

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE)	FRIDAY, THE 14TH
)	
JUSTICE OSBORNE)	DAY OF JUNE, 2024

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF **PRIDE GROUP HOLDINGS INC.** and
those Applicants listed on Schedule "A" hereto (each, an
"**Applicant**", and collectively, the "**Applicants**")

ENTITLEMENT CLAIMS PROCESS ORDER

THIS MOTION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the "**CCAA**") for an order, *inter alia*, establishing procedures for the determination of the priority of competing claims against Multiple Collateral Vehicles (as defined herein) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Randall Benson sworn June 3, 2024, the Sixth Report of Ernst & Young Inc., in its capacity as Monitor (the "**Monitor**") dated June 13, 2024, and on hearing the submissions of respective counsel for the Applicants and those limited partnerships set out in Schedule "A" hereto (collectively, the "**Pride Entities**"), the Monitor, and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service of Maria Magni sworn June 3, 2024:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS AND INTERPRETATION

2. **THIS COURT ORDERS** that any capitalized term used and not defined herein shall have the meaning ascribed thereto in the Initial Order granted by the Court in these proceedings on March 27, 2024 (as amended and/or restated from time to time, the “**Initial Order**”).

3. For the purposes of this Order, the following terms shall have the following meanings:

- (a) “**Applicable Law**” means the governing law in respect of any particular Entitlement Claim having regard to (i) the jurisdiction of incorporation of the applicable Pride Entity, (ii) the location of the Multiple Collateral Vehicles, (iii) the governing law of any underlying agreements in respect of such Multiple Collateral Vehicles, (iv) the location of the respective affected Financiers, and (v) conflict of laws provisions in any applicable Personal Property Legislation;
- (b) “**Books and Records**” means the books and records of the Pride Entities;
- (c) “**Business Day**” means, except as otherwise specified herein, a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
- (d) “**CCAA Proceedings**” means the CCAA proceedings commenced by the Applicants in the Court under Court File CV-24-00717340-00CL;
- (e) “**Claim**” means any asserted interest of a Securitization Party or secured creditor against one or more Multiple Collateral Vehicles in connection with any indebtedness, liability or obligation of any kind whatsoever of any such Pride Entity to such Securitization Party or secured creditor, in existence on the Filing Date as demonstrated by the Monitor’s Database;
- (f) “**Claim Negotiation Period**” means, subject to paragraph 18 hereof, the period beginning on the day which the Monitor receives a Notice of Dispute of Entitlement Claim from any Financier and ending on the day that is thirty (30) calendar days thereafter;

- (g) **“Claims Officer”** means the individual(s) designated as such by the Court pursuant to this Order;
- (h) **“Court”** means the Ontario Superior Court of Justice (Commercial List);
- (i) **“Entitlement Claim”** means any Claim pursuant to which a Securitization Party or secured creditor asserts a first ranking priority interest in a Multiple Collateral Vehicle, as demonstrated by the Monitor’s Database;
- (j) **“Entitlement Claims Bar Date”** means thirty (30) calendar days following the delivery by the Monitor of an Entitlement Finding in accordance with this Order, or thirty (30) calendar days following the delivery by the Monitor of an amended and/or restated Entitlement Finding;
- (k) **“Entitlement Claims Process”** means the procedures outlined in this Order in connection with the assertion of Entitlement Claims by affected Financiers against the Multiple Collateral Vehicles and any reference to Entitlement Protocol in prior Orders of the Court, including the Protocols Order of Justice Osborne, dated April 5, 2024 and the Protocols (as defined therein) attached thereto, each as amended from time to time in accordance with their terms, or subsequent Order of the Court, shall mean this Entitlement Claims Process and the procedures established herein;
- (l) **“Entitlement Finding”** means, based on the Entitlement Report and in respect of any individual Financier and any Multiple Collateral Vehicles in which the Monitor has determined such Financier has an Entitlement Claim, (i) the Monitor’s findings in respect of the factual scenarios which resulted in such Financier having an Entitlement Claim, (ii) the other Financiers with Entitlement Claims to the same Multiple Collateral Vehicles, and (iii) a summary of the Entitlement Report findings and basis for its conclusion relating to which Financier, in the circumstances, appears to have a better Entitlement Claim to the relevant Multiple Collateral Vehicles, based on the legal advice of counsel from the relevant governing law jurisdiction, in the form attached as Schedule “B” hereto;
- (m) **“Entitlement Report”** means a report of the Monitor which shall outline, among other things (i) the Monitor’s summary, based on the evidence of the Pride Entities,

of the scenarios which resulted in Multiple Collateral Vehicles, and (ii) the Monitor's findings as to which Financier with an Entitlement Claim to Multiple Collateral Vehicles, based on the information contained in the Monitor's Database (as may be amended pursuant to paragraph 10 herein), appears to have the better Entitlement Claim to Multiple Collateral Vehicles under each scenario, in accordance with Applicable Law based on the legal advice of counsel from the relevant governing law jurisdiction;

