



COURT FILE NUMBER 2001-05949

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PROCEEDINGS IN THE MATTER OF THE RECEIVERSHIP OF BOS SOLUTIONS LTD., BOS SOLUTIONS INC., BOS LEASECO LLC, BOS SOLUTIONS REAL ESTATE INC., and BOS USHOLDCO INC.

APPLICANT ERNST & YOUNG INC., in its capacity as Court-appointed Receiver of the current and future assets, undertakings and properties of BOS Solutions Ltd., BOS Solutions Inc., BOS LeaseCo LLC, BOS Solutions Real Estate Inc., and BOS USHoldCo Inc.

DOCUMENT **ORDER**
(Advice and Directions)

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BLAKE, CASSELS & GRAYDON LLP
3500, 855 – 2nd Street SW
Calgary, Alberta T2P 4J8

I hereby certify this to be a true copy of
the original order

Dated this 13 day of Nov, 2020

for Clerk of the Court

Attention: Kelly J. Bourassa /
Amanda G. Manasterski

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File Ref.: 8431/1363

DATE ON WHICH ORDER WAS
PRONOUNCED: November 10, 2020

LOCATION WHERE ORDER
WAS PRONOUNCED: CALGARY

JUSTICE WHO MADE THIS
ORDER: The Honourable Justice Barbara E.C. Romaine

UPON THE APPLICATION by Ernst & Young Inc., in its capacity as Court-appointed receiver and manager (the "**Receiver**") of the current and future assets, undertakings and properties of

BOS Solutions Ltd., BOS Solutions Inc., BOS LeaseCo LLC, BOS Solutions Real Estate Inc., and BOS USHoldCo Inc. (collectively, the "**Debtors**") for an order seeking the advice and directions of this Honourable Court with respect to the proceeds of sale of the US Leased Vehicles (defined below), as described in the fourth report to the Court submitted by the Receiver dated November 2, 2020 (the "**Fourth Report**"), filed; **AND UPON** having read the Fourth Report; **AND UPON** having read the Affidavit of Service of Breanne Mezei, filed; **AND UPON** hearing from counsel for the Receiver and any other parties present;

IT IS HEREBY ORDERED THAT:

SERVICE

1. Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

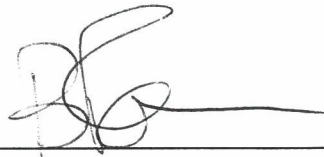
ADVICE AND DIRECTIONS

2. The Receiver is hereby authorized and directed to pay the fees and disbursements of the Receiver and its legal counsel (the "**Administrative Claims**") first from the proceeds of sale of the US Leased Vehicles, as defined in the Fourth Report, over which the security of the National Bank of Canada, as agent (the "**Agent**"), for and on behalf of the syndicate of secured lenders of the Debtors (the "**Lending Syndicate**"), has not yet been perfected.
3. Alternatively, the Receiver is hereby authorized to distribute the proceeds of sale of the US Leased Vehicles, as defined in the Fourth Report, to the Agent, for and on behalf of the Lending Syndicate, without the need to first perfect the Lending Syndicate's security interest in the US Leased Vehicles.

GENERAL

4. The Fourth Report and the actions, conduct, and activities of the Receiver and its legal counsel as outlined in the Fourth Report are hereby approved.
5. The fees and disbursements of the Receiver and its independent legal counsel incurred to date in connection with these receivership proceedings are hereby approved.

6. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in any of its provinces or territories, in the United States, or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

A handwritten signature in black ink, consisting of a stylized 'J' followed by a series of loops and a long horizontal stroke.

J.C.Q.B.A