UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Comsale Group Inc., *et al.*,[1] Debtors in a Foreign Proceeding.	Chapter 15 Case No. 19-13625 (JLG) Jointly Administered

ORDER (I) APPROVING THE SALE PROCEDURES AND THE SALE NOTICE, (II) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS FREE AND CLEAR OF ANY LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS, (III) RECOGNIZING AND ENFORCING THE CANADIAN SALE PROCEDURES ORDER AND (IV) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of Grant Thornton Limited, solely in its capacity as court-appointed receiver and manager and not in its personal or corporate capacity (the "Receiver") and authorized foreign representative (the "Foreign Representative") of Comsale Group Inc. ("CGI"), Comsale Computer Inc. ("CCI") and Comsale Inc. ("CI" and together with CGI and CCI, the "Debtors"), each of which was placed in a receivership on November 5, 2019 by order (the "Receivership Order") of the Superior Court of Justice (Commercial List) in Ontario, Canada (the "Canadian Court"), Court File No.: CV-19-630501-00CL (the "Canadian Proceeding"), pursuant to sections 105(a), 363, 1501, 1507, 1514, 1520 and 1521 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Local Bankruptcy Rule 6004-1 for the Southern District of New

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[1] The Debtors in these chapter 15 cases, along with the last four digits of each Debtor's U.S. Federal Tax Identification Number or other unique identifier are: Comsale Group Inc. (7355) (Ontario Corporation Number); Comsale Computer Inc. (7508) (Ontario Corporation Number); and Comsale Inc. (0354) (FEIN). The Receiver and Foreign Representative is Grant Thornton Limited, located at 200 King St. W. 11th Floor, Toronto, Ontario, Canada M5H 3T4.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

York (the "Local Rule"), for an entry of an order (i) approving (a) procedures (the "Sale Procedures") for the sale of substantially all of the Debtors' assets (the "Sale") that are within the territorial jurisdiction of the United States and (b) the form and manner of notice of the Sale attached hereto as **Exhibit 1** (the "Sale Notice"), (ii) authorizing the Sale of the Debtors' assets free and clear of liens, claims, encumbrances and other interests, (iii) recognizing and enforcing in the United States the order of the Canadian Court attached to the Motion as **Exhibit B** (the "Canadian Sale Procedures Order") and (iv) granting related relief; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(N) and (P); and venue being proper before this Court pursuant to 28 U.S.C. § 1410(1) and (3); and appropriate, sufficient and timely notice of the filing of the Motion and the hearing thereon having been given pursuant to the Bankruptcy Rules 2002 and 6004 and Local Rule 6004-1; and the Court having held a hearing on January 28, 2020 to consider the relief requested in the Motion and upon the record established at such hearing; and the Court having found and determined that the relief requested in the Motion is in the best interests of the Debtors and their creditors and is in the interests of international comity and not inconsistent with United States policy; and the Court having found and determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein; and no objections or other responses having been filed that have not been overruled, withdrawn or otherwise resolved; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:[3]

A. Good and sufficient notice of the relief granted by this Order has been given, and no other or further notice is required. A reasonable opportunity to object or be heard regarding the relief granted by this Order (including with respect to the Sale Procedures) has been afforded to parties entitled to notice pursuant to the Bankruptcy Rules and the Local Rules.

B. The Sale Procedures are fair, reasonable and appropriate and are designed to maximize the value of the Available Assets[4] for the benefit of the Debtors and their creditors.

C. The proposed form and manner of notice of the Sale Procedures, the Sale or Sales of Available Assets pursuant to the Sale Notice and the Objection Deadline, in each case as set forth in the Motion, is good, appropriate, sufficient and reasonably calculated to provide all interested parties with timely and proper notice of the Sale Procedures, the Sale or Sales of Available Assets pursuant to the Sale Notice and the Objection Deadline, and no other or further notice is required.

D. The Foreign Representative has demonstrated good and sufficient cause for this Court to grant the relief requested in the Motion, including the Sale Procedures and the form and manner of service of the Sale Notice.