- (n) **"Filing Date"** means March 27, 2024, the date of the Initial Order;
- (o) **"Financier"** means a Securitization Party or secured creditor with an Entitlement Claim;
- (p) **"Monitor's Database"** means the database established by the Monitor that includes the VINs of trucks, trailers or other motor vehicles to which Financiers' assert or have registered competing claims in connection with a specific security or securitization document;
- (q) **"Multiple Collateral Vehicle"** means those trucks, trailers or other motor vehicles listed in the Monitor's Database, any leases in respect of same, and including the lease or sale proceeds thereof, where two or more Financiers have asserted or registered competing Claims in respect of such VIN, and the proceeds thereof;
- (r) **"Notice of Dispute of Entitlement Finding"** means a written notice, in the form attached as Schedule "C" hereto, which may be delivered by a Financier disputing an Entitlement Finding to the Monitor with a copy to any other Financiers with a competing interest and the Pride Entities, which shall reference the respective component of the Entitlement Finding in dispute and include comprehensive reasons, including applicable legal authority, for its position;
- (s) **"Personal Property Legislation"** means the *Personal Property Security Act*, R.S.O. 1990, c. P.10, the *Uniform Commercial Code* ("UCC"), or any other similar legislation in Canada or the United States;

- (t) “**PPR**” means any applicable personal property or UCC registry in Canada or the United States;
- (u) “**Revised Governance Protocol**” means the “Revised Governance Protocol” attached as Schedule “B” to the Amended and Restated Protocols Order of Mr. Justice Osborne, dated May 15, 2024;
- (v) “**RSLA Claim**” means any claim in connection with the Pride Entities arising under the *Repair and Storage Liens Act*, R.S.O. 1990, c. R.25, or any other similar legislation in Canada or the United States;
- (w) “**Securitization Party**” has the meaning ascribed thereto in the Initial Order; and
- (x) “**VIN**” means the motor vehicle collateral-specific vehicle information number.

4. **THIS COURT ORDERS** that, except where otherwise specified herein, all references as to time herein shall mean prevailing local time in Toronto, Ontario, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein, and any reference to an event occurring on a day that is not a Business Day shall mean the next following day that is a Business Day.

5. **THIS COURT ORDERS** that all references to the word “including” shall mean “including without limitation”, all references to the singular herein include the plural, the plural include the singular, and any gender includes all genders.

APPLICABILITY OF REVISED GOVERNANCE PROTOCOL

6. **THIS COURT ORDERS** that until following any final determination of a disputed Entitlement Claim in accordance with this Entitlement Claims Process, the Revised Governance Protocol shall continue to govern the ordinary course dealing with Securitization Party Assets and other Vehicle Property (each as defined therein) with respect to Multiple Collateral Vehicles, including, for greater certainty, that Financiers may agree to the sale of Multiple Collateral Vehicles in accordance therewith (including without limitation that any proceeds of sale shall be held in trust by the Monitor pursuant to subparagraph 7(b) thereof, until a final determination is made with respect to each Entitlement Claim regarding such proceeds in accordance with this Entitlement Claims Process).

MONITOR'S DISCRETION AND ROLE

7. **THIS COURT ORDERS** that the Monitor, in consultation with the CRO, is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner or content in which any forms, information or documentation submitted or delivered hereunder are completed and executed and the time in which they are submitted.

8. **THIS COURT ORDERS** that, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA, the Initial Order and any other orders of the Court in the CCAA Proceedings, the Monitor, in consultation with the CRO, shall administer the Entitlement Claims Process set out herein, including providing its findings in respect of Entitlement Claims, if applicable, and is hereby authorized, directed and empowered to take such other actions and fulfill such other roles as are authorized by this Order or incidental thereto.

9. **THIS COURT ORDERS** that, in carrying out the terms of this Order, the Monitor: (i) shall have all of the protections given to it by the CCAA, the Initial Order, any other orders of the Court in the CCAA Proceedings, and this Order, or as an officer of the Court, including the stay of proceedings in its favour, (ii) shall incur no liability or obligation as a result of the carrying out of the provisions of this Order, other than in respect of its gross negligence or wilful misconduct; (iii) shall be entitled to rely on the Books and Records and any information provided by any of the Pride Entities or by the Financiers, all without independent investigation; (iv) shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information, and (v) may seek such assistance as may be reasonably required to carry out its duties and obligations pursuant to this Order from the Pride Entities or any of their affiliated companies, partnerships, or other corporate entities, including making such inquiries and obtaining such records and information as it deems appropriate in connection with the Entitlement Claims Process.

