Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.

9. **THIS COURT ORDERS** that the Administration Charge shall constitute a charge on Alfacon’s current and future properties, assets and undertakings of every nature and kind whatsoever and wheresoever situated including all proceeds thereof, but for the purposes of the Administration Charge (the “**Property**”) and such Administration Charge shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, “**Encumbrances**”) in favour of any individual, firm, corporation, governmental body or agency (except statutory deemed trusts that, at law, rank in priority to all other charges), or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”).

10. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, Alfacon shall not grant any Encumbrances over any Property that rank in priority to, or pari passu with, the Administration Charge, unless Alfacon also obtains the prior written consent of the Proposal Trustee and the beneficiaries of the Administration Charge, or further Order of this Court.

11. **THIS COURT ORDERS** that the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Administration Charge (collectively, the “**Chargees**”) shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made

herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the BIA, or any bankruptcy order made pursuant to such applications; (c) the filing or deemed filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an “**Agreement**”) which binds Alfacon, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Administration Charge shall not create or be deemed to constitute a breach by Alfacon of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting the creation of the Administration Charge; and
- (c) the payments made by Alfacon pursuant to this Order and the granting of the Administration Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

### **Enhanced Powers of the Proposal Trustee**

12. **THIS COURT ORDERS** that, in addition to the powers and duties set out in the BIA and this Order (or any other Order of this Court in these proceedings), the Proposal Trustee is hereby fully and exclusively authorized and empowered, but not required, to take any and all actions and steps, and execute any and all documents and writings, on behalf, and in the name of Alfacon in order to carry out its duties under this Order or any other Order of the Court, including to execute all documents relating to the SISP (as defined below) as well as to execute and deliver any documents on behalf of Alfacon to implement transactions under the SISP approved by the Court.

13. **THIS COURT ORDERS** that the enhancement of the Proposal Trustee’s powers as set forth herein, the exercise by the Proposal Trustee of any of its powers, the performance by the

Proposal Trustee of any of its duties, or the use or employment by the Proposal Trustee of any person in connection with its appointment and the performance of its powers and duties shall not constitute the Proposal Trustee the employer, successor employer or related employer of the employees of Alfacon within the meaning of any provincial, federal or municipal legislation or common law governing employment, pensions or labour standards or any other statute, regulation or rule of law or equity for any purpose whatsoever or expose the Proposal Trustee to liability to any individuals arising from or relating to their previous employment by Alfacon.

14. **THIS COURT ORDERS** that the Proposal Trustee is not, and shall not be or be deemed to be, a director, officer or employee of Alfacon.

15. **THIS COURT ORDERS** that Alfacon shall continue to have the benefit of all of the protections and priorities as set out in the BIA, or this Order, and any such protections and priorities shall apply to the Proposal Trustee in fulfilling its duties and exercising any of its powers under this Order or any other Order of this Court.

16. **THIS COURT ORDERS** that Alfacon its management and advisors shall cooperate fully with the Proposal Trustee and any directions it may provide pursuant to this Order or any other Order of this Court and shall provide the Proposal Trustee with such assistance as the Proposal Trustee may request from time to time to enable the Proposal Trustee to carry out its duties and powers as set out in this Order or any other Order of this Court.

17. **THIS COURT ORDERS** that nothing in this Order shall constitute or be deemed to constitute the Proposal Trustee as a receiver, assignee, liquidator, administrator, receiver manager, agent of the creditors or legal representative of Alfacon within the meaning of any relevant legislation and that any distribution made to creditors of Alfacon by the Proposal Trustee will be deemed to have been made by Alfacon itself.

18. **THIS COURT ORDERS** that the Proposal Trustee shall not take possession of the Property, and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the business or Property of Alfacon, or any part thereof.

19. **THIS COURT ORDERS** that nothing herein contained shall require the Proposal Trustee to occupy or to take control, care, charge, possession or management (separately and/or



collectively, “**Possession**”) of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the Canadian *Environmental Protection Act*, the Ontario *Environmental Protection Act*, the Ontario *Water Resources Act*, or the Ontario *Occupational Health and Safety Act* and regulations thereunder (the “**Environmental Legislation**”), provided however that nothing herein shall exempt the Proposal Trustee from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Proposal Trustee shall not, as a result of this Order or anything done in pursuance of the Proposal Trustee's duties and powers under this Order, be deemed to be in possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

20. **THIS COURT ORDERS** that the Proposal Trustee shall provide any creditor of Alfacon with information provided by Alfacon in response to reasonable requests for information made in writing by such creditor addressed to the Proposal Trustee. The Proposal Trustee shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Proposal Trustee has been advised by Alfacon is confidential, the Proposal Trustee shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Proposal Trustee and Alfacon may agree.

