

District of: Ontario
Division No.: 09-Toronto
Court No.: 31-3038619
Estate No.: 31-3038619

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

THE HONOURABLE)
JUSTICE KIMMEL)
MONDAY, THE 15TH
DAY OF APRIL, 2024

B E T W E E N:

(Court Seal)

IN THE MATTER OF NOTICE OF INTENTION TO MAKE
A PROPOSAL OF
BRR LOGISTICS LIMITED

**ORDER
(Platinum AVO)**

THIS MOTION, made by BRR Logistics Limited (the “**Company**”), pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”) for an order, among other things: (i) approving the auction proposal dated March 19, 2024 (the “**Auction Proposal**”) delivered to the Company by Platinum Asset Services Inc. and Platinum Truck and Auto (together, “**Platinum**”) in respect of the sale of trailers, reefers, and residual material handling equipment of the Company listed at **Schedule “A”** hereto (collectively the “**Equipment**”) by way of auction; (ii) authorizing the Company to enter into an auction services agreement with Platinum in respect of the sale of the Equipment (the “**Auction Agreement**”); (iii) authorizing Platinum to conduct the auction, as referenced in, and in accordance with the terms of, the Auction Agreement (collectively, the “**Auction**”); and (iv) vesting in each purchaser at such Auction (each, a

“**Purchaser**”) the Company’s right, title and interest in and to the Equipment purchased by such respective Purchaser at the Auction (in each case, the “**Purchased Assets**”), free and clear of any claims and encumbrances, was heard this day by Zoom video conference at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of Michael Wakefield sworn April 9, 2024 and the exhibits thereto (the “**Wakefield Affidavit**”), and the Third Report of BDO Canada Limited (“**BDO**”) dated April 9, 2024 (the “**Third Report**”), in its capacity as proposal trustee of the Company (in such capacity, the “**Proposal Trustee**”), and on hearing the submissions of counsel for the Company and counsel for the Proposal Trustee, and those other parties present, no one else appearing although duly served as appears from the Affidavit of Service of Shallon Garrafa, filed,

SERVICE AND INTERPRETATION

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and Motion Record of the Company is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service hereof.
2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Wakefield Affidavit or the Third Report, as applicable.

AGREEMENT WITH PLATINUM

3. **THIS COURT ORDERS** that the Company's engagement of Platinum pursuant to the Auction Proposal be and is hereby approved, and the Company is authorized and directed to enter into the Auction Agreement with Platinum for the Auction of the Equipment and take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Auction, including, without limitation, assisting Platinum with all matters related to the marketing and sale of the Equipment.

4. **THIS COURT ORDERS AND DECLARES** that the Auction is hereby approved, and upon Platinum completing a sale to a Purchaser at the Auction of one or more Purchased Assets, upon receipt by Platinum from such Purchaser of the purchase price determined at the Auction and upon delivery by Platinum to such Purchaser of a bill of sale or similar evidence of purchase and sale (each, a "**Purchaser Bill of Sale**"), all the Company's right, title and interest in and to the Purchased Assets purchased by such Purchaser at the Auction and described in such Purchaser's Bill of Sale shall vest absolutely in such 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 assignment in bankruptcy of the Company, and the appointment of a licensed insolvency trustee (in such capacity, the "**Trustee**") of the Company's bankrupt estate by the Office of the Superintendent of Bankruptcy; (ii) any encumbrances or charges created by the Order of Justice Conway dated

February 27, 2024 or any other Order of this Court in these proceedings; and (iii) 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 the Claims affecting or relating to such Purchased Assets are hereby expunged and discharged as against such Purchased Assets.

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 payable to the Company from the Auction (the “**Net Proceeds**”) shall stand in the place and stead of the Purchased Assets sold at the Auction, and that from and after the delivery of a Purchaser’s Bill of Sale all Claims shall attach to such Net Proceeds from the sale of the Purchased Assets sold at the Auction and described in such Purchaser’s Bill of Sale with the same priority as they had with respect to such Purchased Assets immediately prior to their sale at the Auction, as if such Purchased Assets had not been sold at the Auction and remained in the possession or control of the person having that possession or control immediately prior to their sale at the Auction.

