

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL

Nº: 500-11-058116-209

SUPERIOR COURT

(Commercial Division)

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act, R.S.C.
1995, c. 36, as amended)

***IN THE MATTER OF THE COMPROMISE
OR ARRANGEMENT OF:***

SPECTRA PREMIUM INDUSTRIES INC.

-and-

**SPECTRA PREMIUM HOLDINGS (USA)
CORP.**

-and-

SPECTRA PREMIUM (USA) CORP.

-and-

**SPECTRA PREMIUM PROPERTIES (USA)
CORP.**

-and-

SPECTRA PREMIUM TAIWAN CO. LTD.

-and-

**SPECTRA PREMIUM (SHANGHAI)
AUTOMOTIVE TECHNICAL SERVICES CO.
LTD.**

-and-

**SPECTRA PREMIUM (CHONGQING)
AUTOMOTIVE SERVICES CO. LTD.**

Petitioners

-and-

ERNST & YOUNG INC.

Monitor

-and-

**ALLIANCE INTERSTATE PARK INDIANA
BECKNELL INVESTORS LLC**

-and-

**INDIANA BECKNELL INVESTORS 2011
LLC**

Impleaded party

LIST OF EXHIBITS

(In support of the *Motion to approve a settlement agreement and an amendment of a lease*)

EXHIBIT R-1: Draft Approval Order;

EXHIBIT R-2: Under seal, Settlement Agreement and Release signed May 21, 2020;

EXHIBIT R-3: Under seal, Fourth Amendment to Lease.

MONTREAL, May 25, 2020



LAVERY, DE BILLY, L.L.P.
Lawyers for Petitioners

SUPERIOR COURT
(Commercial Division)
DISTRICT OF MONTRÉAL

***IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF:***

SPECTRA PREMIUM INDUSTRIES INC.
-and- **SPECTRA PREMIUM HOLDINGS (USA) CORP.**
-and- **SPECTRA PREMIUM (USA) CORP.**
-and- **SPECTRA PREMIUM PROPERTIES (USA)
CORP.**
-and- **SPECTRA PREMIUM TAIWAN CO. LTD.**
-and- **SPECTRA PREMIUM (SHANGHAI)
AUTOMOTIVE TECHNICAL SERVICES CO. LTD.**
-and- **SPECTRA PREMIUM (CHONGQING)
AUTOMOTIVE SERVICES CO. LTD.**

Petitioners

AND

ERNST & YOUNG INC.

Monitor

-and-

INDIANA BECKNELL INVESTORS 2011 LLC

Impleaded Party

LIST OF EXHIBITS

O/file: 001320-00060

BL 1332

Me Jean Legault: 514 878-5561

Me Jonathan Warin: 514 878-5616

LAVERY, DE BILLY, L.L.P.

SUITE 4000, 1, PLACE VILLE MARIE, MONTREAL, QUEBEC H3B 4M4
TELEPHONE: 514 871-1522 FAX NUMBER: 514 871-8977
EMAIL NOTIFICATIONS: NOTIFICATIONS-MTL@LAVERY.CA

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

N°: 500-11-058116-209

DATE: May 9, 2020

PRESIDING : THE HONOURABLE LOUIS J. GOUIN, J.S.C.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED:

SPECTRA PREMIUM INDUSTRIES INC.

-and-

SPECTRA PREMIUM HOLDINGS (USA) CORP.

-and-

SPECTRA PREMIUM (USA) CORP.

-and-

SPECTRA PREMIUM PROPERTIES (USA) CORP.

-and-

SPECTRA PREMIUM TAIWAN CO. LTD.

-and-

SPECTRA PREMIUM (SHANGHAI) AUTOMOTIVE TECHNICAL SERVICES CO. LTD.

-and-

SPECTRA PREMIUM (CHONGQING) AUTOMOTIVE SERVICES CO. LTD.

Petitioners

-and-

ERNST & YOUNG INC.

Monitor

-and-

INDIANA BECKNELL INVESTORS 2011 LLC

Impleaded party

JUDGMENT

[Motion to approve a Settlement Agreement and an Amendment to a Lease]

CONSIDERING the Motion to approve a settlement agreement and an amendment to a lease (the "**Motion**");

GIVEN the allegations of the Motion, the sworn statement filed in support therewith and the absence of contestation;

WHEREFORE, THE COURT:

- [1] **GRANTS** the Motion;
- [2] **ABRIDGES** the delays of presentation of the Motion;
- [3] **AUTHORIZES AND APPROVES** the terms and conditions of the Settlement Agreement and Release (Exhibit R-2 in support of the Motion) and the Fourth Amendment to Lease (Exhibit R-3 in support of the Motion) entered into on May 21, 2020 by Spectra Premium (USA) Corp, Indiana Becknell Investors 2011 LLC and Spectra Premium Industries Inc., as guarator (collectively, the "**Settlement Documents**");
- [4] **ORDERS** that notwithstanding:
- (i) the pendency of these proceedings;
 - (ii) any petition for a receiving order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* ("**BIA**") and any order issued pursuant to any such petition; or
 - (iii) the provisions of any federal or provincial legislation;
- the Settlement Documents and the payments to be made by the Petitioners pursuant to the Settlement Documents are to be binding on any trustee in bankruptcy, interim receiver or receiver that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA, article 1631 and following of the *Civil Code of Québec* or any other applicable federal or provincial legislation, as against the Petitioners, and shall not constitute conduct meriting an oppression remedy under any applicable statute.
- [5] **ORDERS** that the Settlement Documents (Exhibits R-2 and R-3) be kept confidential and under seal until further order of this Court.
- [6] **THE WHOLE** without costs.

LOUIS J. GOUIN, J.S.C.

Mr. Jean Legault and
Mr. Jonathan Warin
Lavery, de Billy
Attorneys for Petitioners

Mr. Luc Morin and
Mr. Guillaume Michaud
Norton Rose Fulbright Canada
Attorneys for the Monitor

Me Annie-Claude Beauchemin
Robinson Sheppard Shapiro
Attorneys for Indiana Becknell Investors 2011 LLC