

Court File No. 32-2480036
Estate File No. 32-2480036

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC.,
OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

MOTION RECORD OF FT ENE CANADA INC.
(Returnable June 24, 2019)

Date: June 18, 2019

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**In The Matter of the Proposals of FT ENE Canada Inc.
Of the City of Brantford, in the Province of Ontario**

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**ONTARIO
SUPERIOR COURT OF JUSTICE
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IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC.,
OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

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TAB 1

Court File No. 32-2480036
Estate File No. 32-2480036

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

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF
BRANTFORD, IN THE PROVINCE OF ONTARIO**

**NOTICE OF MOTION
(Stay extension, returnable June 24, 2019)**

FT EnE Canada Inc. (“**Company**”), will make a motion to a Judge of the Commercial List to be heard on Monday, June 24, 2019, at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario, M5G 1R7.

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

THE MOTION IS FOR:

1. An Order substantially in the form attached at Tab 3 of the Motion Record, *inter alia*:
 - a) if necessary, abridging the time for and validating the service of the Notice of Motion and the Motion Record, such that the motion is properly returnable on June 24, 2019;
 - b) extending the Stay Period (as defined below) to and including August 7, 2019; and,
2. Such further and other relief as to this Court may seem just.

THE GROUNDS FOR THE MOTION ARE:

3. On February 27, 2019, the Company commenced restructuring proceedings under the

Bankruptcy and Insolvency Act (“**BIA**”) by filing a Notice of Intention to Make a Proposal (“**NOI**”);

4. MNP Ltd. was appointed to act as proposal trustee under the NOI (“**Trustee**”);
5. On March 28, 2019, the Honourable Mr. Justice Penny granted an Order that, among other things, approved a Sale and Investment Solicitation Process (“**SISP**”), and extended the initial stay of proceedings (“**Stay Period**”) to and including May 10, 2019 (“**SISP Order**”);
6. The Stay Period was extended by Court Order on May 3, 2019 and is now set to expire on June 24, 2019;
7. The Company is a wholly owned subsidiary of Finetex EnE Inc. (“**FTEI**”), which is a corporation incorporated in South Korea;
8. The Royal Bank of Canada (the “**Bank**”) is the Company’s senior secured creditor, having registered security interests in respect of both the Company’s real and personal property;

Proposal Process and SISP

9. In accordance with the SISP Order, the Company, in consultation with the Trustee and the Bank, decided to sell its real estate assets to a third party purchaser, Edwards Protech Ltd. (the “**Transaction**”);
10. The Transaction was approved by the Court on June 7, 2019;
11. The Transaction is anticipated to close on June 21, 2019;

12. Pursuant to the Court's Corollary Relief Order, dated June 7, 2019, the Company is to make distributions to the Bank from the net proceeds of the Transaction up to the amount of its secured obligations to the Bank. The Company is also required to pay to the Trustee a reserve for employee amounts and fees and disbursements, which funds will also come from the proceeds of the Transaction;
13. The earliest the Company can expect to receive the proceeds from the Transaction is June 21, 2019, although the exact date is unknown at this time. The Company requires updated information from the Bank, which it has requested, but which is still outstanding. The Trustee will also need to file its Certificate with the Court after the close of the Transaction;
14. There are still additional steps that must be taken following the completion of the Transaction, which may carry over onto or past June 24, 2019;

Extension of time to make a Proposal

15. The Stay Period granted by the Court is set to expire on June 24, 2019;
16. The requested extension of time will permit the Company to complete the Transaction, and will increase the chances for a successful restructuring;
17. The Company's updated cash flow statement demonstrates that it will have sufficient funds to operate during the extension period;
18. The Company has acted and continues to act in good faith and with due diligence in these proceedings;

19. No creditors would be materially prejudiced if the stay of proceedings is extended to the requested date;
20. If the extension is not granted, the Transaction may not be completed and the funds may not be distributed prior to the expiry of the stay, and the Company will then be deemed bankrupt in the middle of the Transaction, which would be detrimental to the Company's creditors and other stakeholders;
21. Subsection 50.4(9) provides the Court with the jurisdiction to extend the stay of proceedings;
22. Such further and other grounds as counsel may advise and this Court deems just.

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

1. The Affidavit of Yoonjun Park, sworn June 18, 2019; and,
2. The Fourth Report of the Trustee, to be filed;
3. Such further and other evidence as counsel may advise and this Court permit.

Date: June 18, 2019

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Counsel for FT ENE Canada Inc.

TO: Service List (See Attached)

TAB 2

Court File No. 32-2480036
Estate File No. 32-2480036

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF
BRANTFORD, IN THE PROVINCE OF ONTARIO**

AFFIDAVIT OF YOONJUN PARK
(Sworn June 18th, 2019)

I, **YOONJUN PARK**, of the City of Cambridge in the Province of Ontario, make oath and swear:

1. I am the General Manager of FT EnE Canada Inc. ("**Company**"), and as such I have personal knowledge, information and belief of the matters to which I hereinafter depose. Where statements are based upon information received from others, I have identified the source of that information, and verily believe it to be true.

2. I swear this affidavit in support of a motion brought by the Company for an order, among other things, extending the current stay of proceedings in this matter from June 24, 2019 to and including August 7, 2019.

Proposal Process and SISP

3. Background information about the Company and the reasons that precipitated the Company commencing this proposal process are set out in my earlier affidavits, the first of which was sworn on March 22, 2019 ("**March Affidavit**"), and a copy of which (without

exhibits) is attached hereto and marked as **Exhibit “A”**.

4. The stay of proceedings in this matter was last extended by the Honourable Mr. Justice Penny on May 3, 2019, and is now set to expire on June 24, 2019. A copy of Justice Penny’s May 3rd Order is attached hereto and marked as **Exhibit “B”**.

5. On March 28, 2019, the Court, among other things, approved a sale and investment solicitation process (“**SISP**”) in respect of the Company’s business and assets (“**SISP Order**”). A copy of the SISP Order is attached hereto and marked as **Exhibit “C”**.

6. In accordance with the SISP Order, the Company, in consultation with its counsel, MNP Ltd., in its capacity as proposal trustee for the Company (“**Trustee**”), and the Royal Bank of Canada (the “**Bank**”), the Company’s senior secured lender, decided to sell its real estate assets to a third party purchaser, Edwards Protech Ltd. (“**Edwards Protech**”) (the “**Transaction**”).

7. The Transaction contemplated that the sale of 14 Sharp Road, Brantford (the “**Property**”) to Edwards Protech would close by June 21, 2019. In addition, the Transaction provided for a six-month lease-back of the Property to the Company to allow the Company to continue operating in its current location.