21. **THIS COURT ORDERS** that, in addition to the rights and protections afforded the Proposal Trustee under the BIA or as an officer of this Court, the Proposal Trustee shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Proposal Trustee by the BIA or any applicable legislation.

## **Sale and Investment Solicitation Process**

22. **THIS COURT ORDERS** that the Two-Stage Sale and Investment Solicitation Process (the “SISP”), attached as **Schedule “A”** to this Order, is approved.

23. **THIS COURT ORDERS** that Alfacon and the Proposal Trustee are authorized and directed to perform their obligations under and take such steps as they consider necessary or desirable in carrying out the SISP.

24. **THIS COURT ORDERS** that the Proposal Trustee shall have no personal or corporate liability in connection with the SISP, including, without limitation:

(a) by advertising the SISP;

(b) by exposing the Property to any and all parties;

(c) by responding to any and all requests or inquiries regarding due diligence conducted in respect of Alfacon or the Property;

(d) through the disclosure of any and all information regarding Alfacon or the Property arising from, incidental to or in connection with the SISP; and

(e) pursuant to any and all offers received by Alfacon in accordance with the SISP.

25. **THIS COURT ORDERS** that, in connection with the SISP and pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act (Canada)*, Alfacon and the Proposal Trustee are authorized and permitted to disclose personal information of identifiable individuals to prospective investors, financiers, purchasers or offerors and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more investment, finance or sale transactions (each, a “**Transaction**”). Each prospective investor, financier, purchaser, or offeror to whom such information is disclosed shall maintain and protect the privacy of such information and shall limit the use of such information to its evaluation of the Transaction, and if it does not complete a Transaction, shall: (i) return all such information to Alfacon or the Proposal Trustee, as applicable; (ii) destroy all such information; or (iii) in the case of such information that is electronically stored, destroy all such information

to the extent it is reasonably practical to do so. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by Alfacon, and shall return all other personal information to Alfacon or the Proposal Trustee, as applicable, or ensure that all other personal information is destroyed.

## **General**

26. **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 Alfacon, the Proposal Trustee and their respective 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 Alfacon and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist Alfacon and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

27. **THIS COURT ORDERS** that each of Alfacon and the Proposal Trustee 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, and that the Proposal Trustee is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

28. **THIS COURT ORDERS** that Alfacon, the Proposal Trustee and their counsel are at liberty to serve or distribute the Order, any other materials and orders in these proceedings, any notices, or other correspondence, by forwarding true copies thereof by electronic message to the Applicant's creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or judicial obligation, and notice requirements, within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 81000-2-175 (SOR/DORS).

29. **THIS COURT ORDERS** that any interested party (including Alfacon and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

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# **Schedule “A”**

## **Sale and Investment Solicitation Process**

### **Purpose**

1. The purpose of the Sale and Investment Solicitation Process ("**SISP**") is to identify one or more purchasers of the business and/or assets (the "**Property**") of Alfacon Solutions Limited ("**Alfacon**" or the "**Company**"), and/or a party or parties interested in investing in Alfacon. The SISP will be conducted by Alfacon, under the supervision of MNP Ltd. in its capacity as the Proposal Trustee of Alfacon (the "**Proposal Trustee**") and with the assistance of, and in consultation with its majority shareholder, Monteco Ltd. ("**Monteco**"), and Alfacon's legal counsel ("**Counsel**" and together with the Proposal Trustee, and Monteco, hereinafter the collectively referred to as the "**SISP Team**").
2. It is contemplated that Alfacon will seek an order (the "**Approval Order**") of the Ontario Superior Court of Justice (Commercial List) (the "**Court**"), among other things, approving the SISP on or about **November 1, 2018**.
3. Unless otherwise indicated herein any event that occurs on a day that is not a business day shall be deemed to occur on the next business day.

### **SISP Procedures**

#### **A. Initial Solicitation of Interest**

4. Alfacon with the assistance of the SISP Team will compile a list of prospective investors and purchasers (together with any other party expressing an interest in the Alfacon as an

investment and/or the business and/or assets of Alfacon, the "**Interested Parties**"). The SISP Team will make best efforts to canvass the interest of all Interested Parties.

