

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Case No. 20-32465
BOS SOLUTIONS LTD., et al.,¹	§	
	§	Chapter 15
Debtors in a foreign proceeding.	§	
	§	Jointly Administered

**NOTICE OF FILING OF RECEIVER’S COMPLETION CERTIFICATE
AND CLOSING OF CHAPTER 15 CASES**

PLEASE TAKE NOTICE that Ernst & Young Inc. solely in its capacity as court-appointed receiver (the “Receiver”) of (1) BOS Solutions Ltd., (2) BOS Solutions Inc., (3) BOS Leaseco LLC, (4) BOS Solutions Real Estate Inc., and (5) BOS USHoldco Inc. (collectively, the “Debtors”), based upon the Receivership Order dated May 4, 2020, entered by the Court of Queen’s Bench of Alberta in the Judicial Centre of Calgary, Canada, Court File Action No. 2001-05949, and as authorized foreign representative of the above-captioned Debtors, hereby files this *Notice of Filing of Receiver’s Completion Certificate and Closing of Chapter 15 Cases* (the “Closure Notice”).

PLEASE TAKE FURTHER NOTICE THAT on May 4, 2020, the Receivership Order dated May 4, 2020 was entered by the Court of Queen’s Bench of Alberta in the Judicial Centre of Calgary, Canada, Court File No. 2001-05949 (the “Canadian Court”) pursuant to section 243 of the BIA and section 13(2) of the Judicature Act, RSA 2000 c J-2, appointing EY as the Receiver of the Debtors (the “Receivership Order”).

¹ The Debtors are: (1) BOS Solutions Ltd., (2) BOS Solutions Inc., (3) BOS Leaseco LLC, (4) BOS Solutions Real Estate Inc., and (5) BOS USHoldco Inc.

PLEASE TAKE FURTHER NOTICE THAT on May 4, 2020, the Receiver filed Official Form No. 401 Chapter 15 petitions for each of the Debtors pursuant to 11 U.S.C. § 1504, 1509(a) and 1515(a) in the United States Bankruptcy Court for the Southern District of Texas (the “U.S. Bankruptcy Court”) to commence these chapter 15 cases (the “Chapter 15 Cases”).

PLEASE TAKE FURTHER NOTICE THAT on May 5, 2020, the U.S. Bankruptcy Court entered the *Order Granting Receiver’s Emergency Ex Parte Application for Temporary Restraining Order and Relief Pursuant to Sections 105(a) and 1519 of the Bankruptcy Code* [Doc. No. 17], which was extended on a final basis pursuant to the *Order Granting Emergency Petition for Recognition as Foreign Main Proceeding Pursuant to Sections 1515 and 1517 of the United States Bankruptcy Code and Related Relief* [Doc. No. 41] (the “Recognition Order”). The Recognition Order gives the Receivership Order full force and effect in the United States.

PLEASE TAKE FURTHER NOTICE THAT on December 22, 2020, the Receiver filed its Application for Discharge (the “Canadian Discharge Application”) with the Canadian Court seeking, among other things, an order (i) granting the Receiver a discharge effective upon the Receiver filing a certificate confirming that the Remaining Activities have been completed (the “Receiver’s Completion Certificate”) and (ii) authorizing the Receiver to seek recognition of the Canadian Discharge Order (as defined below) in the Chapter 15 Cases.

PLEASE TAKE FURTHER NOTICE THAT on January 6, 2021, the Canadian Court entered an order approving the Canadian Discharge Application (the “Canadian Discharge Order”).

PLEASE TAKE FURTHER NOTICE THAT on January 12, 2021, the US. Bankruptcy Court entered its *Order Granting Receiver’s Emergency Motion for Entry of an Order (I) Granting Comity to the Canadian Discharge Order, (II) Closing the Chapter 15 Cases, and (III)*

Granting Related Relief (the “Closing Order”) [Docket No. 186]. Paragraph 4 of the Closing Order provides that “the Chapter 15 Cases shall be deemed closed pursuant to sections 350 and 1517(d) of the Bankruptcy Code upon the Receiver’s filing of the Receiver’s Completion Certificate. The Receiver shall file and serve notice upon the occurrence of such date (the “Closure Notice”)”. The Closing Order further provides in paragraph 6 that “[u]pon filing of the Closure Notice, the docket shall be marked as “Closed”.

PLEASE TAKE FURTHER NOTICE THAT the Receiver hereby files its *Receiver’s Completion Certificate* (the “Completion Certificate”) attached hereto as **Exhibit A**. Pursuant to the conditions set forth in the Closing Order, the filing of the Completion Certificate triggers the closing of the Chapter 15 Cases.

PLEASE TAKE FURTHER NOTICE THAT upon filing of this Notice, the Chapter 15 Cases are deemed closed and the Clerk shall record and mark bankruptcy case numbers 20-32465 (BOS Solutions Ltd.), 20-31467 (BOS Solutions, Inc.), 20-32468 (BOS LeaseCo LLC), 20-32469 (BOS Solutions Real Estate Inc.) and 20-32470 (BOS USHoldco Inc.) as **CLOSED**.

[Remainder of page intentionally left blank]

Dated: August 17, 2022
Houston, Texas

Respectfully submitted,

HAYNES AND BOONE, LLP

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ATTORNEYS FOR CANADIAN RECEIVER

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing pleading was served (i) by electronic transmission via the Court's ECF system to all parties authorized to receive electronic notice in this case on August 17, 2022, (ii) by email (for those parties with an email address) or U.S. mail (for those parties who do not have an email address) on each party listed on the Debtors' Master Service List dated as of July 29, 2022 who did not receive electronic notice via the Court's ECF system; and (iii) to all parties listed below by U.S. mail.

Attorneys for Plaintiff:

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Waco, TX 76712

/s/ Kourtney P. Lyda
Kourtney P. Lyda

EXHIBIT A



COURT FILE NUMBER	2001-05949	
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	CALGARY	COM
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	RECEIVER'S COMPLETION CERTIFICATE	

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street SW Calgary, Alberta T2P 4J8
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Attention: Kelly J. Bourassa /
Morgan Crilly

Telephone: 403-260-9697 /
403-260-9657

Facsimile: 403-260-9700

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morgan.crilly@blakes.com

File Ref.: 8431/1363

This Receiver's Completion Certificate is the Receiver's Completion Certificate referred to in paragraph 9 of the Order of the Honourable Justice C.M. Jones dated January 6, 2021 (the "**Order**"), a copy of which is attached hereto.

Capitalized terms not otherwise defined herein shall have the meaning given to them in the Fifth Report of the Receiver, dated December 22, 2020 (the "**Fifth Report**").

Ernst & Young Inc., LIT 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**") and not in its personal capacity, hereby certifies that:

- (a) all funds in the receivership were received and distributed as described in the Statement of R&D (as described in the Fifth Report) and the Fifth Report;

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- (b) all electronic books and records of the Debtors will be retained by the Receiver for at least 30 days following the filing of this Receiver's Completion Certificate, subject to preserving such records as required by statute;
- (c) the Remaining Activities, as described in the Fifth Report, have been completed by the Receiver; and
- (d) the administration of the receivership proceedings as described in the Receiver's reports to the Court has been completed.

Dated this 27 day of July, 2022.

Ernst & Young Inc., LIT, 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., and not in its personal or corporate capacity

Per: 

Name: CHRISTOPHER KELTNER

Title: VICE PRESIDENT, ERNST & YOUNG INC.