



Court File No. CV-25-00738060-00CL

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

THE HONOURABLE	)	TUESDAY, THE 14 th
	)	
MADAM JUSTICE STEELE	)	DAY OF OCTOBER, 2025

B E T W E E N:

ROYAL BANK OF CANADA

Applicant

- and -

**TUNG AIR TRANSPORT LTD., 2527366 ONTARIO INC.,
R. LESSARD TRUCKING LIMITED and 1000101395 ONTARIO INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) 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
(Auction Services Agreement)**

THIS MOTION, made by msi Spergel Inc. (“**Spergel**”), in its capacity as Court-appointed receiver (in such capacity, the “**Receiver**”) of the undertaking, property and assets of Tung Air Transport Ltd., 2527366 Ontario Inc., R. Lessard Trucking Limited and 1000101395 Ontario Inc. (collectively, the “**Debtors**”), for an Order:

1. authorizing the Receiver to enter into the Auction Services Agreement between Ritchie Bros. Auctioneers (Canada) Ltd. (the “**Auctioneer**”) and the Receiver (the “**Auction Agreement**”) substantially in the form attached to the First Report of the Receiver dated October 7, 2025 (the “**First Report**”);

2. authorizing the Auctioneer to conduct the Auction (as defined in the Auction Agreement) in accordance with the terms of the Auction Agreement; and
3. vesting in each purchaser at the Auction (each, a “**Purchaser**”), upon the delivery by the Auctioneer of a Bill of Sale (as defined in the Auction Agreement) to such Purchaser, the Debtor’s and the Receiver’s right, title, and interest in and to the property 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 judicial videoconference via Zoom.

ON READING the Receiver’s Motion Record, the First Report and the appendices thereto, and on hearing the submissions of counsel for the Receiver and counsel for such other parties in attendance at the hearing and upon reading the Affidavit of Service of Mariela Adriana Gasparini sworn October 8, 2025:

1. **THIS COURT ORDERS** that capitalized terms not defined herein shall have the meanings ascribed thereto in the First Report.

APPROVAL OF RECEIVER’S ENTRY INTO AUCTION AGREEMENT

2. **THIS COURT ORDERS AND DECLARES** that the execution of the Auction Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary, and the Auctioneer is authorized to conduct the Auction in accordance with the terms of the Auction Agreement. 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 Auction.

VESTING OF PURCHASED ASSETS

3. **THIS COURT ORDERS AND DECLARES** that upon (a) the Auctioneer completing a sale to a Purchaser at the Auction of one or more Purchased Assets (which Purchaser, for greater certainty, may include the Auctioneer), (b) receipt by the Auctioneer from such Purchaser of the purchase price determined at the Auction, and (c) delivery by the Auctioneer to such Purchaser of a Bill of Sale, all the Debtor’s and the Receiver’s right, title, and interest in and to the

Purchased Assets purchased by such Purchaser at the Auction and described in such 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, “**Claims**”), including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of Madam Justice Dietrich dated April 14, 2025; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario), the *Repair and Storage Liens Act* (Ontario) or any other personal property registry system; and, for greater certainty, this Court orders that upon completion of the transactions with Purchasers, all Claims affecting or relating to such Purchased Assets shall be expunged and discharged as against such Purchased Assets.

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 payable to the Receiver from the Auction shall stand in the place and stead of the Purchased Assets sold at the Auction, and that from and after the delivery of a 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 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.

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

- (a) the pendency of these proceedings;
- (b) any application for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (“**BIA**”) in respect of any of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Debtors,

the vesting of each Purchased Asset 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 any 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 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

6. **THIS COURT ORDERS** that the Receiver be at liberty and is 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.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in any other foreign jurisdiction, to give effect to this Order and to assist the Receiver and its respective agents in carrying out the terms of this Order. All courts, tribunals and 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 respective agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Eastern Time) on the date of this Order without the need for entry or filing.

Jana
Steele

Digitally signed
by Jana Steele
Date: 2025.10.14
14:43:21 -04'00'

ROYAL BANK OF CANADA

-and-

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Applicant

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PROCEEDING COMMENCED AT TORONTO

APPROVAL AND VESTING ORDER
(Auction Services Agreement)

BORDEN LADNER GERVAIS LLP

Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto, ON M5H 4E3
Tel: (416) 367-6000
Fax: (416) 367-6749

ROGER JAIPARGAS – LSO No. 43275C

Tel: (416) 367-6266
rjaipargas@blg.com

Lawyers for the Receiver