

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)
JUSTICE *Pattillo*)
)

THURSDAY, THE 14TH
DAY OF MARCH, 2019

BETWEEN:



BANK OF MONTREAL

Applicant

- and -

ARRRC INTERNATIONAL INC., AGRICULTURE TECHNOLOGY INCORPORATED,
2265469 ONTARIO INC., 2292760 ONTARIO INC. and 2517748 ONTARIO INC.

Respondents

APPLICATION UNDER Section 243 of the *Bankruptcy and Insolvency Act*,
R.S.C. 1985, c. B-3, as amended and Section 101 of the *Courts of Justice Act*,
R.S.O. 1990, c. c-43, as amended

APPROVAL AND VESTING ORDER

THIS MOTION, made by MNP Ltd. in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of ARRC International Inc., Agriculture Technology Incorporated, 2265469 Ontario Inc., 2292760 Ontario Inc. and 2517748 Ontario Inc. (collectively, the "Debtors") for an order approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale (the "Sale Agreement") between the Receiver and 2674913 Ontario Inc. (the "Purchaser") dated January 30, 2019 and appended to the Report of the Receiver dated February 28, 2019 (the "Report"), and vesting in the Purchaser the Debtors' right, title and interest in and to the assets described in the Sale Agreement (the "Purchased Assets"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Receiver, and such other counsel as are listed on the counsel slip for this motion, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Catherine A. O'Neill sworn March 1, 2019 filed:

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale 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 to the Purchaser.

2. 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 the Debtors' right, title and interest in and to the Purchased Assets described in the Sale Agreement and listed on Schedule B hereto 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 Order of the Honourable Justice Pattillo dated April 18, 2018; (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 (iii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the "Encumbrances", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D) 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.

3. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Land Titles Division of Essex (#12) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*], the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule B hereto (the "Real Property") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule C hereto.

4. 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.

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

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 Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtors;

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 Debtors and shall not be void or voidable by creditors of the Debtors, 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.

7. THIS COURT ORDERS that the Confidential Supplement to the Report shall be sealed until the earlier of a) the completion of the Transaction, and b) further order of this Court.

8. 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

Schedule A – Form of Receiver’s Certificate

Court File No. CV-18-595565-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

ARRRC INTERNATIONAL INC., AGRICULTURE TECHNOLOGY INCORPORATED,
2265469 ONTARIO INC., 2292760 ONTARIO INC. and 2517748 ONTARIO INC.

Respondents

APPLICATION UNDER Section 243 of the *Bankruptcy and Insolvency Act*,
R.S.C. 1985, c. B-3, as amended and Section 101 of the *Courts of Justice Act*,
R.S.O. 1990, c. c-43, as amended

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Pattillo of the Ontario Superior Court of Justice (the "Court") dated April 18, 2018, MNP Ltd. was appointed as the receiver (the "Receiver") of the undertaking, property and assets of ARRC International Inc., Agriculture Technology Incorporated, 2265469 Ontario Inc., 2292760 Ontario Inc. and 2517748 Ontario Inc. (collectively, the "Debtors").

B. Pursuant to an Order of the Court dated March 14, 2019, the Court approved the agreement of purchase and sale made as of January 30, 2019 (the "Sale Agreement") between the Receiver and 2674913 Ontario Inc. (the "Purchaser") and provided for the vesting in the Purchaser of the Debtors' 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 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 sections 4.1, 4.2 and 4.3 of the Sale 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 Sale 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 Sale Agreement;
2. The conditions to Closing as set out in sections 4.1, 4.2 and 4.3 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; 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].