8. The Transaction was approved by the Court on June 7, 2019. A copy of the Approval and Vesting Order (“**Approval and Vesting Order**”), its corresponding Endorsement and the Corollary Relief Order, also dated June 7, 2019, which, among other things, seals certain confidential information about the Transaction, are attached hereto and marked as **Exhibit “D”**.

9. Edwards Protech advised that it wanted to take title in the name of its assignee, 1411334 Ontario Inc. (Edwards Protech and 1411334 Ontario Inc. are hereinafter referred to as the

“**Purchaser**”), which was also approved by the Court in the Approval and Vesting Order.

10. The Company and the Trustee have asked the Purchaser whether the close of the Transaction can occur before June 21, 2019, but it does not appear that an earlier close is a possibility from the Purchaser’s prospective. The Transaction, however, is still anticipated to close on June 21, 2019.

11. Pursuant to the Corollary Relief Order, the Company is to make distributions to the Bank from the net proceeds from the Transaction up to the amount of its secured obligations to the Bank. As the Transaction is only set to be completed on June 21, 2019, the earliest that the Company expects to receive the proceeds from the Transaction is June 21, 2019.

12. However, at this time, it is not known if the Company will be in funds on June 21, 2019, nor whether the Certificate that the Trustee is required to file with the Court thereafter will be able to be filed that same date.

13. Further, the Company requires updated information from the Bank as to the outstanding amount required to be paid to it to pay all of the secured obligations owing to the Bank. The Company has requested that information and is waiting for it from the Bank. Once the Company is in receipt of the funds from the closing of the Transaction, the Company will then make the necessary distributions to the Bank.

14. The Company is also required by the Corollary Relief Order to pay to the Trustee a reserve for employee amounts and fees and disbursements. Again, those funds are to come from the closing of the Transaction.

15. Thus, there is a good deal to be done following the completion of the Transaction, and

depending on the timing, it may be that some of the activities will carry over on to June 24, 2019, the date when the current stay of proceedings is set to expire.

The Parent Company

16. The Company is a wholly owned subsidiary of FT EnE Inc (“**FTEI**”), a South Korean company. As set out in my March Affidavit, the Company commenced this proposal proceeding in large part due to concerns relating to FTEI’s own insolvency process. The Company wanted to preserve its options and ensure that it would be able to continue to operate independently of FTEI in light of FTEI’s rehabilitation process in South Korea.

17. I am advised by my counsel, Alexandra Teodorescu, that, on or about May 15, 2019, FTEI retained Baker McKenzie LLP. FTEI has since brought a motion to, among other things, replace Jong Chul Park as a director of the Company and to remove Blaney McMurtry LLP as counsel for the Company. The motion is currently returnable on June 24, 2019.

18. In the March Affidavit, I stated that the Company appears to owe in excess of \$6 million to FTEI on an unsecured basis. FTEI has, however, not yet filed a claim in the proposal process.

Stay Extension

19. Since the last stay extension granted on May 3, 2019, the Company has continued to act in good faith and with due diligence in operating its business and carrying out the terms of the SISP. The Company has continued to maintain its relationships with its employees and customers, and to pursue the sale of the Property to a third-party Purchaser in accordance with the SISP Order.

20. More specifically, the Company has continued to operate in the ordinary course and has diligently been working on restructuring its affairs, including by:

- (a) Assisting the Trustee with the SISP;
- (b) Working with the Trustee in preparing cash flow statements;
- (c) Communicating with its counsel, the Bank, and counsel for the Bank with respect to the SISP and its proposal proceeding;
- (d) Continuing to operate its business, including by processing orders from its customers;
- (e) Engaging with FTEI in respect of this proposal process; and,
- (f) Communicating with the Purchaser and the Trustee in respect of the terms of the Transaction and to ensure that the Transaction closes by June 21, 2019.

21. The Company has not sought any interim financing as part of this proposal proceeding and anticipates that it will have sufficient funds to operate during the requested extended period for the stay of proceedings. All of this is set out in the updated cash flow statement, which is attached hereto and marked as **Exhibit “E”**.

22. The Company requires additional time to ensure that the Transaction is completed successfully, that the Bank is paid in full in accordance with its security, and to comply with the Corollary Relief Order. The Company also requires an extension of the stay of proceedings to formulate and file a proposal for the benefit of its creditors. I believe that the Company will be more likely to make a viable proposal if the extension of time requested is granted.

23. If the stay extension is not granted, the Company will simply become bankrupt and will have to be liquidated, which would be detrimental to the Company’s stakeholders.

24. I swear this affidavit in support of the Company’s motion for an Order extending the stay of proceedings and for the deadline for the Company to file a proposal to August 7, 2019, and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, this 18th day of June, 2019.


A Commissioner for Taking Affidavits, etc.

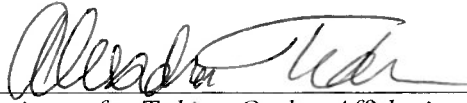
Alexandra Teodorescu



YOONJUN PARK

TAB A

This is Exhibit "A" referred to in the Affidavit of Yoonjun Park
sworn before me this 18th day of June, 2019.



*A Commissioner for Taking Oaths, Affidavits (or as may be) in
Ontario*

Court File No. 32-2480036
Estate File No. 32-2480036

ONTARIO
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(COMMERCIAL LIST)

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF
BRANTFORD, IN THE PROVINCE OF ONTARIO**

AFFIDAVIT OF YOONJUN PARK

(Sworn March 22, 2019)

I, **YOONJUN PARK**, of the City of Cambridge in the Province of Ontario, make oath and swear:

1. I am the General Manager of FT EnE Canada Inc. ("**Company**"), and as such I have personal knowledge, information and belief of the matters to which I hereinafter depose. Where statements are based upon information received from others, I have identified the source of that information, and verily believe it to be true.

2. I swear this affidavit in support of a motion brought by the Company for an order, *inter alia*:

- (a) approving a sale and investment solicitation process, *nunc pro tunc*, commenced in respect of the Company's business and assets ("**Sale Process**");
- (b) extending the deadline for the Company to file a proposal to and including May 10, 2019; and

- (c) Granting a charge in respect of the professional fees and disbursements in favour of legal counsel to the Company, the Trustee (as defined below), and legal counsel for the Trustee, which charge will be and rank subordinate to the interest of the Mortgagee (as defined below).