E. The relief granted herein is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the U.S. and warranted pursuant to sections 1507 and 1521 of the Bankruptcy Code.

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[3] The findings and conclusions set forth herein and in the record of the hearing on the Motion constitute this Court's findings of facts and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Bankruptcy Rules 7052 and 9014. To the extent any of the findings of fact herein constitute conclusions of law, they are adopted as such. To the extent any of the conclusions of law herein constitute findings of fact, they are adopted as such.

[4] As used herein, "Available Assets" means substantially all of the Debtors' assets, including inventory, machinery, equipment, furniture, fixtures, motor vehicles and leasehold improvements.

F. The entry of this Order is in the best interests of the Debtors, their creditors and all other parties-in-interest in these chapter 15 cases; and now therefore

BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFOR, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The following Sale Procedures, which are approved in all respects, shall govern the Sale of the Available Assets located in the United States:

a. **Solicitation Materials**. The Foreign Representative shall prepare (i) a form of solicitation letter summarizing the Sale Procedures and soliciting parties to express interest in the Available Assets (the "Solicitation Letter"); (ii) a form of non-disclosure agreement (the "NDA") to be executed to access the Data Room (defined below) and (iii) a form of offer and asset purchase agreement (the "APA," together with the NDA and the Solicitation Letter, the "Solicitation Materials"). The Foreign Representative shall serve a copy of the Solicitation Letter on (a) the United States Trustee; (b) any party known to have asserted a lien on the Available Assets, including HSBC Bank Canada ("HSBC"); (c) any Potential Purchasers (defined below) and (d) any party that has filed a notice of appearance in these chapter 15 cases.

b. **Data Room**. The Foreign Representative shall establish a data room (the "Data Room") that will contain the following information (to the extent available from the Debtors' books and records): detailed asset listings, virtual tour videos of the warehouses and Available Assets as filmed by capable third parties, photographs of the Available Assets, detailed expenses related to the rent and utilities for each warehouse, lease agreements (if any), form of APA, and any other information relevant to the sale of the Available Assets. Access to the Data Room shall be available to Potential Purchasers upon execution of an NDA acceptable to the Foreign Representative.

c. **Identification of Potential Purchasers**. The Foreign Representative shall identify and prepare a list of Potential Purchasers for the Available Assets (the "Potential Purchasers").

d. **Marketing of the Available Assets**. In addition to sending the Solicitation Materials to Potential Purchasers, the Foreign Representative shall advertise the sale of the Available Assets in newspapers or periodicals of general circulation in Ontario, Canada; Reno, Nevada; Memphis, Tennessee; New York, New York; and Kuala Lumpur, Malaysia, as applicable in its discretion. The Foreign Representative shall also permit Potential Purchasers to inspect the Available

Assets at times and places to be determined by the Foreign Representative and respond to additional reasonable diligence requests.

e. **Bid Deadline**. All bids for the Available Assets must be received by the Foreign Representative by the deadline set forth in the Solicitation Materials, unless extended by the Foreign Representative.

f. **Superior Bid**. The Foreign Representative shall review all offers submitted and discuss those bids with the applicable Potential Purchaser and consult with HSBC and other creditors known to have asserted a lien on the Available Assets, if applicable. If there is more than one acceptable offer, the Foreign Representative shall determine the offer that, in the Foreign Representative's view, is superior (the "Superior Offer") by considering, among other things:

(i) the total value offered;

(ii) the terms and conditions of the offer; and

(iii) the Foreign Representative's opinion of the likelihood of successfully completing the transaction contemplated by the offer.