MNP Ltd. in its capacity as Receiver of the assets, undertakings, and properties of ARRC International Inc., Agriculture Technology Incorporated, 2265469 Ontario Inc., 2292760 Ontario Inc., and 2517748 Ontario Inc. and not in its personal capacity

Per: _____

Name: Robert W. Smith CPA, CA, CIRP,
LIT

Title: *Senior Vice President*

Schedule B – Purchased Assets

1. The real property legally described as PT LT 265 CON NTR GOSFIELD AS IN R1460170; KINGSVILLE (PIN 75163-0212 in LRO #12) together with all buildings and improvements thereon (“Real Property”);
2. The personal property described on Schedule B1;
3. the right, title and interest of the Debtors in the Lease Agreements described on Schedule B2;
4. The right, title and interest of the Debtors in the action commenced in the Ontario Superior Court of Justice at Windsor under Court file number CV-10-15347 in which Agricultural Technology Incorporated is plaintiff and The Corporation of the Town of Kingsville, Essex-Windsor Solid Waste Authority, David Gibson, Michael Arthur, Dan Digiovanni and Todd Pepper are defendants.

Schedule B1 – Personal Property

See attached list

Item	Equipment	System
1	Prodex model 800A-274 plastic extruder, 8" - 24:1 I/D venter barrel c/w Lufkin gear box, motorized feeder, 400 hp DC motor, new 2016 screw drive, new controllers, hydraulic power pack lubrication system, all attendant ancillary items and spare screw, s/n 594	2500 LB Plastic Fiber System
2	Conair 25' L 10" opening chiller	2500 LB Plastic Fiber System
3	Index model saveomat MD loading and blending system c/w precision mixer, loader, 6-way pneumatic flow manifold	2500 LB Plastic Fiber System
4	Hamilton regrind vacuum loader system (disconnected)	2500 LB Plastic Fiber System
5	Bulk tech 10.5MT (580 cu. Ft), poly stacker tanks, w/fill systems (disconnected)	2500 LB Plastic Fiber System
6	Basuano mixer/loader (disconnected)	2500 LB Plastic Fiber System
7	2013 Cresswood destroyer HF786060LR 60hp heavy duty shredder/grinder, s/n 2060710. 2015 American Cierra Corp. sink float tank, approx. 5'w x 20"l x 20"d c/w material conveying system w/(13) top mounted drum brushes w/ hole screen. rejects removal system w/ 6" x 20'l horizontal auger. Cascading removal system w/ 12" x 10'l auger w/dewater screen. water circulation tank & pump. tubular frame system, controls, motors etc. 2015 American Cierra Corp. water/solids processing tank approx. 3'h x 4'w x 6'l w/48" dia. classifier/shaker screen, motors, etc. 2015 American Cierra Corp. horizontal centrifugal rinser, approx. 5' x 4' x 10" c/w conveyance piping & motors. 2015 American Cierra Corp. horizontal centrifugal turbo dryer, approx 5' x 4' x 10'. 2015 American Cierra Corp. water/material processing tank w/pumps. sweld seperator, (6) cyclone & material handling blowers, etc. cumberland 100hp grinder w/ 18" x 28" opening, 3-knife fly, 2-bed knives, 3/8" hole screen. cumberland 75hp grinder w/ 18" x 14" opening, w/knife fly, & bed knives	2500 RPM Bio-Plastic Wash Grind System
8	A-L stainless 150 HL capacity custom built stainless steel storage tanks c/w high volume transfer pumps, piping & (3) Varco automated control valves	500 KW Anaerobic Digester System
9	Andritz-Dupps model 3632 screw type dewatering press c/w falk gear box, stainless steel steam jacketed storage hoppers, compression valves, liquid catch system, agitator, motor.	7 MTBU Bio-Organic Fiber Drying System
10	Wal-dor industries model 8-54 vers-a-belt 7M btu industrial dryer, s/n 136-99	7 MTBU Bio-Organic Fiber Drying System
11	Infeed and outfeed conveyors c/o: auger feeders, (2) trommel seperators, inclined elevated conveyor. assorted cross conveyors, Eaton DGI variable frequency drives, etc.	7 MTBU Bio-Organic Fiber Drying System
12	Conair Metalplast MCB-21-8, 21' X 8" cooling tank, s/n 105931 (no control panel)	850 Lb Bio Extrusion Fibre System
13	Conair Metalplast MSB-H1-16, 16' X 8" cooling tank, s/n 145227, c/w flat plate heat exchanger. (2) MLI turbo disc filters	850 Lb Bio Extrusion Fibre System