NOTICE AND CLAIMS PROCEDURE

(A) Monitor's Database

10. **THIS COURT ORDERS** that, as soon as practicable after the date of this Order, the Monitor shall circulate a copy of the Monitor's Database current as of June 14, 2024, in Excel

format, to every person with a registered interest in a PPR as reflected in the Monitor's Database, except (i) any person who has registered an RSLA Claim and (ii) any Pride Entity with an intercompany claim (such receiving party, a "**Recipient Party**"). Any Recipient Party who disputes the list of VINs to which such Recipient Party asserts an Entitlement Claim in respect of a specific VIN, shall, within ten (10) Business Days, provide the Monitor with the list of VINs in which it either asserts an Entitlement Claim and is not listed on the Monitor's Database, or does not assert an Entitlement Claim and is listed on the Monitor's Database. Following such ten (10) Business Day period, no Recipient Party shall be entitled to contest, challenge, or otherwise dispute the list of VINs in respect of such Recipient Party contained in the Monitor's Database. To the extent that the Monitor's Database is amended to reflect any information received in accordance with this paragraph, the Monitor shall distribute a revised and final Monitor's Database to any affected Financier.

11. **THIS COURT ORDERS** that a Financier may request the Monitor to provide any loan and security or securitization documentation provided to it by any other Financier who appears in the Monitor's Database to have a competing claim to any Multiple Collateral Vehicles to the requesting Financier. The Monitor shall be at liberty to distribute such documentation upon request, in its reasonable discretion, to the extent such documentation is in the Monitor's possession, notwithstanding any confidentiality provisions that may be contained in such documentation, subject to (i) providing the Financier whose documentation is being requested with four (4) Business Days' notice who may elect to redact certain financial terms contained therein prior to dissemination; and (ii) any receiving party of such documentation shall hold the information contained therein in strict confidence, and shall not use such documentation or information for any purpose other than prosecuting such receiving party's rights under this order. Neither the Monitor nor its legal counsel shall incur any liability or obligation as a result of providing to a requesting Financier any such documentation or information, save and except for any gross negligence or wilful misconduct on its part.

12. **THIS COURT ORDERS** that a Financier may request the Monitor to provide Books and Records accessible to the Monitor reasonably related to such Financier's Entitlement Claim(s). Upon receipt of such request, and provided that the Monitor is of the view that such request is reasonable, the Monitor shall notify the CRO and Pride Entities of such request. If the CRO or the Pride Entities advise the Monitor that such Books and Records are confidential and not to be

distributed, the Financier(s) making the request and/or the Pride Entities may seek advice and directions from the Court. Unless so advised, the Monitor shall be at liberty to distribute such Books and Records to the requesting Financier(s). Neither the Monitor nor its legal counsel shall incur any liability or obligation as a result of providing to requesting Financier(s) any such Books and Records, save and except for any gross negligence or wilful misconduct on its part.

(B) Entitlement Findings

13. **THIS COURT ORDERS** that the Monitor shall file and circulate to the Service List in these proceedings the Entitlement Report as soon as practicable.

14. **THIS COURT ORDERS** that the Monitor shall deliver its Entitlement Finding to each Financier who appears to have an Entitlement Claim pursuant to the Books and Records and/or the Monitor's Database by providing a copy of such Entitlement Finding to the Financier in accordance with paragraph 27 herein.

15. **THIS COURT ORDERS** that if a Financier wishes to dispute any part of the Entitlement Finding, the Financier shall deliver to the Monitor (with a copy to any Financier with a competing interest in the same Multiple Collateral Vehicle(s)) a Notice of Dispute of Entitlement Claim which must be received by the Monitor by the applicable Entitlement Claims Bar Date.

16. **THIS COURT ORDERS** that if a Financier does not deliver to the Monitor a completed Notice of Dispute of Entitlement Claim by the Entitlement Claims Bar Date, then (a) such Financier shall be deemed to have accepted the Entitlement Finding in its entirety, and (b) any and all of the Financier's rights to dispute all or any part of the Entitlement Finding, and the Entitlement Claim as determined by the Monitor set out therein, shall be forever extinguished and barred without further act or notification, except to the extent of any general (all present and after acquired personal property) secured claim or general unsecured claim of any party to any residual value after the Financier subject to such Entitlement Finding has been repaid in full in respect of such Multiple Collateral Vehicle, including any cross-collateralized claims in respect of same.