Background

3. On February 27, 2019, the Company commenced restructuring proceedings under the *Bankruptcy and Insolvency Act* by filing a Notice of Intention to Make a Proposal (“**NOI**”). MNP Ltd. was appointed to act as proposal trustee under the NOI (“**Trustee**”). A copy of the Certificate of Filing (“**Certificate**”) from the Office of the Superintendent of Bankruptcy Canada is attached hereto and marked as **Exhibit “A”**.

4. The Trustee subsequently provided the standard package to creditors, including a copy of the NOI, the list of creditors and the amounts owed to them, and the Certificate. A copy of the creditors’ package is attached hereto and marked as **Exhibit “B”**.

5. The purpose of these proposal proceedings (the “**Proceeding**”) is to provide the Company with an opportunity to implement the Court approved Sale Process for all or part of its business and assets with a view to restructuring its operations and presenting a viable proposal to the Company’s creditors, in consultation with the Trustee. The relief requested on this motion is integral for the Company to continue its operations and to carry out its restructuring efforts.

The Company and its Business

6. The Company is a federal corporation incorporated pursuant to the *Canada Business Corporations Act* and is registered to conduct business in the Province of Ontario. It is a wholly

owned subsidiary of FT EnE Inc. (“**FTEI**”), which is a company in South Korea. Copies of the Company’s corporation profile reports from the Government of Canada and the Province of Ontario are attached hereto and marked as **Exhibit “C”**.

7. The Company’s head office is located at 14 Sharp Road, Brantford, Ontario (the “**Property**”). The Company is also the registered owner of the Property. The Property has approximately 37,000 square feet of total area space, which includes an office and manufacturing and warehouse space from where the Company operates. Attached hereto and marked as **Exhibit “D”** is a copy of the parcel register with respect to the Property.

8. The Property was originally purchased in 2013 by 8288364 Canada Inc., which later changed its name to the Company.

9. It has come to my attention that the Company likely owns a subsidiary in China. I believe this subsidiary is not operating and may be in the process of being dissolved. I am in the process of gathering further information about the status of this entity and the Company’s interest in it.

10. The Company is in the business of producing nanofiber technology, which is used in a wide range of industrial and commercial applications, such as power generation inlet filters and air pollution control files. The Company has 18 employees, including 6 foreign workers from the Philippines who hold temporary work permits. If the Company is liquidated or goes bankrupt, these employees will lose their jobs and the temporary workers will have to be sent home.

11. Royal Bank of Canada (the “**Mortgagee**”) is the Company’s banker and operating lender, providing, amongst other credit facilities, an operating line with a credit limit of \$2 million (the “**Operating Line**”), which continues to revolve. As at the date of the NOI filing, the

indebtedness associated with the Operating Line amounted to approximately \$1.89 million.

12. In support of and to secure the Company's indebtedness to the Mortgagee, the Company has given security to the Mortgagee.

13. The Property is subject to a mortgage in favour of the Mortgagee in the amount of \$1,267,000.00, which was registered on title to the Property on January 21, 2015 as Instrument No. BC269209 (the "**Mortgage**"). A copy of the Mortgage is attached hereto and marked as **Exhibit "E"**. The Mortgage is current.

14. Attached hereto and marked as **Exhibit "F"** is a copy of the results of the Personal Property Security Registration System with respect to the Company ("**PPSA Results**").

15. The PPSA Results indicate that the Mortgagee has security on the assets, property and undertaking of the Company, in accordance with a General Security Agreement between the Mortgagee and the Company, dated January 15, 2015, a copy of which is attached hereto and marked as **Exhibit "G"**.

16. VW Credit Canada Inc. ("**VW**") has also registered a security interest with respect to a 2018 Volkswagen Tiguan Highline vehicle.

The NOI Filing

17. The Company filed an NOI due to concerns arising from the business activities of its parent company in South Korea, FTEI, which partially ceased its normal business operations and filed for insolvency protection on February 27, 2019.

18. The parent company has begun steps to file for insolvency protection in South Korea.

The precise details of that proceeding are not known to me. The parent company is subject to significant reviews of its accounting practices and its publically traded shares on the Korean Stock Exchange are in the process of being delisted. I was concerned that the issues in Korea would cause financial difficulties for the Company in the near future. In addition, while the Company does not have all of the same issues as FTEI, the Company was concerned that it may lose its ability to act independently from the parent company, or otherwise become wrapped up in the insolvency of FTEI in South Korea, to the detriment of its business partners and customers in Canada. The parent company appears to be owed in excess of \$6,000,000 by the Company on an unsecured basis.

19. Within 10 days of the filing of the NOI, the Company worked in conjunction with the Trustee and filed a cash flow with the Office of the Superintendent of Bankruptcy as required. A copy of the cash flow is attached hereto and marked as **Exhibit "H"**.

20. Prior to and since filing the NOI, the Company and the Trustee have also had direct communications with the Mortgagee in regards to the Company's restructuring efforts.

21. Since filing its NOI, the Company has continued to operate in the ordinary course and has diligently been working on restructuring its affairs, including by:

- (a) Assisting the Trustee with the development and implementation of the Sale Process and associated marketing materials, including a Teaser (as defined below) and confidential information memorandum ("**CIM**") for prospective purchasers of the business;
- (b) Working with the Trustee in preparing cash flow statements;

to the Proceeding;

- (d) Liaising with the Company's management and directors regarding its restructuring efforts;
- (e) Continuing to operate its business, including by processing orders from its customers; and
- (f) Addressing inquiries from employees, creditors, the Mortgagee and other stakeholders, and keeping these stakeholders apprised of developments in the Proceeding.

Sale Process

22. On November 15, 2018, the Company entered into a listing agreement with Colliers Macaulay Nicolls Inc. ("**Colliers**") to list the Property for a period of six months expiring on May 15, 2019 ("**Listing Agreement**"). A copy of the Listing Agreement is attached hereto and marked as **Exhibit "I"**. However, the Company had been unable to find a buyer for the building who would provide a reasonable lease back to the Company, such that it could continue to operate.

23. As a result, on or about March 21, 2019, the Company commenced a public process to sell all or part of its business and/or assets, including the Property, and, by way of a vesting order of this Court, to convey the Property free and clear of the various encumbrances which would ordinarily be vested out by such an order.

24. The Sale Process is being run by the Trustee, with the input of the Company and in

consultation with the Mortgagee. The ultimate purchaser, if any, will be selected by the Company. Prior to its commencement, I reviewed the Sale Process presented by the Trustee and was in agreement with it.