14	Conair Metalplast MSB-20-6, 24' X 8" cooling tank, s/n 991028, c/w Baldor 3hp motor, pump, forward and reverse actuators and power station (no control panel)	850 Lb Bio Extrusion Fibre System
15	Cosmo (80 mm) counter rotating twin screw extruder c/w 40 hp drive motor, 20:1 L/D, vented barrels, 5-zone heater, vacuum pump, doser feeder and accufeed volumetric feeder	850 Lb Bio Extrusion Fibre System
16	Cosmo (80 mm) counter rotating twin screw extruder c/w 40 hp drive motor, 20:1 L/D, vented barrels, 5-zone heater, vacuum pump, doser feeder and accufeed volumetric feeder, s/n 112-RE-03-EX	850 Lb Bio Extrusion Fibre System
17	Cosmo (80 mm) counter rotating twin screw extruder c/w 40 hp drive motor, 20:1 L/D, vented barrels, 5-zone heater, vacuum pump, doser feeder and accufeed volumetric feeder	850 Lb Bio Extrusion Fibre System
18	Sterico M2B-2016-M1 temperature control unit, s/n #31F5447, 31D5604, 31D5605	850 Lb Bio Extrusion Fibre System
19	20' steel sea container fitted with: (6) evolution odor remover, (6) state fresh zone 6 nozzle foggers, (2) state fresh zone 20 nozzle foggers and state fresh zone T260 air deodorizer	Air Bio Filtration System
20	(3) Dura-tech 5'h x 12' dia. fiberglass circular open top horizontal tanks. (2) precision engineering DKG corp 6'h x 12' dia. Fiberglass circular open top horizontal tanks, (10) rigid plastic 6'h x 8' dia. circular open top tanks, (8) rigid plastic 500 gal circular tanks w/removable caps, (8) rigid plastic 750 gal. circular tanks w/removable caps. assorted transfer pumps, stainless steel piping, charcoal water-filter, HE products LHO fiberglass low head oxygenator, atlan tech adf-3245T rotary drum filter, & (10) automated control valves (system not completed or operating)	Aquaculture System
21	Quantity of extrusion dies including: pvc deck board dies, pvc rail dies, pvc profile dies, pvc solid dies, pvc fascia profile dies, etc.	Custom Made Product Dies
22	Custom stainless/ fiberglass fabricated tanks c/w pumps, (24) top & bottom solenoid valve actuators, aerators etc.	Fertilizer Secondary Treatment System
23	Custom fabricated & built pond fertilizer pre-treatment system c/w: 24-section containment system cover w/velcor ends, air bubblers, floats, vacuum w/piping for transfer to ozone treatment, (2) oxidation technologies CF5-2 & OG 75 ozone generators. Pilan system PVPU1000 cfm 20 hp vaporizer unit w/welded steel discharge & wind speed direction sensor c/w controls, blower, pilan system PNTE0155 type 'e' concentrate odor neutralizers	Fertilizer Pre-Treatment System (waste holding lagoon)
24	Fiberglass water storage tanks	Miscellaneous Equipment
25	Hydraulic baler, top loading wire type	Miscellaneous Equipment
26	Spirits hydraulic baler, top loading, wire type banding, (large capacity)	Miscellaneous Equipment
27	Grey top loading shredder w/nord pto drive (note: unit incomplete)	Miscellaneous Equipment
28	Farm king 360 separator	Miscellaneous Equipment
29	Sections of industrial pallet racking	Miscellaneous Equipment

