

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

**THE HONOURABLE MR.) THURSDAY, THE 14TH
JUSTICE NEWBOULD) DAY OF JANUARY, 2016**

**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
TRAVELBRANDS INC.**



APPROVAL AND VESTING ORDER

THIS MOTION made by TravelBrands Inc. (the "**Applicant**") for an order, *inter alia*, approving the transactions (the "**Transactions**") contemplated by an asset transfer agreement (the "**ATA**") between the Applicant and 2224855 Ontario Inc. (the "**Purchaser**") dated January 8, 2016, and vesting in the Purchaser the Applicant's right, title and interest in and to the assets described in the ATA (the "**Purchased Assets**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Joe DeMarinis dated January 8, 2016 (the "**DeMarinis Affidavit**") and the Fifth Report of KPMG Inc., in its capacity as monitor of the Applicant (in such capacity, the "**Monitor**") dated January 13, 2016 (the "**Fifth Report**"), and on hearing from counsel for the Applicant, the Monitor and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service, filed:

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

2. **THIS COURT ORDERS AND DECLARES** that the ATA and the Transactions are hereby approved, and the execution of the ATA by TravelBrands is hereby authorized and approved, with such minor amendments as the Applicant and the Purchaser may agree to in writing. The Applicant is hereby authorized to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transactions, for the conveyance of the Purchased Assets to the Purchaser and for any post-closing matters, including further assurances.

3. **THIS COURT ORDERS AND DECLARES** that the ATA shall be effective as of May 1, 2015 (the “**Effective Date**”) and, effective as of the Effective Date, all of the Applicant’s right, title and interest in and to the Purchased Assets shall vest absolutely in the Purchaser, free and clear of and from 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, excluding any validly perfected security interest granted in favour of the Bank of Montreal or Element Fleet Financial Management Inc. that is set out in Schedule “A” hereto (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Newbould dated May 27, 2015, as amended; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicant and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Applicant;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicant and shall not be void or voidable by creditors of the Applicant, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

5. **THIS COURT ORDERS AND DECLARES** that the Transactions are exempt from the application of the *Bulk Sales Act* (Ontario) and any other applicable bulk sales legislation, and section 6 of the *Retail Sales Tax Act* (Ontario) and any equivalent or corresponding provision under any other applicable tax legislation.

6. **THIS COURT ORDERS** that an unredacted ATA be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of this Court.

7. **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 Applicant 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 Applicant, as may be necessary or desirable to give effect to this Order or to assist the Applicant and its agents in carrying out the terms of this Order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO.:
LE / DANS LE REGISTRE NO.:

JAN 14 2016


SCHEDULE "A"

Secured Party	Filing Number	Collateral Description	Equipment Serial No. (if applicable)	Jurisdiction
Element Fleet Management Inc.	649304379 – 20081016195015317545 (10 years)	Equipment, Motor Vehicle; General Collateral Description: Any vehicles specified and any other vehicles of whatever year, make or model including after acquired vehicles and including any trailers and/or equipment, and including proceeds thereof, provided to the debtor pursuant to a motor vehicle lease agreement made between the parties. No other assets included.	N/A	Ontario
Bank of Montreal	666306711 – 20101202131315322720	Inventory, Equipment, Accounts, Other,	N/A	Ontario

	(5 years)	Motor Vehicle		
Bank of Montreal	686407545 – 20130426145215909482 (7 years)	Inventory, Equipment, Accounts, Other, Motor Vehicle	N/A	Ontario
Bank of Montreal	893190F (registered December 2, 2010; 5 years)	All present and after acquired personal property of the debtor and, without limitation, all fixtures, crops, and licences	N/A	British Columbia
Bank of Montreal	317103H (registered April 29, 2013; 7 years)	All present and after acquired personal property	N/A	British Columbia
Bank of Montreal	13-0336151-0002 (registered April 29, 2013; 10 years) Nature of registration: Movable hypothec without delivery	All movable property, present and future, corporeal and incorporeal, of every nature and kind and wheresoever located.	N/A	Quebec
Element Fleet Management Inc. (lessor)	08-0601273-0001 (registered October 20, 2008; expiring July 26, 2018) Nature of registration: Global registration pertaining to rights	The universality of all vehicles, present and future, provided to the lessee pursuant to the motor vehicle lease agreement between the lessor	N/A	Quebec

	resulting from a lease (master agreement)	and the lessee, including all replacements, supplements or amendments thereto, together with any replacement or supplementary vehicle provided to the lessee in accordance with the terms of the said motor vehicle lease agreement, and including all accessories and equipment attached thereto from time to time.		
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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, Court File No.: CV-15-10980-00CL
AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
TRAVELBRANDS INC.

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

Proceeding commenced at Toronto

APPROVAL AND VESTING ORDER

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