25. The key features of the Sale Process are as follows:

- (a) the Company and the Trustee compiled a list of prospective investors and purchasers, and solicited the market for any interested parties;
- (b) the Trustee distributed an interest solicitation letter (“**Teaser**”) and a confidentiality agreement to interested parties;
- (c) each party that signed a confidentiality agreement was or will be provided with access to an electronic data room, including the CIM and other relevant information, and the opportunity to perform due diligence;
- (d) any interested party who wishes to purchase all or part of the Company’s assets or invest in the Company’s business will be required to submit a written, non-binding letter of intent to the Company (care of the Trustee) by April 18, 2019 (“**LOI**”). Each LOI must contain the following information to be a qualified LOI (“**Qualified LOI**”):
 - (i) a deposit of \$25,000;
 - (ii) an indication of the anticipated sources of capital and preliminary evidence of financial viability in respect of an offeror’s ability to consummate an offer;

- (iii) a letter identifying the identity and contact information for each offeror, including disclosure of the direct and indirect owners;
 - (iv) an indication of whether the offeror wishes to tender an offer to acquire either all or part of the Property of the Company, or to make an investment in the Company's business;
 - (v) any conditions to closing and due diligence the offeror requires; and
 - (vi) details of the proposed sale transaction;
- (e) the Company will provide each bidder that submitted a Qualified LOI with a proposed form of agreement of purchase and sale ("**APS**");
- (f) the deadline for each qualified bidder to submit a final bid, along with a deposit, will be May 17, 2019;
- (g) if one or more Qualified Bids (as defined in the Sale Process) are received, the Trustee in consultation with the Company and the Mortgagee may choose to:
- (i) accept one (or more if distinct transactions) and finalize the APS with the successful bidder; or
 - (ii) continue negotiations with a selected number of bidders with a view toward finalizing an APS with one or more bidders;
- (h) it is expected that the parties will return to the Court to obtain an Approval and Vesting Order by May 28, 2019; and

(i) The closing of the transaction will be no later than May 31, 2019.

26. As mentioned above, the Company has listed the Property with Colliers pursuant to the Listing Agreement and has engaged in preliminary discussions with prospective purchasers of the Property. The Company and the Trustee intend to work with Colliers to amend the Listing Agreement on a consensual basis to confirm that the Colliers engagement will be subject to the Proceeding and the Sale Process initiated by the Trustee and the Company. We hope that we will be able to resolve this issue in advance of the return date for this motion.

27. I believe the Sale Process will allow for the Company's business and assets to be marketed and sold in a transparent and open matter within a fairly expedited period of time. The Sales Process provides for the general solicitation of bids and flexibility in the selection of a successful bidder with consultation from the Mortgagee, the Company's largest secured creditor. It is designed to ensure that value is maximized for the benefit of the Company's creditors and stakeholders generally.

Stay Extension

28. Since the date of the filing of the NOI, the Company has been acting in good faith and with due diligence, and continues to act in this manner in its relationships with its employees and creditors, and in pursuing a restructuring plan and a sale of its business and assets.

29. The Company will have sufficient funds to operate during the extended stay, as set out in the updated cash flow statement, which will be included in the Trustee's Report filed in support of this motion.

30. As noted above, the Company requires additional time to continue its restructuring efforts

in order to market and sell its business and assets (including the Property) with the assistance of the Trustee, and to formulate and file a proposal for the benefit of its creditors. I believe that the Company will be more likely to make a viable proposal if the extension of time requested is granted.

31. If the stay extension is not granted, the Company will simply be bankrupt and will have to be liquidated. In my view, this would be detrimental to the Company's many stakeholders and would likely result in reduced realizations for its creditors.

32. I am not aware of any creditor that would be materially prejudiced if the stay of proceedings was extended to the requested date. I am also not aware of any party that objects to the proposed extension.

Charge for Professional Fees

33. The Company is seeking a charge over the assets, undertakings and property of the Company with respect to the professional fees and expenses of its legal counsel, the Trustee, and the Trustee's counsel ("**Administration Charge**"), which is intended to rank just behind the secured interest of the Mortgagee.

34. The Company has retained Blaney to assist it in the process of restructuring its affairs and making a proposal to its creditors.

35. Blaney will assist the Company in formulating a proposal, which will hopefully be accepted by the creditors, thereby preventing the Company's bankruptcy. It is anticipated that Blaney will also liaise with the Trustee and the Company's creditors in the course of the Proceeding. Indeed, Blaney has already been in contact with the Trustee and the Mortgagee with

respect to this motion. Blaney will also provide the Company with strategic advice with respect to its Sale Process.

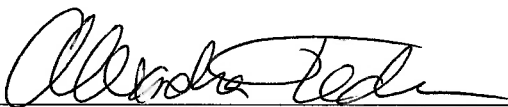
36. I believe that Blaney's expertise, advice and guidance to the Company throughout the Proceeding will be essential to a successful restructuring, and will ensure that the value of the business and/or assets, including the Property, is maximized for the benefit of all stakeholders.

37. Similarly, the Trustee is instrumental to the Proceeding. The Trustee will assist the Company in the Proceeding, including in monitoring its business and financial affairs, maintaining its business operations and conducting the Sale Process. The Trustee will also communicate with and provide information to the Company's creditors, including the Mortgagee.

38. The Mortgagee has advised they do not oppose this charge provided it is subordinate to their interest. I have confirmed that Blaney and the Trustee are prepared to proceed on that basis.

39. I swear this affidavit in support of the Company's motion for an Order approving the Sales Process, granting an extension in respect of the deadline to file a proposal, and granting the Administration Charge, and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, this 22nd day of March, 2019.



A Commissioner for Taking Affidavits, etc.

Alexandra Teodorescu



YOONJUN PARK

TAB B

This is Exhibit "B" referred to in the Affidavit of Yoonjun Park
sworn before me this 18th day of June, 2019.

A handwritten signature in black ink, appearing to read "Claude T. Edin". The signature is written in a cursive style with a horizontal line extending from the end of the name.

*A Commissioner for Taking Oaths, Affidavits (or as may be) in
Ontario*

Court File No. 32-2480036
Estate File No. 32-2480036

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE)
The Honourable)
Mr. Justice)
Penny)

FRIDAY, THE 3rd
DAY OF MAY, 2019



**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC.,
OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

ORDER

THIS MOTION made by FT EnE Canada Inc. (“**Debtor**”) for an Order, among other things, extending the stay of proceedings in this matter to and including June 24, 2019, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Debtor, the Second Report to the Court (“**Second Report**”) submitted by MNP Ltd., in its capacity as trustee in the proposal of the Debtor (“**Trustee**”), and on hearing the submissions of counsel for the Debtor, counsel for the Trustee, counsel for the Royal Bank of Canada, and all other counsel listed on the counsel slip, no one appearing for any other person on the service list, although duly served as appears in the affidavit of service of Ariyana Botejue, sworn May 1, 2019, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the stay of proceedings herein be and is hereby extended to and including June 24, 2019.