(C) Adjudication and Resolution of Entitlement Claims

17. **THIS COURT ORDERS** that, if the Monitor is provided with a Notice of Dispute of Entitlement Claim by a Financier, the affected Financiers shall be permitted to attempt to negotiate

a resolution of such Notice of Dispute of Entitlement Claim with each other in good faith within the Claim Negotiation Period.

18. **THIS COURT ORDERS** that the applicable Claim Negotiation Period may, with the consent of all affected Financiers, be waived or extended, in each case by giving written notice of such waiver or extension to the Monitor.

19. **THIS COURT ORDERS** that the affected Financiers referred to in the above paragraph 17 shall provide the Monitor with written notice of the result of the negotiation at the end of the Claim Negotiation Period, and if the Claim Negotiation Period is waived or no final resolution is stated in such written notice, the Monitor shall refer the dispute raised in the Notice of Dispute of Entitlement Claim to the Claims Officer, and the Monitor shall send written notice of same to the applicable Financiers.

CLAIMS OFFICER

20. **THIS COURT ORDERS** that (i) the Honourable Thomas J. McEwen, McEwen Resolutions Inc., (ii) a U.S. Claims Officer acceptable to the Monitor and the CRO, acting reasonably, and (iii) such other persons as may be appointed by the Court from time to time, on a motion by the Pride Entities or the Monitor, be and are hereby appointed as the Claims Officer or Claims Officers for the Entitlement Claims Process.

21. **THIS COURT ORDERS** that, where a disputed Entitlement Claim has been referred to the Claims Officer, the Claims Officer shall review and finally determine the priority of such disputed Entitlement Claim in accordance with this Order and shall deliver written reasons to the Monitor, the Pride Entities, and the applicable Financiers. Where a disputed Entitlement Claim has been referred to the Claims Officer, the Claims Officer shall determine all procedural matters which may arise in respect of their determination of these matters, including the manner in which any evidence may be adduced. The Claims Officer shall have the discretion to mediate any dispute that is referred to such Claims Officer at their election. The Claims Officer shall also have the discretion to determine by whom and to what extent the costs of any hearing or mediation before the Claims Officer shall be paid.

22. **THIS COURT ORDERS** that the affected Financiers may, within ten (10) calendar days of receiving notice of the Claims Officer's determination in accordance with paragraph 21, appeal such determination by filing a motion initially returnable for scheduling purposes with the Court within ten (10) calendar days of filing such motion, subject to Court availability.

23. **THIS COURT ORDERS** that, if no party appeals the determination by the Claims Officer within ten (10) calendar days of such determination, the decision of the Claims Officer shall be final and binding upon the applicable Financiers and any Pride Entity claiming an interest in the applicable Multiple Collateral Vehicle, and there shall be no further right of appeal, review or recourse to the Court from the Claims Officer's final determination of a disputed Entitlement Claim.

24. **THIS COURT ORDERS** that the Claims Officer shall incur no liability or obligation as a result of his or her appointment or in acting as a Claims Officer pursuant to the provisions of this Order. No proceeding or enforcement process in any court or tribunal shall be commenced against or in respect of a Claims Officer, except with the prior leave of this Court granted in the within proceedings.

FINAL RESOLUTION

25. **THIS COURT ORDERS** that, following the Entitlement Claims Bar Date or following any final determination of a disputed Entitlement Claim, the Pride Entities, CRO and the Monitor are at liberty to coordinate with any Financiers who have received a final Entitlement Finding confirming such Financier's Entitlement Claim regarding the sale, turn-over or other treatment of the Multiple Collateral Vehicles subject to such Entitlement Finding.

STATUTORY LIEN CLAIMS PROCESS

26. **THIS COURT ORDERS** that RSLA Claims are excluded from this Entitlement Claims Process and the Applicants may bring a motion to be heard on notice to the Service List to seek approval of an entitlement claims process to address RSLA Claims, to the extent the Applicants determine it is necessary to do so.

SERVICE AND NOTICE

27. **THIS COURT ORDERS** that the Monitor may, unless otherwise specified by this Order, serve and deliver or cause to be served and delivered any notice or document hereunder by providing a copy of same to Canadian and/or U.S. counsel of record for the applicable Financier at the email address(es) listed for such counsel on the Service List, or where there is no counsel of record, directly to the named party provided in the PPR to the mailing address listed therein by overnight courier. Notices or documents sent by email in accordance with this paragraph shall be deemed to be delivered on the day that such email is sent, if sent before 5:00 p.m. (Toronto Time) on a Business Day, or on the next following Business Day if sent after 5:00 p.m. (Toronto Time) on a Business Day or on a day that is not a Business Day. Notices or documents sent by overnight courier in accordance with this paragraph shall be deemed to be delivered on the third Business Day after the document is sent.