The Foreign Representative shall (i) inform the offeror of the Superior Offer that its offer has been selected as the Superior Offer; (ii) negotiate and execute an APA with the offeror of the Superior Offer and (iii) subject to Court approval, close the transaction.

g. **Sale Notice**. Once the Foreign Representative has successfully entered into one or more sale agreements with one or more purchasers, no less than ten (10) days before the Objection Deadline (defined below) for the applicable Sale of Available Assets, the Foreign Representative shall serve a copy of the applicable Sale Notice on (a) the United States Trustee; (b) any party known to have asserted a lien on the Available Assets, including HSBC and (c) any party that has filed a notice of appearance in these chapter 15 cases (collectively, the "Sale Notice Parties"). The Sale Notice shall provide the following information for the applicable Sale of Available Assets: (a) identification of the Available Assets being sold; (b) identification of the purchaser; (c) the purchase price and terms of payment to be paid by the purchaser; (d) a copy of the APA evidencing the Sale (or a summary of the material terms of the APA); (e) the material terms of any marketing or sales process undertaken with respect to the applicable Available Assets; (f) a statement regarding any party known to have asserted a lien on the applicable Available Assets and (g) the Objection Deadline and the date of the Sale Hearing for the applicable Sale.

h. **Proposed Sale Order**. The Foreign Representative shall attach to the applicable Sale Notice a proposed form of sale order (the "Sale Order") for the Sale of the applicable Available Assets.

i. **Foreign Representative Declaration**. The Foreign Representative shall attach to the applicable Sale Notice a declaration in support of the Sale containing statements sufficient for the Court to find that: (i) the Sale constitutes a prudent exercise of the Foreign Representative's business judgment; (ii) the Sale may be consummated free and clear of all liens, claims, encumbrances and other interests under section 363(f) of the Bankruptcy Code and (iii) the purchaser is a good faith purchaser entitled to the protections of section 363(m) of the Bankruptcy Code.

j. **Objection Deadline**. Objections, if any, to a Sale must be filed with this Court and served on: (i) the Foreign Representative and its counsel; (ii) the United States Trustee; (iii) any party known to have asserted a lien on the Available Assets, including HSBC and (iv) any party that has filed a notice of appearance in these chapter 15 cases so as to be **actually received** on or before the date that is ten (10) calendar days following the date that the applicable Sale Notice is served on the Sale Notice Parties (the "Objection Deadline").

k. **Sale Hearing**. A hearing to consider the applicable Sale (the "Sale Hearing") shall be held at a date and time established by the Court as set forth in the Sale Notice.

l. **As is, Where Is**. The Sale of the Available Assets pursuant to these Sale Procedures shall be on an "as is, where is" basis and without representations or warranties of any kind or nature by the Foreign Representative, its agents and advisors, unless otherwise provided in any APA, except that the Foreign Representative may represent and warrant that the Foreign Representative is duly appointed as the receiver and manager of the undertaking, property and assets of the Debtors and is duly authorized to sell all of the Debtors' right, title and interest, if any, in and to the Available Assets.

3. The Foreign Representative is authorized to take any and all actions necessary or appropriate to implement the Sale Procedures.

4. The Foreign Representative is authorized to modify the Sale Procedures or impose additional terms and conditions on the Sale of the Available Assets in its reasonable business judgment in any manner that will best promote the goals of the bidding process, including, without limitation, (i) extending the deadlines set forth in this Order and the Sale Procedures, (ii) adding procedural rules that are reasonably necessary or advisable to effectuate the Sale, (iii) rejecting

any bids for the Sale of Available Assets, (iv) terminating the sale process contemplated by the Sale Procedures and (v) removing any of the Available Assets from the sale process contemplated by the Sale Procedures.

5. The Sale Notice substantially in the form attached hereto as "Exhibit 1" is hereby approved. The Sale Notice shall constitute good and sufficient notice of the Motion, the Sales, the Objection Deadline and the Sale Hearing. No other or further notice of the Motion, the Sales, the Objection Deadline, the Sale Hearing and the proposed Sale Order shall be necessary or required.

6. The Sale Hearing shall be held before the Honorable James L. Garrity, Jr., United States Bankruptcy Judge for the Southern District of New York, United States Bankruptcy Court, Courtroom 601, One Bowling Green, New York, New York 10004 at a date and time to be determined by the Court as set forth in the applicable Sale Notice. If no objection to the Sale of the Available Assets is filed and served in accordance with the Sale Procedures so as to be actually received on or before the applicable Objection Deadline, the declarant who submits a declaration in support of the Sale as described in paragraph 2(i) hereof may appear telephonically at the Sale Hearing if such declarant is located outside of the United States.