6. **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 Company and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Company,

the vesting of each of the Purchased Assets in its respective Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that is now or that may be appointed in respect of the Company and shall not be void or voidable by creditors of the Company, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA 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.

GENERAL

7. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in these proceedings, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial>) shall be valid and effective service. Subject to Rule 17.05 of the Rules of Civil Procedure (the “**Rules**”), this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules. Subject to Rule 3.01(d) of the Rules and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission.

8. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Company and the Proposal Trustee are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Company’s creditors or other interested parties at their

respective addresses as last shown on the records of the Company and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or the United States, to give effect to this Order and to assist the Company, the Proposal Trustee and their respective 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 Company and the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Company and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that each of the Company or the Proposal Trustee and any interested party shall be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

11. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order, and this Order is enforceable without the need for entry and filing.

(Signature of judge, officer or registrar)

SCHEDULE "A"
List of equipment

BRR Logistics Limited
Trailer & Reefer Summary
Mar-24

Trailer Details										Reefer Details					
Unit #	Make	Length	Year	Alm Rims	Tank	Tailgate	Bulkhead	NewDoor	VIN	Mileage	Model	Description	Reefer Serial	Year in service	Run Hours
1201	Trailmobile Reefer 36'	36	2001	N	50	N	N		1PT01ANK419002263	can't read	X4-7500	Reefer Sales Inv# 18683 -Carrier Model 7500APX Year 2019	TAP91608254	2010	12,973
8201	Durabody 36 ft Reefer	36	2008	Y	100	N	N		2D9A1V5A581007092	422,070	X4-7500	2018 Carrier Model 7500APX VINTAE91565197	TAE91565197	2018	21,570
8202	Durabody 40 ft Reefer	36	2008	Y	100	Y	N		2D9A1V4A581007093	85,425	X4-7500	2016 Carrier 7500APX, VIN SAB91481540	SAB91481540	2016	29,813
9201	GREAT DANE	53	2010	Y	50	N	Y		1GRAA0627AW702203	14,431	X4-7500	Carrier 7500APX - Lease	UAN91669410	2021	12,129
9202	GREAT DANE	53	2010	Y	100	N	Y		1GRAA0627AW702204	382,569	X-2500A	Carrier 7500APX - Lease	UAR91674658	2021	9,776
9203	GREAT DANE	53	2010	Y	100	N	Y		1GRAA0627AW702205	can't read	X-2500A	Carrier 2500A w/Stealth VIN MAM91147333	MAM91147333	2009	53,787
9204	DURABODY	36	2009	Y	100	Y	N		2D9A1V5A4A1007681	No HubO	X4-7500	Carrier 2500A w/Stealth VIN MAM91147331	TAN91602027	2009	20,127
10201	DURABODY	40	2010	Y	50	Y	Y		2D9A1V4AXA1007931	328,000	X-2500A	Carrier 7500APX - Lease	UAN91669440	2021	7,930
