

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

BETWEEN:

CANADIAN SOLAR SOLUTIONS INC.

Applicant

- and -

RA SOLAR LEASING INC.

Respondent

**NOTICE OF MOTION
(Sale Approval and Vesting Order)**

BDO Canada Limited, in its capacity as receiver and manager of the Respondent (the "**Receiver**"), will make a motion to a Judge on Thursday, April 25, 2013, at 10 a.m., or soon after that time as the motion can be heard for, *inter alia*, an Approval and Vesting Order (the "**Approval and Vesting Order**"), at 330 University Ave., Toronto, Ontario.

PROPOSED METHOD OF HEARING:

The motion is to be heard orally.

THE MOTION IS FOR:

1. an Order, if necessary, abridging the time for service of this Notice of Motion and the Motion Record and that the Notice of Motion is properly returnable on the date established by the Commercial List office and that further service of the Notice of Motion on any interested party, other than those served, may be dispensed with;
2. an Order approving the Second Report of the Receiver dated April 17, 2013 (the "**Second Report**"), the earlier Supplemental Report to the First Report of the Receiver dated January 16, 2013 (the "**Supplemental First Report**") and the actions and

activities of the Receiver as described in the Second Report and Supplemental First Report;

3. an Order approving the Receiver's Interim Statement of Receipts and Disbursements as set out in the Second Report;

4. an Order approving the Receiver's interim fees and disbursements as set out in the Second Report and Tab 3 of this Motion Record;

5. an Order approving the interim fees and disbursements of the Receiver's counsel as set out in the Second Report and Tab 4 of this Motion Record;

6. an Order approving the sale transaction (the "**Transaction**") contemplated by the agreement of purchase and sale dated April 10, 2013 (the "**Sale Agreement**") between the Receiver and Canadian Solar Solutions Inc. (the "**Purchaser**") and upon closing the sale Transaction pursuant to the Sale Agreement, vesting in the Purchaser the Respondent's rights, title and interest in and to the assets described in the Sale Agreement, free and clear of any claims and encumbrances;

7. an Order sealing Confidential Appendix "XI" through "XVI" to the Second Report until the completion of the Transaction, or by further order of this Court;

8. an Order extending the date in which to obtain or be granted the Approval and Vesting Order from April 1, 2013 to the date of this Motion;

9. an Order extending the closing date of the completion of the Transaction from April 3, 2013 to on or before thirty (30) days following the date upon which the Approval and Vesting Order is issued and entered; and

10. such further and other relief as counsel may request and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

- (a) the Receiver has filed with this Court the Second Report detailing its findings and specifying its activities to April 17, 2013, and seeks approval for its actions to that date as described therein and for its intended actions thereafter;
- (b) the Sales Process Order dated January 18, 2013 (the "**Sales Process Order**") set down a closing date for the completion of the Transaction of on or before April 3, 2013 but more time is required, to a maximum of thirty (30) days from the date of the Approval and Vesting Order, in order to close the Transaction;
- (c) under the Sales Process Order, the Receiver must apply to the Court and obtain the Approval and Vesting Order or an order approving the Transaction and vesting the assets described in the Sale Agreement in the Purchaser free of all claims and encumbrances, on or before April 1, 2013 but more time is required to the date of this Motion to seek same;
- (d) the provisions of the Receivership Order dated November 26, 2012;
- (e) the provisions of the Sales Process Order (subject to the requested above amendments);
- (f) the Reasons for Decision of Justice Brown in this matter released January 29, 2013;
- (g) the provisions of the *Bankruptcy and Insolvency Act*; and
- (h) such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (i) the Second Report of the Receiver; and
- (ii) such further and other materials as counsel may advise and this Honourable Court may permit.

Date: April 18, 2013

FOGLER, RUBINOFF LLP

Lawyers

77 King Street West

Suite 3000, P.O. Box 95

Toronto-Dominion Centre

Toronto, Ontario M5K 1G8

Vern W. DaRe (LSUC# 32591E 1D)

Tel: 416.941.8842

Fax: 416.941.8852

Email: vdare@foglers.com

*Lawyers for the court-appointed Receiver of RA
Solar Leasing Inc., BDO Canada Limited*

TO: SEE SERVICE LIST

SERVICE LIST

TO: **WEIRFOULDS LLP**
Barristers and Solicitors
Toronto-Dominion Centre
66 Wellington Street West, Suite 4100
Toronto, ON M5K 1B7

Paul D. Guy
Tel: 416.947.5045
Fax: 416.365.1876
Email: pguy@weirfoulds.com

Lawyers for Canadian Solar Solutions Inc.

AND TO: **MORRIS & MORRIS LLP**
Barristers & Solicitors
390 Bay Street, Suite 920
Toronto, ON M5H 2Y2

Brian Morris
Tel: 416.366.2816
Fax: 416.366.5988
Email: bmorris@mmlaw.ca

Lawyers for RA Solar Leasing Inc.

AND TO: **HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF ONTARIO AS
REPRESENTED BY THE MINISTER OF FINANCE**
(Income Tax, PST)
PO Box 620
33 King Street West, 6th Floor
Oshawa, ON L1H 8E9

Kevin J. O'Hara
Email: Kevin.ohara@ontario.ca

AND TO: **DEPARTMENT OF JUSTICE**
P.O. Box 36
The Exchange Tower
130 King Street West, Suite 3400
Toronto, ON M5X 1K6

Diane Winters
Tel: (416) 973-3172
Fax: (416) 973-0810
Email: diane.winters@justice.gc.ca

CANADIAN SOLAR SOLUTIONS INC.
Applicant

- and -

RA SOLAR LEASING INC.
Respondent

Court File No. CV-12-9861-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceedings commenced at Toronto

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FOGLER, RUBINOFF LLP

Lawyers

77 King Street West

Suite 3000, P.O. Box 95

TD Centre

Toronto, Ontario M5K 1G8

Vern W. DaRe (LSUC# 32591E 1D)

Tel: 416-941-8842

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*Lawyers for the court-appointed
Receiver of RA Solar Leasing Inc.,
BDO Canada Limited*