

SUPERIOR COURT
(Commercial Division)

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No. 500-11-058116-209**

DATE: DECEMBER 3rd, 2021

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.

Debtors/Petitioners

And

ERNST & YOUNG INC.

Monitor

**ORDER EXPANDING THE POWERS OF THE MONITOR
AND OTHER ANCILLARY ORDERS**

- [1] **ON READING** the Petitioners' *Application for the Issuance of an order expanding the powers of the Monitor and for the issuance of other ancillary orders* (the "**Application**"), the affidavit and the exhibits in support thereof;
- [2] **GIVEN** the Initial Order issued on March 9, 2020, the Amended and Restated Initial Order issued on March 24, 2020, and the Second Amended and Restated Initial Order issued on September 25, 2020 (the "**Second A&R Initial Order**");
- [3] **GIVEN** the service of the Application and the proof of service filed;
- [4] **GIVEN** the submissions of the Petitioners' attorneys at the hearing of the Application;
- [5] **GIVEN** that it is appropriate to issue the present *Order Expanding the Powers of the Monitor and Other Ancillary Orders*;

WHEREFORE THE COURT:

- [6] **GRANTS** the Application.
- [7] **ORDERS** that any prior delay for the presentation of this Application is hereby abridged and validated so that this Application is properly returnable today and hereby **DISPENSES** with any further service thereof.
- [8] **PERMITS** service of this *Order Expanding the Powers of the Monitor and Other Ancillary Orders* at any time and place and by any means whatsoever.

EXPANDED POWERS OF THE MONITOR

- [9] **AUTHORIZES** the Monitor to exercise, in addition of the already granted powers of the Monitor as listed and described in the Second A&R Initial Order (the "**Powers of the Monitor**"), and at the exclusion of any current (if any) or former representative or employee of the Petitioners unless with the written consent of the Monitor, the following expanded powers where the Monitor considers it necessary or desirable:
 - a) to take possession and exercise control over the Petitioners Property, and dispose of it as the case may be, according and pursuant to the present proceedings under the *Companies' Creditors Arrangement Act*, ("**CCAA**" and the "**CCAA Proceedings**");
 - b) To collect all accounts receivable and all other claims of the Petitioners, including signing any document for these purposes;

- c) To receive, collect and take possession of all monies and accounts now owned or hereafter owing to any of the Petitioners;
- d) to preserve, protect, and maintain the control of the Petitioners over the remaining Petitioners Property, and to divest on behalf of the Petitioners any remaining Petitioners Property in the manner contemplated in section 26 c) of the Second A&R Initial Order;
- e) to access to all the accounting records of the Petitioners, as well as to any document, contract, register of any nature or kind whatsoever, wherever they may be situated and regardless of the medium on which they may be recorded, as well as the powers necessary to make copies of all the records necessary or useful to the execution of the Powers of the Monitor;
- f) to execute, assign, issue, endorse documents of whatever nature in respect of any of the Petitioners, whether in the Monitor's name or in the name of the Petitioners and on behalf of any of the Petitioners (including without limitation, financial statements, tax returns and tax filings);
- g) to retain the services of any lawyer, or of any person or business in order to appropriately fulfill the Powers of the Monitor conferred by this *Order Expanding the Powers of the Monitor and Other Ancillary Orders*, and in each case where the Monitor takes any such actions or steps;
- h) to exercise any rights that the Petitioners have or might have;
- i) to take any action reasonably incidental to the exercise of its powers under this *Order Expanding the Powers of the Monitor and Other Ancillary Orders* or the fulfillment of any statutory obligations of the Petitioners;
- j) to assign the Petitioners into bankruptcy under the *Bankruptcy and Insolvency Act (Canada)*, except for Spectra Taiwan, Spectra Shanghai and Spectra Chongqing; and
- k) to perform such other duties and taking such other steps reasonably incidental to the aforementioned Powers of the Monitor.

[10] **DISPENSES** the Monitor from the requirement to file reports with the Court in accordance with section 23(d)(ii) CCAA.

- [11] **DECLARES** that nothing in this Order shall limit, or shall be interpreted as limiting, the Powers of the Monitor as well as the protections granted to the Monitor pursuant to the Second A&R Initial Order, the powers and protections granted in the present Order being in addition to the powers granted pursuant to the Second A&R Initial Orders.
- [12] **ORDERS** the Petitioners, their employees, agents and representatives, if any, to forthwith provide the Monitor with access to the Petitioners Property and to cooperate with the Monitor in the exercise of the powers that are granted pursuant to the terms of this *Order Expanding the Powers of the Monitor and Other Ancillary Orders*.

TERMINATION OF CCAA PROCEEDINGS OF SPECTRA TAIWAN, SPECTRA SHANGHAI AND SPECTRA CHONGQING

- [13] **ORDERS** that the present proceedings under the CCAA with respect only to the Petitioners *Spectra Premium Taiwan Co. Ltd.* ("**Spectra Taiwan**"), *Spectra Premium (Shanghai) Automotive Technical Services Co. Ltd.* ("**Spectra Shanghai**"), *Spectra Premium (Chongqing) Automotive Services Co. Ltd.* ("**Spectra Chongqing**") are terminated and discontinued, and that Spectra Taiwan, Spectra Shanghai and Spectra Chongqing are discharged from any orders made in their regards in the CCAA Proceedings.
- [14] **ORDERS** that the appointment of the Monitor in such capacity with respect to Spectra Taiwan, Spectra Shanghai and Spectra Chongqing is terminated and that the Monitor is discharged and released from any obligations under the Second A&R Initial Order or any other order of this Court in the CCAA Proceedings in respect of these entities.

LIMITATION OF LIABILITY

- [15] **DECLARES** that nothing herein contained shall require the Monitor to occupy or take control, or to otherwise manage all or any part of the remaining Petitioners Property.
- [16] **DECLARES** that the Powers of the Monitor shall be exercised pursuant to its sole discretion and judgment.
- [17] **DECLARES** that any action by the Monitor made pursuant to this Order on behalf of the Petitioners is not made by the Monitor in its personal or corporate capacity, nor as a legal representative or a successor of the Petitioners, and that the Monitor, in carrying out its role under this Order, shall have all of the protections given to it by the CCAA and the Second A&R Order or as an officer of the Court, and shall incur no personal or corporate liability or obligation as a

result of the carrying out of its obligation under this Order, and for greater certainty, further **ORDERS** that the Monitor shall not be liable for past commitments and liabilities of the Petitioners, including, without limiting the foregoing, any tax liabilities of the Petitioners.

- [18] **ORDERS** that no proceeding or enforcement process in any court or tribunal shall be commenced or continued against the Monitor, except with the written consent of the Monitor or with leave of this Court.

GENERAL

- [19] **REQUESTS** the aid and recognition of any court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any federal or State court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of this *Order Expanding the Powers of the Monitor and Other Ancillary Orders*.
- [20] **ORDERS** the provisional execution of the present *Order Expanding the Powers of the Monitor and Other Ancillary Orders* notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever.

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Me Ouassim Tadlaoui
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