5. The SISP will be conducted by Alfacon with the support and assistance of SISP Team and will provide Interested Parties with the opportunity to submit offers to purchase some or all of Alfacon's business and/or assets or to invest in the business.
6. Alfacon shall cause to advertise the SISP, and any other relevant information which the SISP Team, considers appropriate, to be published in a nationally circulated newspaper within five (5) days following the date of the Approval Order.
7. A solicitation document summarizing the acquisition and/or investment opportunity as well as the SISP (the "**Teaser & Process Letter**") will be prepared by the Alfacon, with the assistance of and in consultation with the SISP Team, and will be distributed to Interested Parties. A form of confidentiality agreement ("CA"), substantially in the form of the Confidentiality and Non-Disclosure Agreement attached as **Schedule "A"**, will be attached to the Teaser & Process Letter that Interested Parties will be required to sign in order to gain receive the available confidential information and to commence performing due diligence (each Interested Party who signs a CA being referred to herein as, a "**Prospective Offeror**"). All CA's shall enure to the benefit of any purchaser of or investor in Alfacon's business and/or assets.

## **B. Due Diligence**

8. As soon as reasonably practicable before the Approval Order, if not before, Alfacon will prepare a confidential information memorandum (the “**CIM**”) and establish an electronic data room, which will include certain financial and other information with respect to Alfacon (the “**Data Room**”) in connection with the SISP. Alfacon, with the assistance of the Proposal Trustee, will provide to each Prospective Offeror (i) a copy of the CIM, and (ii) access to the Data Room .
9. Notwithstanding paragraph 8 above, Alfacon, in consultation with the SISP Team, shall have the right to limit any Prospective Offeror's access to confidential information. This will include limiting access, if deemed appropriate, to parties who the SISP Team reasonably believes are not likely to be serious offerors.

## **C. Qualified LOI Process**

10. Any Prospective Offeror who wishes to submit an offer to purchase some or all of Alfacon's business and/or assets or to invest in the business must deliver a written, non-binding letter of intent in respect of Alfacon (an “**LOI**”) to Alfacon (care of the Proposal Trustee) at the address specified in accordance with **Schedule “B”** so as to be received not later than 5:00 p.m. (Toronto Time) on **November 30<sup>th</sup>, 2018** (“**LOI Deadline**”). An LOI shall be a qualified LOI (each a “**Qualified LOI**”) provided that it contains:
  - i) a specific indication of the anticipated sources of capital for such Prospective Offeror and preliminary evidence of the availability of such capital, or such other form of financial disclosure and credit support or enhancement that will allow the



SISP Team, to make, in their reasonable business or professional judgment, a reasonable determination as to the Prospective Offeror's financial and other capabilities to consummate an offer;

- ii) a letter setting forth the identity of the Prospective Offeror, the contact information for such Prospective Offeror and full disclosure of the direct and indirect owners of the Prospective Offeror and their principals;
- iii) an indication of whether the Prospective Offeror wishes to tender an offer to acquire either (i) all or part of the Property of Alfacon (an "**Asset Bid**"); or (ii) make an investment in Alfacon's business or any parts thereof (a "**Investment Bid**");
- iv) any conditions to closing that the Prospective Offeror may wish to impose;
- v) any additional due diligence required or desired to be conducted by the Prospective Offeror, if any;
- vi) in the case of an Asset Bid, it includes:
  - (1) a detailed listing and description of the Property to be included in and excluded from the proposed sale transaction;
  - (2) the contracts and/or leases, if any the Prospective Offeror contemplates assuming, if any;
  - (3) the purchase price range and form(s) of consideration;
  - (4) description of any liabilities to be assumed by the Prospective Offeror, if any;

- (5) an acknowledgment that the contemplated sale will be made on an “as is, where is” basis; and
- (1) the proposed treatment of employees of Alfacon;
- ii) in the case of a Investment Bid, it include:
  - (1) a detailed description of the structure of the investment transaction;
  - (2) the low and high range of the aggregate amount of the equity and debt investment, including liabilities to be assumed by the Prospective Offeror to be made in Alfacon;
  - (3) the underlying assumptions regarding the pro forma capital structure (including, the anticipated debt levels, debt service fees, interest and amortization);
  - (4) the consideration to be allocated to the stakeholders including claims of any secured or unsecured creditors of Alfacon and the proposed treatment of employees; and
  - (5) the structure and financing of the transaction including all requisite financial assurance.