APPROVAL OF TRUSTEE REPORT AND ACTIVITIES

3. **THIS COURT ORDERS** that the Second Report and the activities of the Trustee described therein be and are hereby approved, provided that only the Trustee, in its personal capacity and only with respect to its personal capacity, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that the fees and disbursements of the Trustee and its legal counsel as set out in the Second Report, the Affidavit of Matthew Lem, sworn May 2, 2019, and the Affidavit of Giovanni Russo, sworn April 30, 2019, are hereby authorized and approved.

SEALING ORDER

5. **THIS COURT ORDERS** that Confidential Appendix “1” and Confidential Appendix “2” described in and attached to the Second Report are hereby sealed until further Order of this Court.

GENERAL

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Debtor, 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 the Debtor and the Proposal Trustee as may be necessary or desirable to give effect to this Order, or to assist the Debtor and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

A handwritten signature in blue ink is positioned above a horizontal line. The signature is stylized and appears to consist of a large, looped initial followed by a series of connected, wavy lines. To the right of the main signature, there is a separate, smaller, squiggly mark that resembles a question mark or a flourish.

IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO

MNP Ltd. In its capacity as Licensed Insolvency Trustee of FT ENE Canada Inc.

Commercial List Court File No. 32-2480036

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

Proceeding commenced at Toronto

ORDER

(Returnable May 3, 2019)

Blaney McMurtry LLP

2 Queen Street East, Suite 1500
Toronto, ON, M5C 3G5

Mr. Mervyn Abramowitz (LSO #28325R)

Certified Specialist, Civil Litigation, Bankruptcy and
Insolvency Law

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Email: mabramowitz@blaney.com

Ms. Alexandra Teodorescu (LSO #63889D)

Tel: (416) 596-4289


Fax: (416) 594-2506

Email: ateodorescu@blaney.com

Counsel for FT ENE Canada Inc.

TAB C

This is Exhibit "C" referred to in the Affidavit of Yoonjun Park
sworn before me this 18th day of June, 2019.

A handwritten signature in cursive script, appearing to read "Alma Fed", written above a horizontal line.

*A Commissioner for Taking Oaths, Affidavits (or as may be) in
Ontario*

Court File No. 32-2480036
Estate File No. 32-2480036



ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE)	THURSDAY, THE 28 th DAY
The Honourable)	
Mr. Justice)	
Penny)	OF MARCH, 2019

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY
OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

ORDER

THIS MOTION made by FT EnE Canada Inc. (“**Debtor**”) for an Order *inter alia*: (a) approving a sale and investment solicitation process, *nunc pro tunc*, with respect of all or part of the Debtor’s business and assets (“**SISP**”); (b) extending the deadline for the Debtor to file a proposal to and including May 10, 2019; and (c) granting a charge in respect of the fees and disbursements in favour of the Debtor’s counsel, MNP Ltd. in its capacity as proposal trustee for the Debtor (in such capacity, the “**Trustee**”), and Trustee’s counsel, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Yoonjun Park, sworn March 22, 2019, the First Report of the Trustee, dated March 26, 2019 (“**First Report**”), and on hearing the submissions of counsel for the Debtor and counsel for the Trustee, and those other parties present, no one appearing for any other person on the service list, although duly served as appears in the affidavit of service of Alexandra Teodorescu, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF THE SISP

2. **THIS COURT ORDERS** that the SISP, as described in the First Report, be and is hereby approved *nunc pro tunc*.

3. **THIS COURT ORDERS** that the Trustee and the Debtor be and are hereby authorized and directed to perform their obligations under and in accordance with the SISP, and to take such further steps as it considers necessary or desirable in carrying out the SISP.

4. **THIS COURT ORDERS** that in connection with the SISP and pursuant to clause 7(3)(c) of the *Personal Information and Electronic Documents Act* (Canada), the Trustee is authorized and permitted to disclose personal information of identifiable individuals to prospective purchasers or offerors and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more transactions (each, a “**Transaction**”). Each prospective 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 the 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 transacting party with respect to any of the 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 the Debtor, and shall return all other personal information to the Trustee, as applicable, or ensure that all other personal information is destroyed.

5. **THIS COURT ORDERS** that, pursuant to clause 3(c)(i) of the *Electronic Commerce Protection Regulations*, made under *An Act to Promote the Efficiency and Adaptability of the Canadian Economy by Regulating Certain Activities that Discourage Reliance on Electronic Means of Carrying out Commercial Activities, and to Amend the Canadian Radio-Television and Telecommunications Commission Act, the Competition Act, the Personal Information Protection and Electronic Documents Act and the Telecommunications Act*, S.C. 2010, c. 23, the Debtor and the Trustee are authorized and permitted to send, or cause to permit to be sent, commercial electronic messages to an electronic address of prospective purchasers or bidders and to their advisors but only to the extent desirable or required to provide information with respect to the SISP.

EXTENSION OF TIME TO FILE PROPOSAL

6. **THIS COURT ORDERS** that the time in which the Debtor is required to file a proposal be and is hereby extended to and including May 10, 2019.

ADMINISTRATION CHARGE

7. **THIS COURT ORDERS** that counsel to the Debtor, the Trustee and counsel to the Trustee (“**Administrative Parties**”) shall be entitled to the benefit of and are hereby granted a charge (the “**Administration Charge**”) on all property, assets and undertakings of the Debtor (“**Property**”), as security for the fees and disbursements of the Administrative Parties, incurred

at their standard rates and charges and on the terms set forth in their respective engagement letters, both before and after the making of this Order.

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 the Property and shall rank in priority to all other security interests, trusts, liens, charges, encumbrances and claims of secured creditors, statutory or otherwise, except that the Administration Charge shall be subordinate to the valid and enforceable security interests of the Royal Bank of Canada.

APPROVAL OF TRUSTEE REPORT

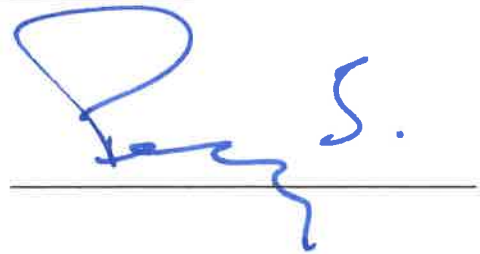
10. **THIS COURT ORDERS** that the First Report and the activities of the Trustee described therein be and are hereby approved, provided that only the Trustee, in its personal capacity and only with respect to its personal capacity, shall be entitled to rely upon or utilize in any way such approval.

