

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
(Interim Distribution)

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

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

Attention: Kelly J. Bourassa /
Amanda G. Manasterski

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File Ref.: 8431/1363

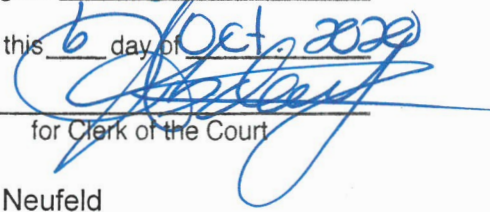
DATE ON WHICH ORDER WAS
PRONOUNCED: October 6, 2020

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

LOCATION WHERE ORDER
WAS PRONOUNCED:

CALGARY

Dated this 6 day of Oct. 2020


for Clerk of the Court

JUSTICE WHO MADE THIS
ORDER:

The Honourable Justice R.A. Neufeld

UPON THE APPLICATION by Ernst & Young Inc., in its capacity as Court-appointed Receiver
(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 approving an interim distribution of the net sale proceeds (the "**Sale Proceeds**") of the property of the Debtors, less certain reserves and holdbacks of funds, as described in the third report of the Receiver dated September 28, 2020 (the "**Third Report**"), filed; **AND UPON** having read the Third Report and the confidential appendix to the Third 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.

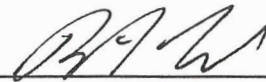
INTERIM DISTRIBUTION

2. The Receiver is hereby authorized and directed, without further order of this Court, and at such time as it determines appropriate, to make an interim distribution or interim distributions from available funds now or in the future held or received by the Receiver, to the National Bank of Canada, for and on behalf of a syndicate of secured lenders of the Debtors, up to the full amount of the Debtors' indebtedness thereto and subject to the retention of certain reserves and holdbacks, as set out in the Third Report and this Order.
3. The Receiver is hereby authorized and directed to maintain the reserves and holdbacks as set out and described in the Third Report, including a holdback in the amount of US\$1,664,091 in respect of certain claims advanced by Rotating Solutions Inc., as more specifically described in the Third Report, and the Receiver is authorized to make payments out of the reserves and holdbacks from time to time, as it deems appropriate, thereby reducing the total amount held in the reserves and holdbacks.

GENERAL

4. The actions, conduct, and activities of the Receiver and its legal counsel, as outlined in the Third Report, are hereby approved.

5. The Receiver's statement of receipts and disbursements for the period from May 4, 2020 to September 22, 2020, as outlined in the Third Report, 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.



J.C.Q.B.A