11. Any Prospective Offeror who submits a Qualified LOI on or before the LOI Deadline shall be designated a “**Qualified Bidder**”.

#### **D. Final Bid Process**

12. Alfacon may invite Qualified Bidders to conduct additional due diligence or otherwise make available to Qualified Bidders additional information not posted in the electronic data room and arrange for inspections and site visits.
13. Alfacon will provide to each Qualified Bidder a proposed form of agreement of purchase and sale (the “**APS**”).
14. Any Qualified Bidder may submit an Asset Bid, or a Restructuring Bid (each, a “**Final Bid**”) to Alfacon (care of the Proposal Trustee) at the address specified in **Schedule “B”** hereto on or before 5:00 pm (Toronto Time) on **January 15<sup>th</sup>, 2019** (the “**Final Bid Deadline**”).
15. A Final Bid shall be a “**Qualified Final Bid**” if:
  - i) it includes a letter stating that the Asset Bid or Restructuring Bid is irrevocable until February 15<sup>th</sup>, 2019;
  - ii) it includes a duly authorized and executed APS, specifying all of the consideration payable, together with all exhibits and schedules thereto.
  - iii) it does not include any request or entitlement to any break fee, expense reimbursement or similar type of payment;
  - iv) it is not conditional on (i) the outcome of unperformed due diligence by the Qualified Bidder and/or (ii) obtaining any financing capital and includes an acknowledgement

and representation that the bidder has had an opportunity to conduct any and all required due diligence prior to making its Asset Bid or Restructuring Bid;

- v) it is accompanied by a refundable deposit (the “**Deposit**”) in the form of a wire transfer (to a trust account specified by the Proposal Trustee), certified cheque or bank draft issued by a Chartered Canadian Bank, in an amount equal to ten percent (10%) of the consideration to be paid in respect of the Asset Bid or Restructuring Bid, to be held and dealt with in accordance with this SISP;
- vi) it contains other information reasonably requested by Alfacon or the Proposal Trustee;  
and
- vii) it is received by no later than the Final Bid Deadline.

#### **E. Post Bid Deadline Procedure**

16. If one or more Qualified Final Bids are received, Alfacon, in consultation with the SISP Team, may choose to:

- i) accept one (or more if for distinct transactions) Qualified Final Bids(s) (the “**Successful Bid**” and each Qualified Final Bidder making the Successful Final Bid(s) being a “**Successful Bidder**”) and take such steps as are necessary to finalize and complete an agreement for the Successful Bid(s) with the Successful Bidders(s);  
or

- ii) continue negotiations with a selected number of bidders (collectively, "**Selected Bidders**") with a view to finalizing one or more agreements with one or more Selected Bidders.
17. Alfacon shall be under no obligation to accept the highest or best (or any) bid and any selection of the Successful Bid(s) and the Selected Bidders(s) shall be entirely in the discretion of the Alfacon. For greater certainty, Alfacon shall be permitted to decline acceptance of all offers.
18. Alfacon shall apply to the Court (the "**Approval Motion**") for an order approving the Successful Bidder(s) and authorizing Alfacon to undertake such actions as may be necessary or appropriate to give effect to the Successful Bid.
19. Alfacon will schedule the Approval Motion on the earliest reasonably possible date following the determination of the Successful Bid.