GENERAL

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Debtor, 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 the Debtor and the Proposal Trustee as may be necessary or desirable to give effect to this Order, or to assist the Debtor and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

12. **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, the Order shall constitute an order for substituted service pursuant to 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/ftenecanada>



ENTERED AT COURTS AT TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

MAR 28 2019

PER / PAR: 

Alexandra Medeiros Cardoso
Registrar, Superior Court of Justice

IN THE BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO

MNP Ltd. In its capacity as Licensed Insolvency Trustee of FT ENE Canada Inc.

Commercial List Court File No. 32-2480036

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

Blaney McMurtry LLP
2 Queen Street East, Suite 1500
Toronto, ON, M5C 3G5

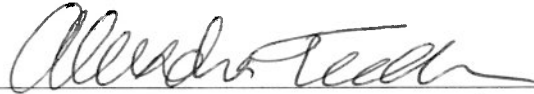
Mr. Mervyn Abramowitz (LSO #28325R)
Certified Specialist, Civil Litigation, Bankruptcy and
Insolvency Law
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Ms. Alexandra Teodorescu (LSO #63889D)
Tel: (416) 596-4289
Fax: (416) 594-2506
Email: ateodorescu@blaney.com

Counsel for FT ENE Canada Inc.

TAB D

This is Exhibit "D" referred to in the Affidavit of Yoonjun Park
sworn before me this 18th day of June, 2019.

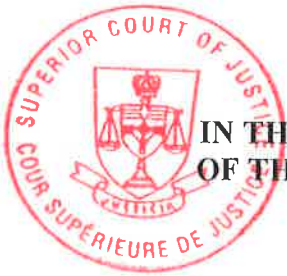


*A Commissioner for Taking Oaths, Affidavits (or as may be) in
Ontario*

Court File No. 32-2480036
Estate File No. 32-2480036

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) FRIDAY, THE 7th
)
MR. JUSTICE PENNY) DAY OF JUNE, 2019
)



**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC.,
OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

APPROVAL AND VESTING ORDER

THIS MOTION, made by FT EnE Canada Inc. (the “**Company**”) for an order, among other things, approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between the Company and Edwards Protech Ltd. (the “**Purchaser**”) dated May 15, 2019, and vesting in the Purchaser the Company’s right, title and interest in and to the assets described in the Sale Agreement (the “**Purchased Assets**”), was heard this day at 330 University Avenue, Toronto, Ontario.

MNP
or its assignee 1411334 Ontario Inc.

ON READING the Motion Record of the Company, and the Third Report of MNP Ltd. (“**Report**”), in its capacity as proposal trustee in the proposal of the Company (“**Trustee**”), and on hearing the submissions of counsel for the Company, the Trustee, Finetex EnE, Inc., the Royal Bank of Canada (“**Bank**”), and all other persons present as set out on the Counsel Slip, no

one appearing for any other person on the Service List, although properly served as appears from the affidavit of service of Ariyana Botejue, sworn May 29, 2019, filed,

Approval of the Transaction

1. **THIS COURT ORDERS AND DECLARES** that the entering into the Transaction by the Company is hereby approved, and the execution of the Sale Agreement by the Company is hereby authorized and approved, with such minor amendments as the Company (with the consent of the Trustee) and the Purchaser may agree to in writing. The Company is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Trustee's certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "Trustee's Certificate"), all of the Company's right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Order of the Honourable Justice Penny dated March 28, 2019;

- (b) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and
- (c) those Claims listed on Schedule "C" hereto

(all of which are collectively referred to as the "Encumbrances", which term shall not include the Permitted Encumbrances listed on Schedule "D") and, for greater certainty, this Court orders that all of the Claims and Encumbrances affecting or relating to the Company's right, title and interest in and to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in the applicable land registry office of a certified copy of this Order in the manner prescribed by the applicable land registry office, the applicable land registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule "B" hereto (the "**Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule "C" hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Trustee's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

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

GENERAL PROVISIONS

6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Company and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Company;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Company and shall not be void or voidable by creditors of the Company, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Trustee and their agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Trustee, as an officer of this

- 5 -

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



Schedule A – Form of Trustee’s Certificate

Court File No. 32-2480036
Estate File No. 32-2480036

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

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC.,
OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

TRUSTEE’S CERTIFICATE

RECITALS

- A. Pursuant to the Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act* filed by FT EnE Canada Inc. (the “**Company**”) on February 27, 2019, MNP Ltd. was named as the Company’s proposal trustee (in such capacity, the “**Trustee**”).
- B. Pursuant to an Order of the Honourable Mr. Justice Penny of the Ontario Superior Court of Justice (the “**Court**”) dated March 28, 2019, the Court approved a sale and investment solicitation process with respect to the assets and business of the Company.
- B. Pursuant to an Order of the Honourable Mr. Justice Penny dated June 7, 2019, the Court approved the agreement of purchase and sale made as of May 15, 2019 (the “**Sale Agreement**”) between the Company and Edwards Protech Ltd. (the “**Purchaser**”) and provided for the vesting in the Purchaser of the Company’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Company and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Trustee.

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

THE TRUSTEE CERTIFIES the following:

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

**MNP Ltd., in its capacity as proposal trustee
for the Debtor, and not in its personal
capacity**

Per: _____

Name:

Title:

Schedule B – Purchased Assets

PIN 32221-0243(LT):

PART OF LOT 18 CON 1 (GEOGRAPHIC TOWNSHIP OF BRANTFORD) AS IN A177918;
N OF PART 3, 2R-3243; S OF PART 1, 2R-3554; E OF PART 1, 2R-3383 & PART 1, 2R-
5309; W OF SHARP RD. EXCEPT PART 1 ON 2R-6087; COUNTY OF BRANT.

Schedule C – Claims to be deleted and expunged from title to the Real Property

1. Instrument No. BC269209 registered January 1, 2015, being a Charge/Mortgage granted by FT ENE Canada Inc. to and in favour of Royal Bank of Canada.