28. **THIS COURT ORDERS** that any other party providing notice to the Monitor pursuant to this Order, including a Notice of Dispute of Entitlement Finding or written notice pursuant to paragraphs 10 and 18 hereof, shall do so by emailing the Monitor at pridegroup.monitor@ca.ey.com and by copying counsel to the Monitor (daniel.loberto@blakes.com / kevin.wu@blakes.com) and counsel to the Pride Entities (rnicholson@tgf.ca / pfesharaki@tgf.ca). Notices or documents sent to the Monitor in accordance with this paragraph shall be deemed to be delivered on the day that such email is sent, if sent before 5:00 p.m. (Toronto Time) on a Business Day, or on the next following Business Day if sent after 5:00 p.m. (Toronto Time) on a Business Day or on a day that is not a Business Day.

MISCELLANEOUS

29. **THIS COURT ORDERS** that the Monitor, Pride Entities or the CRO may from time to time apply to this Court for advice and directions concerning the discharge of their respective powers and duties under this Order or the interpretation or application of this Order.

30. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body or agency having jurisdiction in Canada or in the United States of America, including the United States Bankruptcy Court for the District of Delaware, or in any other foreign jurisdiction, to give effect to this Order and to assist the Pride Entities, the Monitor

and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies and agencies are hereby respectfully requested to make such orders and to provide such assistance to the Pride Entities and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Pride Entities and the Monitor and their respective agents in carrying out the terms of this Order.

SCHEDULE “A”

A. APPLICANTS

Operating Entities

Canadian Operating Entities

- PRIDE TRUCK SALES LTD.
- TPINE TRUCK RENTAL INC.
- PRIDE GROUP LOGISTICS LTD.
- PRIDE GROUP LOGISTICS INTERNATIONAL LTD.
- TPINE LEASING CAPITAL CORPORATION
- DIXIE TRUCK PARTS INC.
- PRIDE FLEET SOLUTIONS INC.
- TPINE FINANCIAL SERVICES INC.
- PRIDE GROUP EV SALES LTD.

U.S. Operating Entities

- TPINE RENTAL USA, INC.
- PRIDE GROUP LOGISTICS USA, CO.
- ARNOLD TRANSPORTATION SERVICES, INC.
- DIXIE TRUCK PARTS INC.
- TPINE FINANCIAL SERVICES CORP.
- PARKER TRANSPORT CO.
- PRIDE FLEET SOLUTIONS USA INC.

Real Estate Holding Companies

Canadian Real Estate Holding Companies

- 2029909 ONTARIO INC.
- 2076401 ONTARIO INC.
- 1450 MEYERSIDE HOLDING INC.
- 933 HELENA HOLDINGS INC.
- 30530 MATSQUI ABBOTSFORD HOLDING INC.
- 2863283 ONTARIO INC.
- 2837229 ONTARIO INC.
- 2108184 ALBERTA LTD.
- 12944154 CANADA INC.
- 13184633 CANADA INC.
- 13761983 CANADA INC.
- 102098416 SASKATCHEWAN LTD.
- 177A STREET SURREY HOLDING INC.
- 52 STREET EDMONTON HOLDING INC.
- 84 ST SE CALGARY HOLDINGS INC.
- 68TH STREET SASKATOON HOLDING INC.
- 3000 PITFIELD HOLDING INC.