## Timeline

20. A chart summarizing material deadlines for the SISP is set out below:

	Event	Timing
1	Alfacon shall contact Prospective Offerors.	Immediately upon approval of Sale Process
2	Information pertaining to this opportunity will be posted on the Proposal Trustee's website: <a href="https://mnpdebt.ca/en/corporate/engagements/alfacon-solutions-limited">https://mnpdebt.ca/en/corporate/engagements/alfacon-solutions-limited</a>	Initial information to be posted within 1 business day of obtaining approval of the Sales Process
3	Advertise the sale in a nationally circulated newspaper, and as considered appropriate by the SISP Team.	Within 5 business days of obtaining approval of the Sales Process
4	Interested Parties given access to data room and provided time to prepare LOIs	November 2 <sup>nd</sup> , 2018 to November 30 <sup>th</sup> , 2018
5	Deadline for submission of LOIs	5:00 PM (Toronto Time) November 30 <sup>th</sup> , 2018
6	Qualified Bidders invited to conduct site visits and additional due diligence	December 10 <sup>th</sup> , 2018 to January 15 <sup>th</sup> , 2019
7	Deadline for Final Bids	5:00 PM (Toronto Time) January 15 <sup>th</sup> , 2019
8	Selection of Successful Bid and execute binding APS	January 18 <sup>th</sup> , 2019
9	Seek Court approval of APS and obtain a vesting order.	On or prior to January 25 <sup>th</sup> , 2019
10	Close sale to Successful Bidder(s).	On or prior to January 30 <sup>th</sup> , 2019
11	Unsuccessful bidders to return all confidential materials to the Proposal Trustee, and applicable deposits refunded.	January 31 <sup>st</sup> , 2019

## **Other Terms**

21. If a Successful Bidder(s) breaches its obligations under the terms of its offer, its Deposit shall be forfeited to Alfacon as liquidated damages and not as a penalty.
22. Notwithstanding anything else contain herein, if it becomes evident to the Alfacon that no Qualified Final Bids will be received, Alfacon, in consultation with the SISP Team may terminate the SISP.
23. At any time during the SISP, the Proposal Trustee may, upon reasonable notice to the service list, apply to the Court for advice and directions with respect to the discharge of its powers and duties hereunder.
24. There shall be no amendments to this SISP, including, for greater certainty the process and procedures set out herein, without further order of the Court. Notwithstanding the foregoing, Alfacon shall be permitted to extend the dates in the SISP by a total of up to two (2) weeks without further order of the Court.

## Schedule "A"

### CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT

TO: Alfacon Solutions Limited

-and-

MNP Ltd., in its capacity as Proposal Trustee of Alfacon Solutions Limited

Attention: Michael Litwack

#### **Re: Alfacon Solutions Limited**

The undersigned has expressed an interest in reviewing the information more particularly defined below (the "**Information**") solely for the purpose of evaluating a potential acquisition of the business and/or assets of Alfacon Solutions Limited. (the "**Company**") or potential investment in the Company (the "**Purpose**"). The undersigned understand and agree that the Company and /or MNP Ltd., in its capacity as Proposal Trustee of the Company (the "**Proposal Trustee**") are willing to provide the undersigned with the Information, provided that the undersigned provides its respective undertakings as set out herein with respect to the Information.

*The undersigned acknowledges and agrees that the Information contains sensitive confidential business information about the Company. The undersigned agrees that it shall keep the Information confidential and that it shall make no use of the Information other than in accordance with the Purpose.*

The undersigned appreciates and confirms its understanding that all of the Information is of a confidential nature. In consideration of the Company and/or the Proposal Trustee providing such Information and for other good and valuable consideration, the receipt and adequacy of which is acknowledged, the undersigned agrees as follows:

1. "**Information**" in this Agreement means, in respect of any aspect of the Company, its business, property, assets and undertakings (collectively, the "**Property**"):
  - a) any communications between the undersigned and the Company or the Proposal Trustee or its agents or representatives, and any information or other material which in any way relates to the Company and/or the Property provided to undersigned or acquired by it during its review regardless of whether same is marked "**Confidential**";
  - b) any other information concerning the Company and/or the Property, including, but not limited to, Information provided directly, verbally or written, or within any electronic data room that the Company or the Proposal Trustee may make available to prospective purchasers ("**Data Room**") or any other information, financial or otherwise pertaining to the Company and/or the Property, but not including information published or made available to the public, or information which is in the public domain.
2. Subject to section 4, the undersigned acknowledges and agrees that the Company and the Proposal Trustee agree to furnish the Information to the undersigned solely for the Purpose and the undersigned covenants that it (which, for the purposes of such covenant shall include any and all of its officers, professional counsel, directors, agents or employees or any other person who receives any of the



Information from any of them, such as professional consultants and representatives – all of which are collectively referred to hereafter as “**Permitted Persons**”) shall not use the Information for any purpose other than the Purpose. For greater certainty, the undersigned and the Permitted Persons shall not use the Information in carrying on its business or that of any affiliate, as defined in the *Securities Act* (Ontario), and will not disclose the Information to any other person, firm, corporation or organization without the Company’s prior written consent. The undersigned shall provide the Company and the Proposal Trustee with lists of all persons to whom any Information is made available.