30	Plastic extrusion machine, 6" barrel, 4 motor drive (not installed)	Miscellaneous Equipment
31	International Baler corp compactor baler	Miscellaneous Equipment
32	Sections industrial steel pallet racking, front flow type roller loading	Miscellaneous Equipment
33	Karcher pressure washers, powermate generator set and dewalt generator set	Miscellaneous Shop Equipment
34	Snow blade attachment w/parts	Miscellaneous Shop Equipment
35	Dewalt forced air heaters, model 215,000 btu	Miscellaneous Shop Equipment
36	Sections of industrial racking w/asst. contents, motors, parts, etc	Miscellaneous Shop Equipment
37	Spare parts storage area contents	Miscellaneous Shop Equipment
38	Asst. used tires & miscellaneous contents in area	Miscellaneous Shop Equipment
39	Devilbiss air receiver storage tank	Miscellaneous Shop Equipment
40	Kaeser air dryer, model sk-19, 13,385 hrs, c/w storage tank	Miscellaneous Shop Equipment
41	Kaeser air compressor, model KR0075	Miscellaneous Shop Equipment
42	husqvarna lawn tractor model YTH24v54, 24 hp, 6 speed	Miscellaneous Shop Equipment
43	Steel workbench w/contents	Miscellaneous Shop Equipment
44	Self dump waste bin, 5 yd. capacity	Miscellaneous Shop Equipment
45	Toyota forklift, model 7FGCU25, 5,000 lb. cap., propane, 3 stage mast, 10,245 hrs., s/n 83633	Miscellaneous Shop Equipment
46	Ford powered trash pump w/gorman model 55M2-F361 pump, trailer mounted	Miscellaneous Shop Equipment
47	Nissan forklift, model MUG1F2A35LV, 6,000 lb cap., 3 stage mast and cushioned tires	Miscellaneous Shop Equipment
48	Hydraulic repair station, c/w crimp system, hose, fittings, etc.	Miscellaneous Shop Equipment
49	Conveyor repair station c/w giant model LGK-60 welder & rollers, etc.	Miscellaneous Shop Equipment
50	2 door storage cabinet w/contents	Miscellaneous Shop Equipment
51	2 door flammable storage cabinets	Miscellaneous Shop Equipment
52	Powerfist parts wash station	Miscellaneous Shop Equipment
53	Asst. bolt/storage cabinets w/contents	Miscellaneous Shop Equipment
54	Berg product scissorlift, 200 kg capacity, #220406-2566	s/n Miscellaneous Shop Equipment
55	Large sectional storage rack w/ misc. tools, machines, suppliets etc.	Miscellaneous Shop Equipment
56	Tos-kurim fnk-25 bridgeport type mill, s/n #24031	Miscellaneous Shop Equipment
57	Rossi-vo bridgeport type mill, s/n #n1616	Miscellaneous Shop Equipment
58	Dayton bandsaw model 7" x 12" capacity	Miscellaneous Shop Equipment
59	Remaining contents of shop area	Miscellaneous Shop Equipment
60	40' Seacan storage container	Miscellaneous shop equipment
61	Freightliner model columbia highway tractor, sleeper cab, t/a, alcoa wheels	Miscellaneous shop equipment
62	Monroe snow/ice snow bully blade	Miscellaneous Shop Equipment
63	12' long blade, drag type with hitch	Miscellaneous Equipment
64	Martech hydraulic grapple bucket, model m8tg102	Miscellaneous Equipment
65	Horst welding grapple bucket #OSLA02905	Miscellaneous Equipment
66	Assorted buckets, blades, forklift attachments, etc.	Miscellaneous Equipment