U.S. Real Estate Holding Companies

- PGED HOLDING, CORP.
- HIGH PRAIRIE TEXAS HOLDING CORP.
- 131 INDUSTRIAL BLVD HOLDING CORP.
- 59TH AVE PHOENIX HOLDING CORP.
- DI MILLER DRIVE BAKERSFIELD HOLDING CORP.
- FRONTAGE ROAD HOLDING CORP.
- ALEXIS INVESTMENTS, LLC
- TERNES DRIVE HOLDING CORP.
- VALLEY BOULEVARD FONTANA HOLDING CORP.
- HIGHWAY 46 MCFARLAND HOLDING CORP.
- TERMINAL ROAD HOLDING, CORP.
- BISHOP ROAD HOLDING CORP.
- OLD NATIONAL HIGHWAY HOLDING CORP.
- 11670 INTERSTATE HOLDING, CORP.
- 401 SOUTH MERIDIAN OKC HOLDING CORP.
- 8201 HWY 66 TULSA HOLDING CORP.
- EASTGATE MISSOURI HOLDING CORP.
- FRENCH CAMP HOLDING CORP.
- 87TH AVENUE MEDLEY FL HOLDING CORP.
- LOOP 820 FORT WORTH HOLDING CORP.
- 162 ROUTE ROAD TROY HOLDING CORP.
- CRESCENTVILLE ROAD CINCINNATI HOLDING CORP.
- MANHEIM ROAD HOLDING CORP.
- 13TH STREET POMPANO BEACH FL HOLDING CORP.
- EAST BRUNDAGE LANE BAKERSFIELD HOLDING CORP.
- CORRINGTON MISSOURI HOLDING CORP.
- 963 SWEETWATER HOLDING CORP.
- OAKMONT DRIVE IN HOLDING CORP.

Other Holding Companies

Other Canadian Holding Companies

- 2692293 ONTARIO LTD.
- 2043002 ONTARIO INC.
- PRIDE GROUP HOLDINGS INC.
- 2554193 ONTARIO INC.
- 2554194 ONTARIO INC.
- PRIDE GROUP REAL ESTATE HOLDINGS INC.
- 1000089137 ONTARIO INC.

Other U.S. Holding Companies

- COASTLINE HOLDINGS, CORP.
- PARKER GLOBAL ENTERPRISES, INC.
- DVP HOLDINGS, CORP.

B. LIMITED PARTNERSHIPS

U.S. Limited Partnerships

- PRIDE TRUCK SALES L.P.
- TPINE LEASING CAPITAL L.P.
- SWEET HOME HOSPITALITY L.P.

C. ADDITIONAL STAY PARTIES

Canadian Additional Stay Parties

- BLOCK 6 HOLDING INC.
- 2500819 ONTARIO INC.

U.S. and Other Additional Stay Parties

- PERGOLA HOLDINGS, CORP.
- PRIDE GLOBAL INSURANCE COMPANY LTD.

SCHEDULE “B”

FORM OF ENTITLEMENT FINDING

[See attached]

ENTITLEMENT FINDING

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
RSC 1985 c C-36, AS AMENDED (the "CCAA")

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PRIDE GROUP
HOLDINGS INC. AND THOSE APPLICANTS LISTED ON SCHEDULE "A" TO THE ENTITLEMENT
CLAIMS PROCESS ORDER (THE "APPLICANTS")
Court File No. CV-24-00717340-00CL

TO: [CONTACT, LENDER and ADDRESS, and counsel name and contact] (referred herein as "You" or "Financier")

RE: Entitlement Finding pursuant to the Entitlement Claims Process Order

PLEASE TAKE NOTICE THAT by order of the Ontario Superior Court of Justice (Commercial List) dated June 14, 2024, (the "Entitlement Claims Process Order"), in the CCAA proceedings of the Applicants, the Applicants have been authorized to conduct an Entitlement Claims Process. A copy of the Entitlement Claims Process Order may be found on the Monitor's website at: www.ey.com/ca/pridegroup. Capitalized terms not defined herein have the meaning given to them in the Entitlement Claims Process Order.

ENTITLEMENT FINDING

Pursuant to the Entitlement Claims Process Order, Ernst & Young Inc., in its capacity as Monitor of the Applicants, hereby gives you notice of the Monitor's Entitlement Finding. The details of your Entitlement Finding are attached hereto at **Appendix "A"**.

NEXT STEPS:

1. If you **AGREE** with the Entitlement Finding, you do not need to do anything. The information as set out in your Entitlement Finding shall be deemed to be accepted by you in its entirety.
2. If you **DO NOT AGREE** with the Entitlement Finding or any portion thereof, you must fill out a Notice of Dispute of Entitlement Finding, attached hereto as **Appendix "B"**, and send a copy to each of the Monitor, to any other Financier with a competing interest, and the Applicants, by no later than thirty (30) calendar days following the delivery of this Entitlement Finding (the "**Entitlement Claims Bar Date**"). The Notice of Dispute of Entitlement must set out the respective component of the Entitlement Finding in dispute and include comprehensive reason, including applicable legal authority, for such position.

PLEASE BE ADVISED THAT if you do not deliver a completed Notice of Dispute of Entitlement Finding by the Entitlement Claims Bar Date then, pursuant to paragraph 14 of the Entitlement Claims Process Order: (a) you shall be deemed to have accepted your Entitlement Finding in its entirety, and (b) your right to dispute all or any part of your Entitlement Finding shall be forever extinguished and barred without further act or notification, except to the extent of any general secured claim or general unsecured claim of any party to any residual value after such Entitlement Finding has been repaid in full.

