

COURT FILE NUMBER

25-2666271

Clerk's Stamp

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, RSC 1985 c. B-3
&

IN THE MATTER OF THE BANKRUPTCY OF HOME SQUAD INC.



DOCUMENT

APPROVAL AND VESTING ORDER

#1101023

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT

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File: 15659

DATE ON WHICH ORDER WAS PRONOUNCED: NOVEMBER 2, 2020

LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON, ALBERTA

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE G.S. DUNLOP

UPON THE APPLICATION by **ERNST & YOUNG INC.** in its capacity as the Trustee in Bankruptcy of Home Squad Inc. (the "Trustee") by way of Web-Ex video conferencing for an order approving the auction sale transactions (the "Transaction") contemplated by the Trustee between the Trustee and purchasers of assets at auction (the "Purchasers") as described in the Trustee's Report dated October 14, 2020 (the "Report"), and vesting in the Purchasers (or their nominees) the Debtor's right, title and interest in and to the assets described in the Report (the "Purchased Assets");

AND UPON HAVING READ the Report and the Affidavit of Service; **AND UPON HEARING** the submissions of counsel for the Trustee, and other interested parties in attendance at the Application;

AND UPON NOTING that the court has permitted this Application to be heard in Edmonton pursuant to Notice to the Profession NP 2019-04;

IT IS HEREBY ORDERED AND DECLARED 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.

APPROVAL OF TRANSACTION

2. The Transaction is hereby approved. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the Transaction and auction and conveyance of the Purchased Assets to the Purchasers (or their nominees) as is require to give effect to the auction.

VESTING OF PROPERTY

3. Upon the closing of the auction of the Purchased Assets, all of the Debtor's right, title and interest in and to the Purchased Assets listed in **Schedule "A"** hereto shall vest absolutely in the name of the Purchasers (or their nominees), free and clear of and from any and all caveats, security interests, hypothecs, pledges, mortgages, liens, trusts or deemed trusts, reservations of ownership, royalties, options, rights of pre-emption, privileges, interests, assignments, actions, judgements, executions, levies, taxes, writs of enforcement, charges, or other claims, whether contractual, statutory, financial, monetary or otherwise, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, "Claims") including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Bankruptcy;
- (b) any charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system;
- (c) those Claims listed in **Schedule "B"** hereto (all of which are collectively referred to as the "Encumbrances")

and for greater certainty, this Court orders that all Claims including Encumbrances, affecting or relating to the Purchased Assets arising from or through the Debtor are hereby expunged, discharged and terminated as against the Purchased Assets

4. Upon filing of a certified copy of this Order, together with any applicable registration fees, all governmental authorities including those referred to below in this paragraph (collectively, "Governmental Authorities") are hereby authorized, requested and directed to accept delivery of a certified copy of this Order as though it was an original and to register such transfers, interest authorizations, discharges and discharge statements of conveyance as may be required to convey to the Purchasers or its nominees clear title to the Purchased Assets. Without limiting the foregoing:

- (a) the Registrar of the Alberta Personal Property Registry (the "PPR Registrar") shall and is hereby directed to forthwith cancel and discharge any registrations at the Alberta Personal Property Registry (whether made before or after the date of this Order) claiming security interests in the estate or interest of the Debtor in any of the Purchased Assets which are of a kind prescribed by applicable regulations as serial-number goods.
5. In order to effect the transfers and discharges described above, this Court directs each of the Governmental Authorities to take such steps as are necessary to give effect to the terms of this Order. Presentment of this Order shall be the sole and sufficient authority for the Governmental Authorities to make and register transfers of title or interest and cancel and discharge registrations against any of the Purchased Assets of any Claims including Encumbrances.
6. For the purposes of determining the nature and priority of Claims, net proceeds from sale of the Purchased Assets (to be held in an interest bearing trust account by the Trustee) shall stand in the place and stead of the Purchased Assets from and after the conclusion of the Transaction and all Claims including Encumbrances shall not attach to, encumber or otherwise form a charge, security interest, lien, or other Claim against the Purchased Assets and may be asserted against the net proceeds from 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.
7. The Purchasers (or their nominees) shall not, by completion of the Transaction, have liability of any kind whatsoever in respect of any Claims against the Debtor.
8. Upon completion of the Transaction, the Debtor and all persons who claim by, through or under the Debtor in respect of the Purchased Assets, and all persons or entities having any Claims of any kind whatsoever in respect of the Purchased Assets shall stand absolutely and forever barred, estopped and foreclosed from and permanently enjoined from pursuing, asserting or claiming any and all right, title, estate, interest, royalty, rental, equity of redemption or other Claim whatsoever in respect of or to the Purchased Assets.
9. The Purchasers (or their nominees) shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtor, or any person claiming by, through or against the Debtor.

MISCELLANEOUS MATTERS

10. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories 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 Trustee 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 Trustee, as an officer of the 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.
11. Service of this Order shall be deemed good and sufficient by:
- (a) Serving the same on:
 - (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order; and
 - (iii) any other parties attending or represented at the application for this Order; and
 - (b) Posting a copy of this Order on the Trustee's website at: <https://documentcentre.ev.com/> and service on any other person is hereby dispensed with.
12. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.



Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A" – ASSETS

Asset	Serial Number	Secured Parties
2017 GMC Sierra 1500	1GTV2LEC6HZ342869	BANK OF MONTREAL ("BMO")
2017 GMC SIERRA 1500	1GTV2LEC9HZ314225	BMO; ROBERT (BOB) SANDER
2006 GMC SIERRA 1500	1GTHC29V76E183842	BMO
2015 CHEVROLET SILVERADO 1500	1GCVKPEH8FZ146576	BMO
2014 FORD F-150	1FTEX1EM3EFC19199	CWB NATIONAL LEASING; BMO
2016 CHEVROLET EXPRESS VAN	1GCWGAFF1G1129523	BRANDT FINANCE LTD.
RS12 Screw Piles w/ Anchor Boom	n/a	BMO

SCHEDULE "B" - ENCUMBRANCES

Registration Number	Secured Party
18022807703	CWB NL Financial Inc.
20092227832	Bank of Montreal
20022834352	Bank of Montreal
20070823499	Bank of Montreal Dentons Canada LLP
1710339757	TD Auto Finance (Canada) Inc.
20072416918	Robert Bruce Sander
17101318219	The Bank of Nova Scotia
20091516776	Meridian OneCap Credit Corp. Brandt Finance Ltd.
17040718421	Triple M Housing Ltd.
20100630099	ATB Financial

20062322826	Ryan Prazak
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