

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

EXPORT DEVELOPMENT CANADA

and

**THIRD PARTIES LISTED IN THE ATTACHED
SCHEDULE "A" BEING PARTY TO THE
SPECIFIC ASSIGNED AGREEMENTS**

Impleaded Parties

APPLICATION FOR THE ISSUANCE OF AN AMENDED ASSIGNED CONTRACTS ORDER

BACKGROUND

1. On September 21, 2021, the Petitioners filed a *Application for i) the issuance of an Approval and Vesting Order; ii) issuance of an Assigned Contracts Order; and iii) a fifth extension of the stay of proceedings;*
2. On September 28, 2021, this court issued i) an Approval and vesting order and ii) a Assigned Contracts Order;
3. Defined terms herein have the meaning given to them in the Approval and vesting Order or the Purchase Agreement;

DEVELOPMENTS SINCE SEPTEMBER 28, 2021

4. Although the Purchase Agreement contemplated that the Closing was to take place no later than October 31, 2021, certain issues (notably the set-up of the financing of the Purchasers) have made it impossible for the Closing to take place within that time frame;
5. In the circumstances, the Petitioners and the Purchasers, with the agreement of the Monitor, have agreed to extend the time limit for the Closing to November 12, 2021;
6. Also, in preparation for the Closing, the Purchaser continued to review the various contracts of the Debtors in order to exercise its discretion provided at paragraph 5.10 of the Purchase Agreement to "add or subtract" from the list of contracts it will assume.
7. In the context of the review, it is possible that the Purchasers decide not to assume one or several of the contracts that form part of the Assigned Contracts Order;
8. However, contrary to paragraph 5.10 of the Purchase Agreement, the Assigned Contracts Order does not specifically provide the ability to subtract contracts from the list of the Specific Assigned Agreements (which is Schedule "A" of the Assigned Contracts Order) and simply orders the assignment of all Specific Assigned Agreements;
9. Therefore, in order for the court order to mirror the Purchase Agreement regarding the Purchasers capacity to subtract contracts that it will assume, the Debtors require that an Amended Assigned Contracts Order be issued in accordance with the draft communicated as **Exhibit R-1** in order for the final list of the Specific Assigned Agreements be determined by the Purchasers on or before the Closing;

10. Such modification does not affect in any way the other aspects of the transaction contemplated in the Purchase Agreement and the Monitor has informed the Petitioners that it consents to such amendment to the Assigned Contracts Order.

FOR THESE REASONS, MAY IT PLEASE THE COURT TO:

GRANT the present *Application for the issuance of an Amended Assigned Contracts Order* (the “**Application**”);

ISSUE an Amended Assigned Contracts Order in accordance with the draft submitted as **Exhibit R-1**;

THE WHOLE without costs, except if contested.

MONTREAL, November 1st, 2021

A handwritten signature in blue ink, reading "Lavery De Billy", is positioned above a horizontal line.

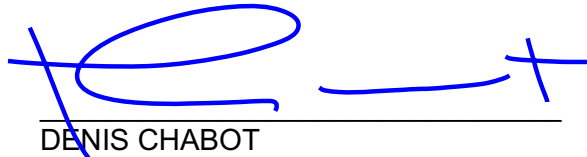
LAVERY, DE BILLY, L.L.P.
Lawyers for Petitioners

AFFIDAVIT

I, the undersigned, DENIS CHABOT, Vice President and Chief Financial Officer of the Petitioners, having a place of business at 1421 Ampère Street, Boucherville, Québec, J4B 5Z5, solemnly affirm that:

1. I am the authorized representative of the Petitioners and, as such, I have cognizance of all the facts in the present matter.
2. All the facts alleged in the *Application for the issuance of an Amended Assigned Contracts Order* are true.

AND I HAVE SIGNED:



DENIS CHABOT

SOLEMNLY AFFIRMED before me on November 1st, 2021, by videoconference Teams, in Montréal and Longueuil allowing me to recognize Denis Chabot, and witnessing him having read the motion and the sworn declaration and having signed it. The document transferred by email is *Application for the issuance of an Amended Assigned Contracts Order*



Mélanie Brunet (#185028), Commissioner of Oaths for Province of Quebec

NOTICE OF PRESENTATION

TO: THE SERVICE LIST

TAKE NOTICE that the present *Application for the issuance of an Amended Assigned Contracts Order* will be presented for before the Honourable Justice Louis J. Gouin, S.C.J., on **November 5, 2021** at a time and in a forum to be further announced to the Service List.

Any party wishing to object to this motion shall file a notice of objection **no later than November 4, 2021, at 13:00 pm.**

If no one objects, judgment will be rendered without a hearing on November 5, 2021. If a notice of objection is filed, the coordinates will circulate for a hearing on November 5, 2021 at 9:30 am.

DO GOVERN YOURSELVES ACCORDINGLY.

MONTREAL, November 1st, 2021



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

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Petitioners

and

ERNST & YOUNG INC.

Monitor

LIST OF EXHIBITS

[Application for the issuance of an Amended Assigned Contracts Order]

Exhibit R-1: Amended Assigned Contracts Order;

MONTREAL, November 1st, 2021



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

SUPERIOR COURT
(Commercial Division)
DISTRICT OF MONTRÉAL

IN THE MATTER OF THE ARRANGEMENT OF:

SPECTRA PREMIUM INDUSTRIES INC. et al.

AND Petitioners

ERNST & YOUNG INC.

Monitor

AND

EXPORT DEVELOPMENT CANADA

AND

**THIRD PARTIES LISTED IN THE ATTACHED SCHEDULE
“A” BEING PARTY TO THE SPECIFIC ASSIGNED
AGREEMENTS**

Impleaded Parties

**APPLICATION FOR THE ISSUANCE OF AN
AMENDED ASSIGNED CONTRACTS ORDER,
AFFIDAVIT, NOTICE OF PRESENTATION AND LIST
OF EXHIBITS**

ORIGINAL

O/file: 001320-00060 BL 1332

Me Jonathan Warin: 514-878-5616

Me Jean Legault: 514 878-5561

Me Ouassim Tadlaoui : 514 878-5567

LAVERY, DE BILLY, L.L.P.

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