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants
relating to the Real Property**

(unaffected by Approval and Vesting Order)

General Encumbrances:

1. Any and all reservations, limitations, provisions and conditions expressed in the original grant from the Crown, as amended by statute, including, without limitation, the reservation of any mines and minerals in favour of the Crown and all unregistered rights, interests and privileges in favour of the Crown or pursuant to applicable statute or regulation.
2. Any and all subdivision agreements, site plan control agreements, development agreements, heritage easements and agreements relating thereto, servicing agreements, utility agreements, airport zoning regulations and other similar agreements relating to or affecting the development or use of the Real Property.
3. Any and all restrictive covenants, development restrictions and other similar land use control agreements affecting the Real Property.
4. Any and all registered and unregistered licenses, easements, rights-of-way, watercourses and rights and any and all cost sharing agreements and other agreements relating thereto including, without limitation, any and all registered and unregistered licenses, easements and rights-of-way for access and for the installation, use, operation, maintenance, repair and replacement of storm water sewers, sanitary sewers, water mains, drains, water courses, gas lines and hydro-electric lines, poles, wires and cables and all equipment and appurtenances thereto and any and all cost sharing agreements and other agreements relating thereto or any right of re-entry reserved by a predecessor in title.
5. Any and all liens for realty taxes, local improvement charges, assessments or governmental charges or levies that have accrued but are not yet due and owing
6. Any and all liens for charges for electricity, power, gas, water and other services and utilities in connection with the Real Property that have accrued but are not yet due and owing.
7. Any and all undetermined, inchoate or statutory liens or charges including, without limitation, the liens of workers, suppliers of materials, contractors, subcontractors, architects and vendors of moveable property incidental to any current operations on the Real Property which have not been filed or registered pursuant to any legal requirement or which relate to obligations not yet due or owing.
8. Any and all statutory liens, charges, adverse claims, prior claims, security interests, deemed trusts or other encumbrances of any nature whatsoever which are not registered on the title to the Real Property that are claimed or held by Her Majesty the Queen in

Right of Canada, Her Majesty the Queen in Right of the Province of Ontario or by any other governmental authority under or pursuant to any applicable laws.

9. Any and all title defects, irregularities, servitudes, rights, claims or other discrepancies in title or possession relating to the Real Property.
10. Any and all encroachments of buildings or structures situate on the Real Property onto adjoining lands and any and all encroachments of buildings and structures situate on adjoining lands onto the Real Property.
11. Any and all reference plans or plans registered pursuant to the *Boundaries Act* (Ontario).
12. The exceptions and qualifications contained in Section 44(1) of the *Land Titles Act* (Ontario).

Specific Encumbrances:

1. Instrument No. BC100197 registered December 12, 2006, being Notice of a Development Agreement dated October 17, 2006 between The Corporation of the County of Brant and Sharp Road Development Ltd.

IN THE BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO

MNP Ltd. In its capacity as Licensed Insolvency Trustee of FT ENE Canada Inc.

Commercial List Court File No. 32-2480036

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

APPROVAL AND VESTING ORDER

Blaney McMurtry LLP
2 Queen Street East, Suite 1500
Toronto, ON, M5C 3G5

Mr. Mervyn Abramowitz (LSO #28325R)
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Ms. Alexandra Teodorescu (LSO #63889D)

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Fax: (416) 594-2506

Email: ateodorescu@blaney.com

Counsel for FT ENE Canada Inc.

COUNSEL SLIP

Court File No. BK-19-02480036-0032

Date: June 07, 2019

No. On List (4)

Title of Proceeding

FT ENF CANADA INC v. FINETEXENE, INC.

Counsel for:

- Plaintiff(s)
- Applicant(s)
- Petitioner(s)

MERVYN D. ABRAMOWITZ
ALEXANDRA TEODORESCU
 for FT ENF
CANADA

416.597.4887
 Phone No. 4887
 Fax No. mabramowitz@blaney.com
ateodorescu@blaney.com

Counsel for:

- Defendant(s)
- Respondent(s)

Alex Ilchenko
 for MNP Ltd
Proposed Trustee

905-273-3022
 Phone No. ext. 202
 Fax No. ailchenko@pottatvalo.ca

ROGER SAIPANGAT
 (For ROYAL BANK OF CANADA)

T 416 967-6266
 F 416 967-6749
RSaipangat@BLG.COM

Glen Gibson and
Michael Nowina for
Finetex Enre Inc.

T. 416-865-2312
michael.nowina@bakermcclellan.ca
glen.gibson@bakermcclellan.ca

June 7, 2019

The AVO and approval of
MNP trust Report and corroborary relief
are unopposed

I am satisfied that the require
 ment of s. 66.13(4) of the BIA

have been met. The process was reasonable. The proposal trustee approved. The process and has filed a report and opinion in support. Creditors ~~are not~~^{MAP} are not opposed. The consideration ~~is~~ is fair and reasonable, having regard to the evidence, both market and otherwise, of value.

Orders to issue in the form signed by me this day.

The RBC supports. FTEI is present and is not opposing.

The sealing order of the confidential exhibits is warranted and meets the Sierra Club test. It is necessary to preserve the ability to maximize value if the transaction does not close.

Court File No. 32-2480036
Estate File No. 32-2480036

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

THE HONOURABLE

)

FRIDAY, THE 7th

MR. JUSTICE PENNY

)

DAY OF JUNE, 2019

)



**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC.,
OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

**ORDER
(Corollary Relief)**

THIS MOTION, made by FT EnE Canada Inc. (the “**Company**”), for an order for certain corollary relief, in conjunction with an Approval and Vesting Order sought by the Company and granted by the Court this day, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Company, and the Third Report (“**Third Report**”) of MNP Ltd., in its capacity as proposal trustee in the proposal of the Company (“**Trustee**”), and on hearing submissions of counsel for the Company, the Trustee, Finetex EnE, Inc., Royal Bank of Canada (“**Bank**”), and all other persons present as set out on the Counsel Slip, no one appearing for any other person on the Service List, although properly served as appears from the affidavit of service of Ariyana Botejue, sworn May 29, 2019, filed,

1. **THIS COURT ORDERS** that the Company be and is hereby authorized and directed to make distributions to the Bank from the net proceeds of sale of the transaction of purchase and sale (“**Transaction**”) up to the amount of the secured obligations owing to the Bank.
2. **THIS COURT FURTHER ORDERS** that the Company be and is hereby authorized and directed to pay to the Trustee the amount of the Reserve, as referenced in paragraphs 57 and 58 of the Report.
3. **THIS COURT FURTHER ORDERS** that the Third Report and the actions and activities of the Trustee, as described in the Third Report, be and are hereby approved, provided that only the Trustee, in its personal capacity and only with respect to its personal capacity, shall be entitled to rely upon or utilize in any way such approval.
4. **THIS COURT FURTHER ORDERS** that Confidential Appendices 1, 2 and 3 to the Third Report shall be sealed, kept confidential and shall not form part of the public record pending further Order of this Court or the completion of the Transaction.

A handwritten signature in blue ink is written over a horizontal line. The signature is stylized and appears to be 'R. J. S.' or similar, with a large 'R' and a '3' at the end.

