



District of Ontario
Division No. 12 - Ottawa
Court File No. BK-23-03025642-0033
Bankruptcy Estate File No. 33-3025642

ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)

THE HONOURABLE REGIONAL)
)
SENIOR JUSTICE C. MACLEOD)

TUESDAY, THE 28TH

DAY OF MAY, 2024

IN THE MATTER OF THE BANKRUPTCY AND
INSOLVENCY ACT, R.S.C., 1985, C. B-3, AS AMENDED

AND IN THE MATTER OF THE NOTICE OF INTENTION TO
MAKE A PROPOSAL OF OEM AUTOMOTIVE SOLUTIONS
INC., OEM AUTOMOTIVE CORNWALL INC. AND OEM
AUTOMOTIVE HOLDINGS INC.

ANCILLARY ORDER

THIS MOTION, made by BDO Canada Limited (“**BDO**”), in its capacity as proposal trustee (in such capacity, the “**Proposal Trustee**”) of OEM Automotive Solutions Inc. (“**Solutions**”), OEM Automotive Cornwall Inc. (“**Cornwall**”) and OEM Automotive Holdings Inc. (“**Holdings**”, and collectively with Solutions and Cornwall, the “**Companies**”), each of which Companies filed a Notice of Intention to Make a Proposal (an “**NOI**”) pursuant to the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3, as amended (the “**BIA**”), for an ancillary order (this “**Order**”) in these NOI proceedings (the “**NOI Proceedings**”) including, among other things:

- (a) if necessary, abridging the time for service and filing of the notice of motion and the motion record in these NOI Proceedings or, in the alternative, dispensing with same;

- (b) extending the time for the Companies to file proposals under section 50.4(9) of the BIA to and including June 21, 2024;
- (c) approving the fourth report of the Proposal Trustee in these NOI Proceedings, dated May 22, 2024 (the “**Fourth Report**”), and approving the actions and activities of the Proposal Trustee described in the Fourth Report;
- (d) approving the Proposal Trustee's final statement of receipts and disbursements included in the Fourth Report;
- (e) approving the fees and disbursements of the Proposal Trustee and its counsel, as set out in the Fourth Report and the fee affidavits appended to the Fourth Report (the “**Fee Affidavits**”);
- (f) approving the estimated fees and disbursements of the Proposal Trustee and its counsel, as set out in the Fourth Report, for the completion of the remaining activities in connection with these NOI Proceedings (the “**Remaining Matters**”);
- (g) authorizing BDO to act as trustee in bankruptcy or licensed insolvency trustee (the “**Trustee**”) of the Companies upon the deemed bankruptcies of the Companies pursuant to the BIA (the “**Deemed Bankruptcies**”); and
- (h) authorizing the Trustee, upon or after the Deemed Bankruptcies of the Companies, to administer the bankruptcy estates of Holdings and Cornwall as a single bankruptcy estate,

was heard by this Honourable Court (the “**Court**”) on this day by way of judicial video conference in Ottawa, Ontario.

ON READING the Fourth Report and the Fee Affidavits of the Proposal Trustee and its counsel, and on hearing the submissions of counsel for the Proposal Trustee, counsel for the Companies, counsel for the Bank of Montreal, counsel for 11678833 Canada Inc. and the other parties listed on the participant information form, no one else appearing although properly served as appears from the affidavit of service of Michelle Pham, sworn May 23, 2024, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing 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 thereof.

EXTENSION OF TIME

2. **THIS COURT ORDERS** that the time for the filing of proposals by the Companies is hereby extended in accordance with section 50.4(9) of the BIA up to and including June 21, 2024.

APPROVAL OF FOURTH REPORT, ACTIONS & FEES

3. **THIS COURT ORDERS** that the Fourth Report and the actions, activities and conduct of the Proposal Trustee described therein be and are hereby approved; provided, however, that only the Proposal Trustee, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee and its counsel, as set out in the Fourth Report and the Fee Affidavits, be and are hereby taxed and approved.

5. **THIS COURT ORDERS** that the estimated fees and disbursements of the Proposal Trustee and its counsel for the Remaining Matters, as set out in the Fourth Report, are hereby approved.

RECEIPTS AND DISBURSEMENTS

6. **THIS COURT ORDERS** that the Proposal Trustee's final statement of receipts and disbursements, as set out in the Fourth Report, is hereby approved.

DEEMED BANKRUPTCIES

7. **THIS COURT ORDERS** that, from and after the Deemed Bankruptcies of the Companies, BDO is hereby authorized and empowered, but not obligated, to act as Trustee in respect of the Companies.

PROCEDURAL CONSOLIDATION OF HOLDINGS AND CORNWALL

8. **THIS COURT ORDERS** that, upon the Deemed Bankruptcies of the Companies, the Trustee may administer the bankruptcy estates of Cornwall and Holdings as follows: (a) a single court file number and title of proceeding of “In the Matter of the Bankruptcy of OEM Automotive Cornwall Inc. and OEM Automotive Holdings Inc.”; (b) The Trustee is authorized to administer the bankrupt estates of Cornwall and Holdings as if such estates were a single bankrupt estate for the purpose of carrying out its administrative duties and responsibilities as trustee under the BIA

with respect to the administration of bankrupt estates generally, including without limitation as follows: (i) the Trustee is authorized to send a notice of the first meeting of creditors (the “**Notice**”) in the manner prescribed by section 102 of the BIA by sending a consolidated Notice for all of Cornwall and Holdings, together with directions to download documents to accompany the Notice set out in section 102(2) of the BIA (the “**Forms**”); (ii) meetings of creditors and inspectors, if applicable, in the bankrupt estates of Cornwall and Holdings may be convened through one combined advertisement and conducted jointly provided that the results of any creditors' vote shall be separately tabulated for each such bankrupt estate; (iii) the Trustee is authorized to use a consolidated form of proof of claim that directs creditors to identify the bankrupt estate in which a claim is made for voting and for distribution purposes; (iv) the Trustee is authorized to maintain a consolidated bank account with respect to the bankruptcy estates of Cornwall and Holdings; (v) the Trustee is authorized to issue consolidated reports in respect of the bankruptcy estates of Cornwall and Holdings; (vi) the Trustee is authorized to perform a consolidated making, filing, advertising and distribution of all filings and notices in the bankrupt estates of Cornwall and Holdings required under the BIA; and (vii) a single group of inspectors shall be the inspectors, if appointed, for the consolidated bankruptcy estates of Cornwall and Holdings.

9. **THIS COURT ORDERS** that this procedural consolidation of the bankrupt estates of Cornwall and Holdings is not a substantive consolidation of the bankrupt estates of Cornwall and Holdings and will automatically terminate if the Trustee is replaced as licensed insolvency trustee of any, but not all, of the estates of the Companies.

GENERAL

10. **THIS COURT ORDERS** that this Order is effective as of 12:01 a.m. from today's date and is enforceable without the need for entry and filing.

C. MacLeod RSJ

Issued on May 28th, 2024

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Proceedings commenced at Ottawa

ANCILLARY ORDER

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