7. The Canadian Sale Procedures Order is recognized in full and given full force and effect in the United States.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) the terms of this Order shall be immediately effective and enforceable upon its entry; (b) the Foreign Representative is not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order and (c) the Foreign Representative may, in its discretion and without further delay, take any action and perform any act authorized under this Order, the Receivership Order or the Canadian Sale Procedures Order.

9. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

Dated: February 4, 2020
New York, New York

/s/ James L. Garrity, Jr.
THE HONORABLE JAMES L. GARRITY, JR.
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

SALE NOTICE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	Chapter 15
Comsale Group Inc., *et al.*,[1]	Case No. 19-13625 (JLG)
Debtors in a Foreign Proceeding.	Jointly Administered

NOTICE OF PROPOSED SALE OF AVAILABLE ASSETS

PLEASE TAKE NOTICE that on November 13, 2019, Grant Thornton Limited, solely in its capacity as court-appointed receiver and manager and not in its personal or corporate capacity (the "Receiver") and authorized foreign representative (the "Foreign Representative") of Comsale Group Inc. ("CGI"), Comsale Computer Inc. ("CCI" or the "Borrower") and Comsale Inc. ("CI" and together with CGI and CCI, the "Debtors"),[2] filed the *Chapter 15 Petition for Recognition of a Foreign Proceeding* and the *Verified Petition Under Chapter 15 for Recognition of a Foreign Main Proceeding and Related Relief* (together, the "Petition") for each of the Debtors pursuant to chapter 15 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE THAT on December 16, 2019, the Court entered an order recognizing the Canadian Proceeding as a foreign main proceeding.

PLEASE TAKE FURTHER NOTICE THAT on January [●], 2020, the Court entered the *Order (I) Approving the Sale Procedures and the Sale Notice, (II) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of Any Liens, Claims, Encumbrances and Other Interests, (III) Recognizing and Enforcing the Canadian Sale Procedures Order and (IV) Granting Related Relief* (the "Sale Procedures Order")[3] authorizing the Foreign Representative to sell substantially all of the Debtors' assets located in the United States pursuant to the procedures set forth in the Sale Procedures Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Sale Procedures Order, the Foreign Representative proposes to enter into the transaction (the "Proposed Transaction")

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1 The Debtors in these chapter 15 cases, along with the last four digits of each Debtor's U.S. Federal Tax Identification Number or other unique identifier are: Comsale Group Inc. (7355) (Ontario Corporation Number); Comsale Computer Inc. (7508) (Ontario Corporation Number); and Comsale Inc. (0354) (FEIN). The Receiver and Foreign Representative is Grant Thornton Limited, located at 200 King St. W. 11th Floor, Toronto, Ontario, Canada M5H 3T4.

2 Each of the Debtors was placed in a receivership on November 5, 2019 by order (the "Receivership Order") of the Superior Court of Justice (Commercial List) in Ontario, Canada (the "Canadian Court"), Court File No.: CV-19-630501-00CL (the "Canadian Proceeding").

3 Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Sale Procedures Order.

pursuant to the asset purchase agreement (the "APA") attached to this Notice as Exhibit A. The material terms of the Proposed Transaction are described below:

- **Available Assets Being Sold**:
- **Purchaser**:
- **Purchase Price**:
- **Terms of Payment**:
- **Marketing Efforts**:
- **Known Liens**:
- **Other Material Terms**:

PLEASE TAKE FURTHER NOTICE that, pursuant to the Sale Procedures Order, the Foreign Representative requests entry of the proposed order attached to this notice as Exhibit B (the "Proposed Order") authorizing the consummation of the Proposed Transaction on ten (10) calendar days' notice and granting relief pursuant to sections 363(f) and 363(m) of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, in support of the relief requested in the Proposed Order, the Foreign Representative submits the *Declaration of Foreign Representative* attached to this Notice as Exhibit C (the "Foreign Representative Declaration").

