

The Receiver (Grant Thornton Limited) brought a motion in the above-noted matter which was heard via Zoom videoconference this morning.

The counsel in attendance are those whose names appear on the attached counsel slip.

Endorsement

The Receiver seeks an order approving the sale of certain purchased assets, approving the related Bill of Sale Agreement, approving the First Report of the Receiver, and sealing the confidential appendices to the First Report. The Receiver entered into the Bill of Sale to sell equipment including trucks. The Receiver advises that a 2006 Freightline Coranado was inadvertently included in the Schedule of equipment to be sold. Carl Gatt attended the videoconference as the agent of the purchaser, Ready Go Transport Inc. Mr. Gatt confirmed that the purchaser is aware that this truck will not be included in the purchased assets and that there is no change to the purchase price as a result.

In the First Report, the Receiver recommends approval of the sale transaction because the process was fair and transparent, it represents the best and highest offer received for the purchased assets, and The Royal Bank of Canada ("RBC"), which is the debtor's arm's length secured creditor, supports the transaction. The First Report states that it is anticipated that RBC will suffer a shortfall on amounts owed to it by the debtors. The stakeholders, including RBC, will be protected following the purchase as their claims will attach to the sale proceeds of the transaction with the same priority as they did against the purchased assets.

I have reviewed the First Report of the interim Receiver and the activities of the Receiver set out therein. The First Report and the Receiver's activities appear to be in order and should be approved.

Approval Order to go in the form attached hereto and signed by me. The Order is effective as of today's date and does not need to be entered.

The Approval Order contains a sealing order with respect to the Confidential Appendices to the First Report. I am satisfied that the *Sierra Club* test has been met for these materials. **On the resumption of regular court operations, it will be the responsibility of counsel for the Receiver to ensure that the subject materials are properly identified and protected under seal in the court file.**



Dietrich J.
Superior Court of Justice (Toronto)
December 2, 2020

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

THE HONOURABLE	)	THURSDAY, THE 2 ND DAY
	)	
JUSTICE DIETRICH	)	OF DECEMBER, 2020

B E T W E E N :

ROYAL BANK OF CANADA

Applicant

- and -

**BARTIA TRANSPORT INC. operating as BLB TRANSPORT GROUP,
GATT LOGISTICS INC., SARBJIT KAUR, and CARL DWAIN GATT**

Respondent

APPROVAL ORDER

THIS MOTION, made by Grant Thornton Limited (“**GTL**”), in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of all the assets, undertakings and properties of Bartia Transport Inc. operating as BLB Transport Group (“**Bartia Transport**”) and Gatt Logistics Inc. (together with Bartia Transport collectively, the “**Debtors**”), for an Order, amongst other things: (i) if necessary, abridge the time for service and filing of this notice of motion and the motion record or, in the alternative, dispensing with same; (ii) approve the First Report of the Receiver dated November 27, 2020 (the “**First Report**”) and the activities of the Receiver set out therein; (iii) authorize the Receiver to sell the Purchased Assets as set out

in the First Report; and (iv) approve the Bill of Sale Agreement dated November 26, 2020 (the “**Sale Agreement**”), substantially in the form described in the First Report (the “**Transaction**”); and sealing of the confidential appendices to the First Report, was heard this day by judicial videoconference due to the COVID-19 emergency via the following Zoom coordinates.

ON READING the First Report and appendices thereto, and on hearing the submissions of counsel for the Receiver, counsel for Royal Bank of Canada and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Christine Doyle, sworn and filed on November 27, 2020.

1. **THIS COURT ORDERS** that the time for service, filing and confirmation of the Notice of Motion, Motion Record, First Report and Confidential Supplement be and is hereby abridged, if necessary, such that this Motion is properly returnable today and further service thereof is hereby dispensed with.
2. **THIS COURT ORDERS** that the First Report together with the activities of the Receiver as set out therein be and are hereby approved.
3. **THIS COURT ORDERS** that the Transaction be and is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction.
4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages,

trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise and which if registered, perfected or filed, have been discharged or will be discharged (collectively, the “**Claims**”), the net proceeds from the sale of the Purchased Assets (as defined in the Sale Agreement, “**the Purchased Assets**”) shall stand in the place and stead of the Purchased Assets, and that from and after the closing of the Sale Agreement, all Claims shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to such Purchased Assets immediately prior to the closing of the Sale Agreement, as if such Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to their sale.

5. **THIS COURT ORDERS** That the Confidential Appendices (as described in the First Report) shall be sealed pending the closing of the Transaction or further order of this Court.

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States 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 orders and to provide such assistance to the Receiver, as an officer of this 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.



ROYAL BANK OF CANADA

Applicant

- and -

BARTIA TRANSPORT INC. operating as BLB TRANSPORT GROUP, et al.

Respondent

Court File No. CV-20-00649943-00CL

	ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) Proceedings commenced at Toronto
	APPROVAL ORDER
	AIRD & BERLIS LLP Barristers and Solicitors Brookfield Place 181 Bay Street, Suite 1800 Toronto, ON M5J 2T9 Sanjeev P.R. Mitra (LSUC # 37934U) Tel: (416) 865-3085 Fax: (416) 863-1515 E-mail: smitra@airdberlis.com <i>Lawyers for Grant Thornton Limited</i>