IN THE BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO

MNP Ltd. In its capacity as Licensed Insolvency Trustee of FT ENE Canada Inc.

Commercial List Court File No. 32-2480036

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

Proceeding commenced at Toronto

ORDER

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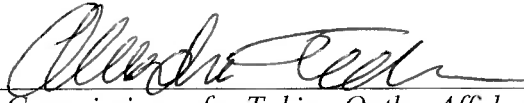
Fax: (416) 594-2506

Email: ateodorescu@blaney.com

Counsel for FT ENE Canada Inc.

TAB E

This is Exhibit "E" referred to in the Affidavit of Yoonjun Park
sworn before me this 18th day of June, 2019.

A handwritten signature in black ink, appearing to read "Alendra Lee", written over a horizontal line.

*A Commissioner for Taking Oaths, Affidavits (or as may be) in
Ontario*

FT EnE Canada Inc.
Amended Updated Statement of Weekly Projected Cash-flow
For the projected period from June 15, 2019 to August 9, 2019


	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16	Week 17	TOTAL
7 days ending:	14-Jun-19	21-Jun-19	28-Jun-19	5-Jul-19	12-Jul-19	19-Jul-19	26-Jul-19	2-Aug-19	9-Aug-19	
	Actual	(forecast)	(forecast)	(forecast)	(forecast)	(forecast)	(forecast)	(forecast)	(forecast)	
Opening Cash Position	74,804	149,574	166,943	153,078	149,183	217,301	150,656	151,731	70,834	74,804
Receipts										
Collection of A/R	76,930	162,630	25,196	42,386	112,991	-	79,102	57,242	508,731	1,065,208
Proceeds from sale of Property	-	2,171,526	-	-	-	-	-	-	-	2,171,526
Total Receipts	76,930	2,334,157	25,196	42,386	112,991	-	79,102	57,242	508,731	3,236,734
Disbursements										
Payroll (Net)	-	65,825	4,900	31,500	-	33,000	4,900	33,000	-	173,125
Remittances (EI/CPP/WSIB/OEHT)	26,210	900	-	-	25,000	-	3,900	-	-	56,010
Material Purchases	-	-	15,494	-	-	-	4,928	72,600	-	93,022
Property Insurance	720	-	-	721	-	-	-	721	-	2,162
Utilities	2,191	-	2,700	-	-	-	3,500	-	-	8,391
Administration Expenses	1,212	3,663	2,000	2,000	2,000	2,000	2,000	2,000	2,000	18,874
Travel	1,320	11,285	-	-	-	10,000	-	-	10,000	32,605
Banking Charges and Interest	-	-	-	-	800	-	-	-	800	1,600
Rent	-	49,042	-	-	-	-	-	21,018	-	70,060
Vehicles	1,672	642	160	-	773	-	-	-	500	3,746
Repairs, Maintenance and Supplies	634	3,228	7,558	5,810	6,150	2,550	2,550	2,550	2,550	33,580
Logistics	3,200	12,845	-	-	3,900	12,845	-	-	-	32,789
Professional Fees	-	456,874	-	-	-	-	50,000	-	-	506,874
Contingency	-	26,250	6,250	6,250	6,250	6,250	6,250	6,250	6,250	70,000
Total Disbursements	37,159	630,553	39,061	46,281	44,873	66,645	78,028	138,139	22,100	1,102,838
Net Operating Cash Flows	39,770	1,703,604	(13,866)	(3,895)	68,118	(66,645)	1,074	(80,897)	486,631	2,133,896
Operating Line (Repayments)/Advances	35,000	(1,686,235)								(1,651,235)
Closing Cash Position	149,574	166,943	153,078	149,183	217,301	150,656	151,731	70,834	557,465	557,465

The Statement of Amended Updated Weekly Projected Cash-flow for the period from June 15, 2019 to August 9, 2019 has been prepared solely for the purpose of complying with S. 50.4(2)(a) of the *Bankruptcy and Insolvency Act* and must be read in conjunction with the attached assumptions (hypothetical and/or probable) to these projections and the Trustee's Report on Cash-flow Statement (Form 29) and the Report on Cash-flow Statement by the Person Making the Proposal (Form 30).

MNP LTD.,
Trustee acting in re the Proposal of
FT EnE Canada Inc.

FT ENE CANADA INC.

Per: _____
Matthew Lem, CIRP, LIT

Per: 
Yoonjun Park

Dated: June 18, 2019

TAB 3

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

IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE)	MONDAY, THE 24 TH
MR. JUSTICE PENNY)	DAY OF JUNE, 2019
)	

**IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC.,
OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO**

ORDER

THIS MOTION made by FT EnE Canada Inc. (“**Debtor**”) for an Order, among other things, extending the stay of proceedings in this matter to and including August 7, 2019, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Debtor, the Fourth Report to the Court (“**Fourth Report**”) submitted by MNP Ltd., in its capacity as trustee in the proposal of the Debtor (“**Trustee**”), and on hearing the submissions of counsel for the Debtor, counsel for the Trustee, counsel for the Royal Bank of Canada, and all other counsel listed on the counsel slip, no one appearing for any other person on the service list, although duly served as appears in the affidavit of service of Ariyana Botejue, sworn ●, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the stay of proceedings herein be and is hereby extended to and including August 7, 2019.

APPROVAL OF TRUSTEE REPORT AND ACTIVITIES

3. **THIS COURT ORDERS** that the Fourth Report and the activities of the Trustee described therein be and are hereby approved, provided that only the Trustee, in its personal capacity and only with respect to its personal capacity, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that the fees and disbursements of the Trustee and its legal counsel as set out in the Fourth Report, the Affidavit of ●, sworn ●, and the Affidavit of ●, sworn ●, are hereby authorized and approved.

GENERAL

5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Debtor, the 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 the Debtor and the

Trustee as may be necessary or desirable to give effect to this Order, or to assist the Debtor and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

IN THE BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO

MNP Ltd. In its capacity as Licensed Insolvency Trustee of FT ENE Canada Inc.

Commercial List Court File No. 32-2480036

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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Counsel for FT ENE Canada Inc.

IN THE BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE PROPOSAL OF FT ENE CANADA INC., OF THE CITY OF BRANTFORD, IN THE PROVINCE OF ONTARIO

MNP Ltd. In its capacity as Licensed Insolvency Trustee of FT ENE Canada Inc.

Commercial List Court File No. 32-2480036

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

MOTION RECORD OF FT ENE CANADA INC.
(Returnable June 24, 2019)

Blaney McMurtry LLP

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