DATED at Toronto, this _____ day of _____, 2024.

ERNST & YOUNG INC.,
solely in its role as Court-appointed Monitor of the Applicants
and not in its personal or corporate capacity

Please Note: A copy of this Entitlement Finding has been sent to the other affected financier(s) listed in Appendix "A" and their counsel.

Appendix “A”
Entitlement Finding for [Financier]

Ref	Vehicle Identification Number	Basis for Entitlement Claim	Other Financier with Entitlement Claim	Financier with better claim	Basis for Entitlement Finding
[A1]	[VIN]	[Factual scenario which resulted in such Financier having an Entitlement Claim]	[Insert as applicable]	[If applicable, list Financier or Other Financier]	[If applicable, refer to Factual Scenario from Entitlement Report]
[A2]					
[A3]					
[A4]					

Appendix “B”
Form of Notice of Dispute of Entitlement Finding

NOTICE OF DISPUTE OF ENTITLEMENT FINDING

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
RSC 1985 c C-36, AS AMENDED (the "CCAA")

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PRIDE GROUP
HOLDINGS INC. AND THOSE APPLICANTS LISTED ON SCHEDULE "A" TO THE ENTITLEMENT
CLAIMS PROCESS ORDER (THE "APPLICANTS")
Court File No. CV-24-00717340-00CL

PLEASE TAKE NOTICE THAT by order of the Ontario Superior Court of Justice (Commercial List) dated June 14, 2024, (the "**Entitlement Claims Process Order**"), in the CCAA proceedings of the Applicants, the Applicants have been authorized to conduct an Entitlement Claims Process. A copy of the Entitlement Claims Process Order may be found on the Monitor's website at: www.ey.com/ca/pridegroup. Capitalized terms not defined herein have the meaning given to them in the Entitlement Claims Process Order.

Name of Financier (the "Financier"): _____

Reference Number of Entitlement Claim¹: _____

Affected Financier(s): _____

PLEASE TAKE NOTICE THAT the Financier hereby gives notice of its intention to dispute the Entitlement Finding issued by Ernst & Young Inc., acting in its capacity as Monitor of the Applicants, in connection with the Entitlement Claims Process Order. The Financier disputes the following portion(s) of the Entitlement Finding:

Reason for the dispute (attach copies of supporting documentation, including applicable legal authority):

By submitting this Notice of Dispute of Entitlement Finding, the Financier hereby acknowledges and agrees:

1. to attempt to negotiate a resolution of such Notice of Dispute of Entitlement Claim with affected Financiers during the Claim Negotiation Period, being thirty (30) calendar days from the date the Monitor receives this

¹ This is the number that appears to the left of the VIN in the table within the Entitlement Finding sent to you.

Notice of Dispute of Entitlement Claim (as may be waived or extended in accordance with the Entitlement Claim Process Order); and

2. the Financier, or one of the other Affected Financiers, will provide the results of such negotiation to the Monitor on or before the end of the Claim Negotiation Period. If neither the Financier, nor any other Affected Financier sends a written notice of the results to the Monitor, the Monitor shall refer the dispute raised to the Claims Officer and shall send written notices of such to all Affected Financiers.

(Signature of individual completing this Notice of Dispute)

Date

(Please print name)

Telephone Number:

E-mail Address:

THIS FORM IS TO BE RETURNED BY EMAIL AND MUST BE RECEIVED BY THE MONITOR NO LATER THAN 5:00 P.M., TORONTO TIME, ON THE DAY THAT IS THIRTY (30) CALENDAR DAYS FOLLOWING THE DELIVERY OF THE FINANCIER'S ENTITLEMENT FINDING IN ACCORDANCE WITH THE ENTITLEMENT CLAIMS PROCESS ORDER, TO:

ERNST & YOUNG INC.,
solely in its role as Court-appointed Monitor of the Applicants
and not in its personal or corporate capacity

Subject: Notice of Dispute of Entitlement Claim
E-mail: pridegroup.monitor@ca.ey.com
Telephone: 1-800-207-9506
100 Adelaide Street West, Toronto, ON M5B 0B3

With a copy to:

BLAKE, CASSELS & GRAYDON LLP
Counsel to the Monitor
199 Bay Street, Suite 4000, Toronto ON M5L 1A9
Attention: Daniel Loberto / Kevin Wu
E-mail: daniel.loberto@blakes.com / kevin.wu@blakes.com

and with a copy to:

THORNTON GROUT FINNIGAN LLP
Counsel to the Applicants
Suite 3200, TD West Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7
Attention: Rachel Nicholson / Puya Fesharaki
E-mail: rnicholson@tgf.ca / pfesharaki@tgf.ca

and with a copy to:

[other Affected Financier(s)]

SCHEDULE “C”

FORM OF NOTICE OF DISPUTE OF ENTITLEMENT FINDING

[See attached]

NOTICE OF DISPUTE OF ENTITLEMENT FINDING

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
RSC 1985 c C-36, AS AMENDED (the "CCAA")

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PRIDE GROUP
HOLDINGS INC. AND THOSE APPLICANTS LISTED ON SCHEDULE "A" TO THE ENTITLEMENT
CLAIMS PROCESS ORDER (THE "APPLICANTS")
Court File No. CV-24-00717340-00CL

PLEASE TAKE NOTICE THAT by order of the Ontario Superior Court of Justice (Commercial List) dated June 14, 2024, (the "**Entitlement Claims Process Order**"), in the CCAA proceedings of the Applicants, the Applicants have been authorized to conduct an Entitlement Claims Process. A copy of the Entitlement Claims Process Order may be found on the Monitor's website at: www.ey.com/ca/pridegroup. Capitalized terms not defined herein have the meaning given to them in the Entitlement Claims Process Order.

Name of Financier (the "Financier"): _____

Reference Number of Entitlement Claim¹: _____

Affected Financier(s): _____

PLEASE TAKE NOTICE THAT the Financier hereby gives notice of its intention to dispute the Entitlement Finding issued by Ernst & Young Inc., acting in its capacity as Monitor of the Applicants, in connection with the Entitlement Claims Process Order. The Financier disputes the following portion(s) of the Entitlement Finding:

Reason for the dispute (attach copies of supporting documentation, including applicable legal authority):

By submitting this Notice of Dispute of Entitlement Finding, the Financier hereby acknowledges and agrees:

1. to attempt to negotiate a resolution of such Notice of Dispute of Entitlement Claim with affected Financiers during the Claim Negotiation Period, being thirty (30) calendar days from the date the Monitor receives this

¹ This is the number that appears to the left of the VIN in the table within the Entitlement Finding sent to you.

Notice of Dispute of Entitlement Claim (as may be waived or extended in accordance with the Entitlement Claim Process Order); and

2. the Financier, or one of the other Affected Financiers, will provide the results of such negotiation to the Monitor on or before the end of the Claim Negotiation Period. If neither the Financier, nor any other Affected Financier sends a written notice of the results to the Monitor, the Monitor shall refer the dispute raised to the Claims Officer and shall send written notices of such to all Affected Financiers.

(Signature of individual completing this Notice of Dispute)

Date

(Please print name)

Telephone Number:

E-mail Address:

THIS FORM IS TO BE RETURNED BY EMAIL AND MUST BE RECEIVED BY THE MONITOR NO LATER THAN 5:00 P.M., TORONTO TIME, ON THE DAY THAT IS THIRTY (30) CALENDAR DAYS FOLLOWING THE DELIVERY OF THE FINANCIER'S ENTITLEMENT FINDING IN ACCORDANCE WITH THE ENTITLEMENT CLAIMS PROCESS ORDER, TO:

ERNST & YOUNG INC.,

solely in its role as Court-appointed Monitor of the Applicants
and not in its personal or corporate capacity

Subject: Notice of Dispute of Entitlement Claim

E-mail: pridegroup.monitor@ca.ey.com

Telephone: 1-800-207-9506

100 Adelaide Street West, Toronto, ON M5B 0B3

With a copy to:

BLAKE, CASSELS & GRAYDON LLP

Counsel to the Monitor

199 Bay Street, Suite 4000, Toronto ON M5L 1A9

Attention: Daniel Loberto / Kevin Wu

E-mail: daniel.loberto@blakes.com / kevin.wu@blakes.com

and with a copy to:

THORNTON GROUT FINNIGAN LLP

Counsel to the Applicants

Suite 3200, TD West Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto,
Ontario M5K 1K7

Attention: Rachel Nicholson / Puya Fesharaki

E-mail: rnicholson@tgf.ca / pfesharaki@tgf.ca

and with a copy to:

[other Affected Financier(s)]

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF **PRIDE GROUP HOLDINGS INC.** et al (each, an
"Applicant", and collectively, the "Applicants")

Court File No.: CV-24-00717340-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto, Ontario

ENTITLEMENT CLAIMS PROCESS ORDER

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