PLEASE TAKE FURTHER NOTICE that, consistent with the Sale Procedures Order and the Foreign Representative Declaration, if the Court enters an order granting relief under section 363(f) of the Bankruptcy Code, upon closing of the Sale, the Available Assets shall be transferred free and clear of all liens, claims, encumbrances and other interests, with such liens, claims, encumbrances and other interests attaching to the sale proceeds in the order of priority and with the same validity, force and effect that they have as against the Available Assets immediately prior to the Proposed Transaction.

PLEASE TAKE FURTHER NOTICE that objections to the Proposed Transaction must be filed electronically with the Court by registered users of the Court's electronic case filing system in accordance with General Order M-399 and the Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of each of which may be viewed on the Court's website at http://www.nysb.uscourts.gov). Two single-sided hard copies of any response or objection shall be sent to the Chambers of the Honorable James L. Garrity, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408 and served upon counsel for the Foreign Representative, Linklaters LLP, 1345 Avenue of the Americas, New York, New York 10105 (Attention: Robert H. Trust, Esq., Penelope J. Jensen, Esq. and Christopher J. Hunker, Esq.) and Thornton Grout Finnigan LLP, 100 Wellington St. West, Suite 3200, Canada Pacific Tower, Toronto (Ontario), Canada M5K 1K7 (Attention: D.J. Miller and Rachel Bengino) (collectively, the "Objection Notice Parties"), so as to be actually received on or before the date that is ten (10) calendar days following the date that this Sale Notice is served on the Objection Notice Parties (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that the Sale Hearing shall be held before the Honorable James L. Garrity, Jr., United States Bankruptcy Judge for the Southern District of New York, United States Bankruptcy Court, Courtroom 601, One Bowling Green, New York, New York 10004 on [●].

PLEASE TAKE FURTHER NOTICE that all parties in interest wishing to oppose the Proposed Transaction must appear at the Sale Hearing at the time and place set forth above.

PLEASE TAKE FURTHER NOTICE that the Sale Hearing may be adjourned from time to time without further notice other than an announcement in open court, or a notice of adjournment filed with the Court, of the adjourned date or dates of the hearing or any further adjourned hearing.

Dated: [●], 2020
New York, New York

Respectfully submitted,

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Counsel to the Foreign Representative

EXHIBIT B

Proposed Sale Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Comsale Group Inc., *et al.*,[1] Debtors in a Foreign Proceeding.	Chapter 15 Case No. 19-13625 (JLG) Jointly Administered

ORDER AUTHORIZING AND APPROVING SALE OF AVAILABLE ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS IN ACCORDANCE WITH THE SALE PROCEDURES ORDER

Upon the *Notice of Proposed Sale of Available Assets* (the "Sale Notice") and the *Declaration of Foreign Representative* attached to the Sale Notice as Exhibit C (the "Foreign Representative Declaration") in support of entry of an order (this "Order") authorizing the sale of Available Assets (the "Proposed Transaction") to ______________ (the "Buyer") pursuant to the *Order (I) Approving the Sale Procedures and the Sale Notice, (II) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of Any Liens, Claims, Encumbrances and Other Interests, (III) Recognizing and Enforcing the Canadian Sale Procedures Order, and (IV) Granting Related Relief* [Docket No. ___] (the "Sale Procedures Order"); and this Court having jurisdiction to consider the Sale Notice and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Sale Notice and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(N) and (P); and venue being proper before this Court pursuant to 28 U.S.C. § 1410(1) and (3); and the Court having reviewed and considered the Foreign Representative Declaration; and the Court having held a hearing on [●] to consider the relief

[1] The Debtors in these chapter 15 cases, along with the last four digits of each Debtor's U.S. Federal Tax Identification Number or other unique identifier are: Comsale Group Inc. (7355) (Ontario Corporation Number); Comsale Computer Inc. (7508) (Ontario Corporation Number); and Comsale Inc. (0354) (FEIN). The Receiver and Foreign Representative is Grant Thornton Limited, located at 200 King St. W. 11th Floor, Toronto, Ontario, Canada M5H 3T4.