10202	GREAT DANE	53	2010	Y	50	N	N		1GRAA0622BW701364	618,970	X4-7500	Carrier 7500APX - Lease	UAN91668888	2021	15,213
10203	GREAT DANE	53	2010	Y	100	N	Y		1GRAA0625BW701357	557,082	X4-7500	Carrier 7500APX - Lease	UAN91668568	2021	13,249
10204	GREAT DANE	53	2010	Y	50	N	Y	Y	1GRAA0620BW701363	203,768	X4-7500	Carrier 7500APX - Lease	UAN91668890	2021	7,961
10205	GREAT DANE	53	2010	Y	50	N	N		1GRAA0627BW701358	91,045		Removed - Now on 21250			
10206	GREAT DANE	53	2010	Y	100	N	N		1GRAA0625BW701360	80,444	X-2500A	2500A w/stealth MAT91168144	NAT91168144	2010	28,938
10207	GREAT DANE	53	2010	Y	50	N	Y	Y	1GRAA0629BW701359	can't read	X4-7500	Carrier 7500APX - Lease	UAN91668898	2021	14,130
10208	GREAT DANE	53	2010	Y	50	N	N		1GRAA0627BW701361	620,883	X4-7500	Carrier 7500APX - Lease	UAN91668559	2021	13,039
10209	GREAT DANE	53	2010	Y	50	N	N		1GRAA0629BW701362	341,845	X-2500A	Carrier 7500APX - Lease	UAN91668567	2021	12,198
10210	DURABODY	33	2010	Y	50	Y	N		2D9A1V5A9A1007935	No HubO	X-2500A	Carrier 7500APX - Lease	UAN91668558	2021	10,049
12201	Wabash	36	2013	Y	100	Y	Y		1JJV362B5DL769314	349,050	X-2500A	2500A w/stealth PAA91307679	PAA91307679	2012	47,159
21242	UTILITY	48	2002	N	100	N	Y	Y	1UYVS248X2M846001	734,330	2500APX	2014 Carrier 2500 APX VIN # PAT91365024	PAT91365024	2014	40,039
21243	UTILITY	48	2002	N	100	N	N	Y	1UYVS24812M846002	313,904	2500APX	2014 Carrier 2500 APX VIN # PAT91365021	PAT91365021	2014	43,628
21244	UTILITY	48	2002	N	50	N	Y	Y	1UYVS24832M846003	227,296	X4-7500	Carrier 7500APX - Lease	UAN91669439	2021	12,468
21245	UTILITY	48	2002	N	50	N	N		1UYVS24852M846004	525,434	X-2500A	2500A w/stealth New lift truck VIN #PAD91320081	PAD91320081	2013	46,766
21246	UTILITY	48	2002	N	100	N	Y		1UYVS24872M846005	245,443	X4-7500	Reefer Sales Inv# 18683 -Carrier Model 7500APX Year 2020	TAZ91638407	2020	16,318
21249	UTILITY	48	2002	N	100	Y	Y	Y	1UYVS24822M846008	251,813	X4-7500	Carrier 7500APX - Lease	UAN91668886	2021	11,291
21250	UTILITY	48	2002	N	50	N	Y	Y	1UYVS24842M846009	342,500	X-2500A	Carrier 7500APX - Lease	UAN91668563	2021	Need to Get
21255	UTILITY	48	2002	N	50	N	N	Y	1UYVS24882M846014	305,649	X4-7500	Carrier 7500APX - Lease	UAN91669134	2021	11,036
21257	UTILITY	48	2002	N	100	N	N		1UYVS24812M846016	125,705	X-2500A	2014 Carrier 2500 APX VIN # PAT91365038	PAT91365038	2015	46,867
51262	GREAT DANE	53	2006	Y	100	N	N		1GRAA06216W704343	313,582	7500APX	Reefer Sales - 2017 Carrier 7500APX - VIN#502031	SAH91502031	2017	27,846
51263	GREAT DANE	53	2006	Y	100	N	N		1GRAA06206W704348	310,362	7500APX	Reefer Sales - 2017 Carrier 7500APX - VIN#400245	SAH91501665	2017	25,853
51264	GREAT DANE	53	2006	Y	50	N	N		1GRAA06256W704345	198,954	X4-7500	Carrier 7500APX - Lease	UAJ91659252	2021	12,632
51266	GREAT DANE	53	2006	Y	100				1GRAA06296W704347	can't read	7500 APX	Reefer Sales - 2017 Carrier 7500APX - VIN#400190	SAH91501762	2017	26,677
51267	GREAT DANE	53	2006	Y	100	N	Y		1GRAA06216W704344	437,888	X4-7500	2014 Carrier 7500APX VIN #RAC91395675	RAC91395675	2015	35,561
51268	GREAT DANE	53	2006	Y	100	N	Y		1GRAA06226W704349	500,051	7500APX	2014 Carrier 7500APX VIN #RAE91400462	RAE91400462	2015	34,560

