

**ONTARIO
SUPERIOR COURT OF JUSTICE**

*IN THE MATTER OF Section 101 of the Court of Justice Act, R.S.O. 1990 c.C.43, as amended,
and in the matter of Section 243(1) of the Bankruptcy and Insolvency Act, R.S.C., c. B-3,
as amended*

THE HONOURABLE) **TUESDAY, THE 5th**
)
JUSTICE M.D. PARAYESKI) **DAY OF DECEMBER, 2023**

BETWEEN:

HSBC BANK CANADA

Applicant

- and -

ABLEDOCS INC. and ABLEDOCS INTERNATIONAL LIMITED

Respondents

APPROVAL AND VESTING ORDER AND ANCILLIARY RELIEF

THIS MOTION, made by BDO Canada Limited, in its capacity as Court appointed receiver and manager (the "**Receiver**") of Abledocs Inc. ("**Debtor**"), for an order, *inter alia*, approving the sale transaction (the "**Transaction**") contemplated by an asset purchase agreement (the "**Asset Purchase Agreement**") between the Receiver and Grackledocs Inc. (the "**Purchaser**") dated December 4, 2023, and vesting in the Purchaser the right, title, benefit and interest of the Debtor in and to the assets described in the Asset Purchase Agreement (the "**Purchased Assets**"), and other ancillary relief, was heard this day by videoconference.



ON READING the Motion Record of the Receiver and the First Report of the Receiver dated December 4, 2023 (the "**First Report**") and on hearing the submissions of counsel for the Receiver and any such other counsel or individual as were present, no one appearing for any other person on the service list, although properly served as evidenced by the Affidavit of Tiegan Kilbride sworn December 4, 2023, filed.

APPROVAL AND VESTING

1. **THIS COURT ORDERS** that unless otherwise defined herein or the context otherwise requires, capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Asset Purchase Agreement and the First Report.

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

3. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Asset Purchase Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets.

4. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule A** hereto (the "**Receiver's Certificate**"), all of Debtor's right, title, benefit and interest in and to the Purchased Assets described in the Asset Purchase Agreement 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 (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Receivership Order dated November 16, 2023; (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.

5. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate forthwith after delivery thereof.

7. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Company's records pertaining to Debtor's past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use

of such information by Debtor.

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

- (a) the pendency of these proceedings; and
- (b) the assignment in bankruptcy made in respect of the Debtor on or about November 27, 2023;

the vesting of the Purchased Assets in the Purchaser to this Order shall be binding on the trustee in bankruptcy in respect of Debtor and shall not be void or voidable by creditors of Debtor, 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.

9. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from Section 6(3) of the *Retail Sales Act* (Ontario).

10. **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.


ANCILLIARY RELIEF

11. **THIS COURT ORDERS AND DIRECTS** Adam Spencer to facilitate the transfer to the Receiver of all funds being held and deposited into an RBC bank account held in North Carolina in the name of Abledocs (USA) LLC, bearing account number 000503352558.

12. **THIS COURT ORDERS AND DIRECTS** the Confidential Supplement to the First Report, shall be sealed until the closing of the Transaction, or further Order of this Court.

13. **THIS COURT ORDERS** that the activities of the Receiver as described in the First Report be and are hereby approved.



ENTERED AT HAMILTON
IN Book No. 405
as Document No. 63
on: DEC 05 2023
by: 

Schedule A- Form of Receiver's Certificate

Court File No.: CV-23-00083219-0000

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SUPERIOR COURT OF JUSTICE**

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BETWEEN:

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Applicant

- and -

ABLEDOCS INC. and ABLEDOCS INTERNATIONAL LIMITED

Respondents

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice L. Sheard of the Ontario Superior Court of Justice (the "**Court**") dated November 16, 2023, BDO Canada Limited was appointed as receiver and manager (the "**Receiver**") of the assets, undertakings and properties of Abledocs Inc. ("**Abledocs Inc.**"), amongst others.

B. Pursuant to an Order of the Court dated December 5, 2023, the Court approved the agreement of purchase and sale made as of December 3, 2023 (the "**Asset Purchase Agreement**") between the Receiver and GrackleDocs Inc. (the "**Purchaser**" which shall include any party the Purchaser may nominate or direct) and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the

Purchaser, or whomever the Purchaser shall nominate or direct, of a certificate confirming: (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets, (ii) that the conditions to closing as set out in the Asset Purchase Agreement have been satisfied or waived by the Receiver and the Purchaser, and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Asset Purchase Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Asset Purchase Agreement;
2. The conditions to closing as set out in the Asset Purchase Agreement have been satisfied or waived by the Receiver and the Purchaser, respectively; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

**BDO Canada Limited, in its capacity as
Receiver, and not in its personal capacity**

Per: _____
Name:
Title:

HSBC BANK CANADA

Applicants

-and-

ABLEDOCS INC., et al.

Respondents

Court File No.: CV-23-00083219-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
HAMILTON

APPROVAL AND VESTING ORDER

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