requested in this Order and upon the record established at such hearing; and it appearing that the Proposed Transaction is in the best interests of the Debtors and their creditors; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY FOUND AND DETERMINED THAT:

A. Good and sufficient notice of the relief granted by this Order has been given in accordance with the Sale Procedures Order to (a) the United States Trustee; (b) any party known to have asserted a lien on the Available Assets, including HSBC and (c) any party that has filed a notice of appearance in these chapter 15 cases. Notice of the Proposed Transaction was good, sufficient and appropriate under the circumstances and provided a reasonable opportunity to object or be heard regarding the relief granted by this Order to parties entitled to notice pursuant to the Bankruptcy Rules and the Local Rules. No other or further notice of the Proposed Transaction is required.

B. The Foreign Representative has demonstrated that the Proposed Transaction is a reasonable exercise of the Foreign Representative's business judgment and is in the best interests of the Debtors and their creditors. Sound business reasons exist for the Proposed Transaction.

C. The transfer of the Available Assets to the Buyer pursuant to the APA shall be legal, valid and effective and shall vest the Buyer with all right, title and interest of the Debtors to the Available Assets free and clear of all liens, claims, encumbrances and other interests. One or more of the standards set forth in sections 363(f)(1)-(5) of the Bankruptcy Code have been satisfied.

D. The Buyer is a good faith purchaser for value, is entitled to all of the protections afforded under section 363(m) of the Bankruptcy Code and has otherwise acted in good faith in connection with the Proposed Transaction. Specifically, (a) the Buyer is not an "insider" of the Debtors, as that term is defined in the Bankruptcy Code; (b) the Proposed Transaction was negotiated at arm's-length and in good faith; (c) the Buyer did not in any way induce or cause the filing of these chapter 15 cases; (d) the consideration provided by the Buyer under the Proposed Transaction is fair and reasonable; and (e) the Proposed Transaction is not the result of fraud or collusion. Neither the Foreign Representative nor the Buyer has engaged in any conduct that would cause or permit the Proposed Transaction to be avoided or result in the imposition of any costs or damages under section 363(n) of the Bankruptcy Code.

IT IS THEREFORE, ORDERED, ADJUDGED, AND DECREED THAT:

1. The Proposed Transaction is approved as set forth herein.

2. Pursuant to sections 363(b) and 363(f) of the Bankruptcy Code, the Foreign Representative is authorized to transfer the Available Assets to the Buyer pursuant to the terms of the APA. The APA is hereby approved, and the Foreign Representative is authorized to take all actions necessary to consummate the Proposed Transaction.

3. Pursuant to sections 363(b) and 363(f) of the Bankruptcy Code, the Available Assets shall be transferred free and clear of all liens, claims, encumbrances and other interests, and all such liens, claims, encumbrances and other interests shall attach to the proceeds of the Proposed Transaction in the order of priority and with the same validity, force and effect that they have as against the Available Assets immediately prior to the Proposed Transaction.

4. The Buyer is a good faith buyer within the meaning of section 363(m) of the Bankruptcy Code and is entitled to the full protections of section 363(m) of the Bankruptcy Code. The reversal or modification on appeal of the authorization provided herein to consummate the Proposed Transaction shall not affect the validity of the Proposed Transaction, unless such

authorization and consummation of the Proposed Transaction is duly and properly stayed pending such appeal.

5. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) the terms of this Order shall be immediately effective and enforceable upon its entry; (b) the Foreign Representative is not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order and (c) the Foreign Representative may, in its discretion and without further delay, take any action and perform any act authorized under this Order, the Receivership Order or the Canadian Sale Procedures Order.

6. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

Dated: ___________________, 2020
New York, New York

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THE HONORABLE JAMES L. GARRITY, JR.
UNITED STATES BANKRUPTCY JUDGE