67	Cummins diesel generator set, model CPL2218, 252 hp, c/w stanford generator, 175 kw capacity	Miscellaneous Shop Equipment
68	60' Champion scale drive on truck, weight scale 87,000 kg capacity w/scale house	Scale house
69	Partial completed seperation tumblers	Spare Parts Inventory
70	Asst. conveyors & augers, bucket elevators, etc.	Spare Parts Inventory
71	Incomplete screener/seperator mounted on steel base	Spare Parts Inventory
72	Assorted electric motors, drums, pneumatic hoppers, grinder, etc	Spare Parts Inventory
73	Assorted parts, motors, industrial machine components	Spare Parts Inventory
74	Bausano blower, model T4014	Spare Parts Inventory
75	20 yard capacity 1/4" x 12ga. steel fabricated roll-off waste disposal bins	Waste Disposal Equipment
76	Nissan 70LP Forklift model MUG1F2A35LV	Rolling Stock
77	Toyota 25LP Forklift model 7FGCU25	Rolling Stock
78	Stoughton dry storage van trailers model AVW-53ST-S-C-AR, 53', tandem axle, (year 2000/03), s/n 532648667011 & s/n 532X15-420845	Rolling Stock
79	Dodge Ram 3500 passenger van (15226)	Rolling Stock
80	Ford F-350 pick up truck (56308)	Rolling Stock
81	Freightliner 52 truck with sleeper cab	Rolling Stock
82	International roll off tilt & load truck, t/a, c/w waste disposal bin	Rolling Stock
83	Husky 4 wheel tank trailer c/w pto driven pump, bauer dump valve	Rolling Stock
84	Trailer mounted portable bale bagger with International diesel power, hydraulic power pump, top feeder/rear discharge	Rolling Stock
85	Excalibur gas powered compactor, trailer mounted	Rolling Stock
86	Duetz diesel generator set (trailer mounted)	Rolling Stock
87	Janzen Scissorlift platform harvester, diesel powered	Rolling Stock
88	Husquvarna Riding Mower (YTH24V54)	Rolling Stock
89	Load Max Gooseneck Trailer	Rolling Stock
90	Mobile Office Trailer	Rolling Stock
91	Paul Krohnert mfg. tractor trailer, model 85,000 lb capacity, (1989), s/n 2KB931PZF3K1013134	Rolling Stock
92	Mack model 600 day cab truck tractor, t/a , alcoa aluminum wheels, (year 2009)	Rolling Stock
93	25' roll off steel deck	Rolling Stock
94	Rockwool/mineral fiber (bulk)	Inventory
95	Plastic (bulk)	Inventory

Schedule B2 – Lease Agreements

See attached list

Lessor Claimant	Subject Collateral - description is from appraisal - does not necessarily reflect the true definition from the lease - additional items have been added, upgraded or changed on the equipment
Great Lakes Leasing	Bio-inert fiber drying system including: Wal-door industries model 8-54 vers-a-belt 7M btu custom built industrial dryer, 10' x 40' x 9', infeed and outfeed system c/o: double auger hopper feeder, cross auger feeder, inclined elevated conveyor. Custom built stainless steel 3-screen shaker, enclosed exit auger conveyor, small screener, eaton variable frequency drives, etc.
Axiom Leasing Inc.	Complete custom fabricated high pressure vacuum water distiller/separation unit, c/w hydraulic power pack. stainless steel double wall jacketed pressure tank, Berg model TT- 1388-2 (50) x 2 (30) 2 b clean water cooling tower, (5) pump tank system, s/n w02001e- ef1-0807, (2007) Trane Earthwise Centravac model CVHE450 centrifugal water-cooled chiller system, s/n L07h03816. support equipment c/o: (4) Scot 97-10 & 96-9.75 pump, peerless C830am pump, custom fabricated duct work, hot air dryer, (3) 75 hp, 20hp, & 5hp VFD inverter ac drives, (4) weg 326-JP & 286JP motors, Maxmotion JMP22 motor, steel framing, walkway, & electrical, etc.
RCAP Leasing Inc.	2015 Mack Tri-Axle Roll Off truck
RCAP Leasing Inc.	Climate Manager Weather Station - T & H sensors, programs - (3) X 8 Conductor Temperature & Humidity wire - (26) Electric ball valves - (2) Fertigation manager HFM-600-PR - (38) Irrigation valves and all related accessories/attachments
Wells Fargo	2015 JCB wheel loader 427HT
Wells Fargo	2016 JCB multi terrain 260T
Wells Fargo	2016 JCB wheel loader 409B
Wells Fargo	2015 JCB telescopic wheel load TM320
John Deere Financial	2015 Hitachi Excavator
National Leasing	Complete CHP System comprised of: (1) 2013 Cat 3412 750KW diesel generator prime power c/w accessories, sound attenuated container, 480/600/347V transformer, heat recovery system/cooler; (1) 2006 Cat XQ500 500KW diesel generator prime power c/w accessories, sound attenuated container, 480/600/347V transformer, heat recovery system/cooler