The undersigned acknowledge that the Company and the Proposal Trustee shall not be deemed to have made any representation or warranty as to the accuracy or completeness of any of the Information furnished to it at any time, nor shall the Company or the Proposal Trustee have any liability to the undersigned or its representatives relating to or arising from its use of any of the Information.

3. Notwithstanding section 2, the Information, or any part thereof, may be disclosed to and used by the Permitted Persons to the extent that it is necessary for the Purpose, provided that any such persons undertake to maintain the confidentiality of such Information.
4. For greater certainty, but without limiting the covenants herein to keep the Information confidential, the undersigned agrees to take all reasonable steps to prevent the disclosure of the Information, by ensuring that:
  - a) Only Permitted Persons whose duties require them to review the Information shall have access thereto, and they shall be instructed and required to treat the Information as confidential;
  - b) Proper and secure storage is provided for all written Information or any Information which is stored on any computer or data retrieval system;
  - c) The undersigned shall not make, permit or cause to be made copies of the Information; and
  - d) The undersigned shall not disclose either the Information or the fact that discussions regarding the Opportunity are taking place or the status thereof to any person other than the Permitted Persons for any reason whatsoever unless:
    - (i) in the reasonable opinion of independent legal counsel, and approved by the Company in writing, such approval not to be unreasonably withheld, disclosure is required under federal or provincial law;
    - (ii) any securities commission, stock exchange or other regulatory body having jurisdiction requires disclosure; or
    - (iii) disclosure is required to be made by the undersigned pursuant to due legal process.
5. In the event that the undersigned or any Permitted Person becomes legally compelled to disclose any of the Information, the undersigned shall provide the Company and the Proposal Trustee with prompt notice so that the Company may seek a protective order or other appropriate remedy and/or waive compliance with the provisions of this Agreement. In the event that either such protective order or other remedy is obtained, or the Company waives compliance with provisions of this Agreement, the undersigned shall furnish only that portion of the Information which is legally required and shall exercise its best efforts to obtain a protective order or other reliable assurance that confidential treatment will be accorded to the Information.

In the event that the undersigned learns of any unauthorized disclosure of the Information, or that the Information has been or is being used for any reason other than the Purpose, the undersigned shall immediately notify the Company and the Proposal Trustee of the unauthorized disclosure, and shall assist the Company and / or the Proposal Trustee in attempting to prevent any further unauthorized disclosure and shall, if requested, assist the Company and / or the Proposal Trustee in any legal proceedings that may be commenced in that regard, including by providing affidavit evidence in any such legal proceeding.

6. If no agreement to purchase the Property is finalized or investment is made in the Company, the undersigned acknowledges that it and the Permitted Persons shall continue to be bound to hold the Information in confidence for a period of three (3) years from the date of this Agreement and the Information together with any copies thereof shall be returned or deleted immediately on request by the Company and/or Proposal Trustee in accordance with section 8 hereof.
7. The undersigned shall indemnify and hold the Company and the Proposal Trustee harmless from any and all loss or damage (including legal costs on a full indemnity basis) which arise directly from the unauthorized disclosure or use of the Information by the undersigned, or by its officers, employees, professional consultants and representatives or in any other way which is contrary to the terms of this Agreement.
8. The Information, together with any copies thereof, shall be returned immediately to the Proposal Trustee or deleted upon request without retaining copies thereof. The return or deletion by the undersigned of any Information shall not affect any of its obligations hereunder. That portion of the Information which consists of reports, analyses, studies, or other documents prepared by the undersigned and/or the Permitted Persons, shall be either held by the undersigned and the Permitted Persons or deleted and kept confidential subject to the terms of this Agreement or destroyed. It is agreed that monetary damages would not be a sufficient remedy for any breach of this Agreement and the undersigned agrees that the Company shall be entitled to injunctive relief, specific performance or any other appropriate equitable remedies for any such breach, and hereby consents to an order for injunctive relief. Any of such remedies shall not be deemed to be the exclusive remedy for any breach of this Agreement but shall be in addition to other remedies available at law or in equity to the Company. In the event that the Company brings an action to enforce the undersigned's obligations hereunder, the undersigned shall reimburse the Company completely for all costs and expenses, including legal fees, incurred by the Company and its advisors in that regard.
9. Any notice required or permitted to be given under this Agreement shall be given in writing and shall be either hand-delivered or sent by courier, pre-paid registered mail, facsimile transmission or electronic mail to the following addresses:

(i) in the case of the Company and MNP Ltd., as follows:

Alfacon Solutions Limited. and MNP Ltd.  
c/o MNP Ltd.  
111 Richmond Street West, Suite 300  
Toronto, Ontario M5H 2G4  
Attention: Michael Litwack  
Facsimile: (416) 323-5240  
Email: [michael.litwack@mnp.ca](mailto:michael.litwack@mnp.ca)

(ii) in the case of the undersigned, as follows:

\_\_\_\_\_  
(Name – Company or First and Last)

\_\_\_\_\_  
(Street/RR/PO Box No., Suite/Unit No.)

\_\_\_\_\_  
(City/Town)

\_\_\_\_\_  
(Province)

\_\_\_\_\_  
(Postal Code)

Attention: \_\_\_\_\_

Telephone: \_\_\_\_\_

Fax: \_\_\_\_\_

Email: \_\_\_\_\_

Any notice personally delivered or sent by electronic mail or by facsimile transmission shall be deemed to have been received on the date of delivery. Any notice sent via pre-paid registered mail shall be deemed to have been received on the fourth business day following mailing. Any notice sent via courier shall be deemed to have been received on the following business day. Either of the Company and MNP Ltd. or the undersigned may change its address for service of notice or the person to whom such notice shall be directed from time to time by notice given in accordance with the foregoing.

10. The undersigned agrees that it shall not assign this Agreement or any of its rights hereunder, whether in whole or in part.
11. This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario (and, if applicable, the federal laws of Canada) and each of the undersigned hereby irrevocably attorn to the jurisdiction of the Ontario Superior Court of Justice (Commercial List).
13. The undersigned acknowledges and confirms that any costs incurred by any consultant related to its review of the Information are solely its obligation and responsibility.
14. The undersigned acknowledges and agrees that it has had the opportunity to obtain independent legal advice as to the terms and conditions of the Agreement and has either received same or expressly waived its right to do so.
15. This Agreement shall enure to the benefit of and be binding upon the parties hereto and their respective heirs, executors, administrators, legal personal representatives, trustees, successors and permitted assigns.
16. This Agreement constitutes the entire agreement between the undersigned, the Company and the Proposal Trustee with respect to the subject matter hereof and supersedes all prior agreements and or discussions relating to the subject matter hereof. This Agreement may only be amended by further written agreement between the parties.

For good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, each of the undersigned have executed this Agreement and hereby agree to all of the obligations in favour of the Company and/or the Proposal Trustee contemplated herein.

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2018

**OR**

\_\_\_\_\_  
(Signature of Person – Individual)

Name:

\_\_\_\_\_  
(Name of Corporation)

Per:

\_\_\_\_\_  
(Signature of Witness – Individual)

Name:

\_\_\_\_\_  
(Signature of Authorized Signing Officer)

Name:

Title

I have the authority to bind the corporation

## **SCHEDULE "B"**

### **Addresses for Deliveries**

Any delivery made to Alfacon pursuant to this SISP shall be made to:

Alfacon Solutions Limited  
c/o MNP Ltd.  
111 Richmond St. W.  
Suite 300  
Toronto, ON M5H 2G4

Attention: Michael Litwack  
Email: [Michael.litwack@mnp.ca](mailto:Michael.litwack@mnp.ca)

Deliveries pursuant to this SISP by email or by facsimile shall be deemed to be received when sent. In all other instances, deliveries made pursuant to this SISP shall be deemed to be received when delivered to the relevant address, as identified above.

**IN THE MATTER OF THE PROPOSAL OF ALFACON  
SOLUTIONS LIMITED OF THE TOWN OF MILTON, IN  
THE PROVINCE OF ONTARIO**

Court File No. 32-2427544

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**PROCEEDING COMMENCED AT  
TORONTO**

**MOTION RECORD OF  
ALFACON SOLUTIONS LIMITED**

**PALLET VALO LLP**

Lawyers & Trade-Mark Agents  
77 City Centre Drive, West Tower  
Suite 300  
Mississauga, Ontario  
L5B 1M5

**ALEX ILCHENKO, C.S. (LSUC NO. 33944Q)**

Tel: (905) 273-3300  
Fax: (905) 273-6920

Lawyers for Alfacon Solutions Limited