Location	Kept	Category	Year	Make	Assets	Model
Brampton	Warehouse	Pallet Truck	2013	Crown	Pallet Truck - Single in-rider	PR4500-60
Brampton	Warehouse	Pallet Truck	2017	Crown	Pallet Truck - Single in-rider	PR4500-60
Brampton	Warehouse	Pallet Truck	2017	Crown	Pallet Truck - Double in-rider	PR4500-60
Brampton	Warehouse	Lift Truck	2013	Crown	Reach Truck	RMD60955-32TT
Brampton	Warehouse	Lift Truck	2013	Crown	Reach Truck	RMD60955-32TT
Brampton	Warehouse	Lift Truck	2010	Crown	Reach Truck	RR5795-30
Brampton	Warehouse	Lift Truck	2013	Crown	Dock Stocker	RC5545
Brampton	Warehouse	Lift Truck	2014	Raymond	Dock Stocker	425-C40TT
Brampton	Warehouse	Accessory	2014	Cascade	Clamp - on the above Raymond	45D-CC3

Location	Kept	Category	Year	Voltage	Model	Serial Number	Equipment
Brampton	Warehouse	Battery	2020	36V	Deka	No serial	Raymond Dock Stocker
Brampton	Warehouse	Battery	2020	36V	Crown Battery	No serial	Crown Dock Stocker
Brampton	Warehouse	Battery	2020	36V	Crown Battery	No serial	Crown Reach
Brampton	Warehouse	Battery	2020	36V	Crown Battery	No serial	Crown Reach
Brampton	Warehouse	Battery	2020	36V	Crown Battery	No serial	Crown Reach
Brampton	Warehouse	Battery	2021	24V	Crown Battery	69782F1	Crown End Rider
Brampton	Warehouse	Battery	2021	24V	Crown Battery	69783F1	Crown End Rider
Brampton	Warehouse	Battery	2021	24V	Crown Battery	69784F1	Crown End Rider

Location	Kept	Category	Year	Make	Model	Voltage	Serial Number
Brampton	Warehouse	Charger		Enersys	ES3-18-2000	48V	IH66798
Brampton	Warehouse	Charger		Enersys	EH3-15-1	48V	MC168441
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-600	24/36V	2-10-0518-20040
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-601	24/36V	2-10-0518-20041
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-602	24/36V	2-10-0518-20042
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-603	24/36V	2-10-0518-20043
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-604	24/36V	2-10-0518-20048
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-605	24/36V	2-10-0518-20051
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-606	24/36V	2-10-0518-20053
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-607	24/36V	2-10-0518-20054
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-608	24/36V	2-10-0518-20055
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-609	24/36V	2-10-0518-20056
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-610	24/36V	2-10-0518-20059
Brampton	Warehouse	Charger		ACT Quantum	Q4-24/36-150-611	24/36V	2-10-0518-20060
Brampton	Warehouse	Charger		Power Charge	PC1HF-10KW 48V-480VAC	36V/24V	2312124655H
Brampton	Warehouse	Charger		Power Charge	PC1HF-10KW 48V-480VAC	36V/24V	2312124651H
Brampton	Warehouse	Charger		Power Charge	PC1HF-10KW 48V-480VAC	36V/24V	2312124653H
Brampton	Warehouse	Charger		Power Charge	PC1HF-10KW 48V-480VAC	36V/24V	2312124654H
Brampton	Warehouse	Charger		Power Charge	PC1HF-10KW 48V-480VAC	36V/24V	2312124650H
Brampton	Warehouse	Charger		Power Charge	PC1HF-10KW 48V-480VAC	36V/24V	2312124652H
Brampton	Warehouse	Charger		Power Charge	PC1HF-10KW 48V-480VAC	36V/24V	2312124656H

IN THE MATTER OF NOTICE OF INTENTION TO MAKE
A PROPOSAL OF
BRR LOGISTICS LIMITED

District of: Ontario
Division No.: 09-Toronto
Court No.: 31-3038619
Estate No.: 31-3038619

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding Commenced at
Toronto

ORDER
(PLATINUM AVO)

MILLER THOMSON LLP

Scotia Plaza
40 King Street West, Suite 5800
P.O. Box 1011
Toronto ON M5H 3S1

Gregory Azeff (LSO#: 45324C)

gazeff@millerthomson.com
Tel: 416-595-2660

Monica Faheim (LSO#: 82213R)

mfaheim@millerthomson.com
Tel: 416.597.6087

Lawyers for BRR Logistics Limited