(1) 2013 Merlo Telehandler with accessories

National Leasing

CWB Maximum Financial	1.25 MWE 3i Energy System, Model 1250 EECARS Biomass Gasifier System (CHP biomass system)
Blueshore Financial	2013 custom built separation system c/o: incline infeed conveyors, stainless steel shakers, horizontal plastic & fiber separators & inclined exit conveyors. custom built three-pass trommel system c/w: (3) 3' x 16' infeed conveyor belts, (4) 6' x 21' screens, (3) 2' x 21' catch conveyors, & (6) 2' x 24' exit elevators. complete fiber separation system c/w custom built screener/trommel, inclined & waste conveyors, & approx. 500' elevated conveyor to storage area. maren engineering automatic baler, custom built separator w/bottom exit conveyor.
Blueshore Financial	1.25 MWE 3i Energy System, Model 1250 EECARS Biomass Gasifier System (CHP biomass system)
Blueshore Financial	Greenhouse controls (refer to Schedule 'A' to lease)
Blueshore Financial	Bio fuel pelletizer system including: Akron 500 hp custom modified extruder, 10" dia. x 24' air cooled barrel, 2,500 lbs/hr capacity, Sprint electric controller, Electro-Flyte 500 hp dc drive, Lufkin model MD 640 gearbox, berringer screen changer, water cooling quench tank, 24" x 22', (2) cds cooling quench tanks, Berlyn air knife & Bolton dicer bed knife, Bulktech silo loader c/w electrical components, transformers, (3) custom fabricated 12" x 18" dia. exhaust ducts, gravity style check valves, EEC controls, & custom panel

Schedule C – Claims to be deleted and expunged from title to Real Property

1. Charge registered as No. CE667434 on July 17, 2015 to Bank of Montreal in the amount of \$12,800,000;
2. Notice of Assignment of Rents registered as No. CE667435 on July 17, 2015 by Bank of Montreal.
3. Notice of Lease registered as No. CE688842 on November 18, 2015 by Paid4Power Investments Inc.
4. Application Court Order registered as No. CE874633 on February 25, 2019 by MNP Ltd.

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property**

(unaffected by the Vesting Order)

1. The reservations, limitations, provisos, conditions, restrictions and exceptions expressed in the letters patent or grant from the Crown and all statutory exceptions to title;
2. The provisions of governing municipal by-laws;
3. Municipal taxes, liens, charges, including hydro and water charges, rates and assessments accruing from day to day and not yet due and payable;
4. Any minor encroachments which might be revealed by an up to date survey of the Real Property but which do not materially adversely affect the use and marketability of the Real Property;
5. Any right of expropriation conferred upon, reserved to or vesting in Her Majesty the Queen in Right of Canada and Ontario;
6. Any agreements, restrictions or covenants that run with the Real Property and any agreements with the municipal, utilities or public authorities provided that same have been complied with in all material respects and do not materially adversely affect the use and marketability of the Real Property; and
7. Any easements, rights of way or right of re-entry, which do not impair the intended use of the Real Property, by the Purchaser, and provided that same have been complied within all material respects and do not materially adversely affect the use and marketability of the Real Property.
8. The following instruments registered on title to the Real Property in the Essex Land Registry Office:

Reg. No.	Date	Instrument Type
R376613	January 25, 1967	Bylaw
12R759	March 13, 1973	Plan Reference
CE405504	December 8, 2009	Notice
CE594394	December 12, 2013	Notice
CE788281	August 22, 2017	Notice of Security Interest
CE804622	November 21, 2017	Notice of Security Interest

BANK OF MONTREAL
Applicant

and
ARRRC INTERNATIONAL INC., et al.
Respondents

Court File No: CV-18-595565-00CL

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

Proceeding commenced at TORONTO

APPROVAL AND VESTING ORDER

**MILLER THOMSON LLP
ONE LONDON PLACE
255 QUEENS AVENUE, SUITE 2010
LONDON, ON CANADA N6A 5R8**

Tony Van Klink LSO#: 29008M
Tel: 519.931.3509
Fax: 519.858.8511
tvanklink@millerthomson.com

Lawyers for MNP Ltd., the Court appointed Receiver of the assets, undertakings and properties of ARRC International Inc., Agriculture Technology Incorporated, 2265469 Ontario Inc., 2292760 Ontario Inc., and 2517748 Ontario Inc.