



Court File No. 35-1979333T

ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE MISTER) TUESDAY, THE 18TH
JUSTICE GARSON) DAY OF OCTOBER, 2016

B E T W E E N:

THE BANK OF NOVA SCOTIA

Plaintiff

- and -

ENTROPEX, 629728 ONTARIO LIMITED, and UNITEC INC.

Defendant

APPROVAL AND VESTING ORDER

THIS MOTION, made by MNP LTD. ("MNP") in its capacity as the Court-appointed receiver (the "Receiver") appointed pursuant to the Order of the Honourable Justice Grace dated July 14, 2016 (the "Appointing Order") of the undertaking, property and assets of the Defendants, Entropex, 629728 Ontario Limited and Unitec Inc. (collectively the "Defendants") for an order approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale (the "Sale Agreement") between the Receiver and 2532612 Ontario Inc. (the "Purchaser") dated October 5, 2016 and appended to the Confidential Supplement to the Fourth Report of the Receiver dated October 6, 2016 (the "Confidential Supplement"), and vesting in the Purchaser the right, title and interest of the Defendants in and to the assets described in the Sale Agreement (the "Purchased Assets"), was heard this day at 80 Dundas Street, London, Ontario.

ON READING the Receiver's Fourth Report to the Court dated October 6, 2016 (the "Fourth Report"), the Second Supplement to the Fourth Report of the Receiver (the "Second Supplement") and the Confidential Supplement and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Andrew Corbett sworn October 6, 2016 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 or its assignee, Lougar Property Inc. (the "Assignee").

2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchaser and the Assignee substantially in the form attached as Schedule A hereto (the "Receiver's Certificate"), all of the right, title and interest of the Defendants in and to the Purchased Assets described in the Sale Agreement [and listed on Schedule B hereto] shall vest absolutely in the Purchaser or the Assignee, 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 Appointing Order; (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 Lambton (No.25) at Sarnia 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 or the Assignee 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 Defendants and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Defendants;

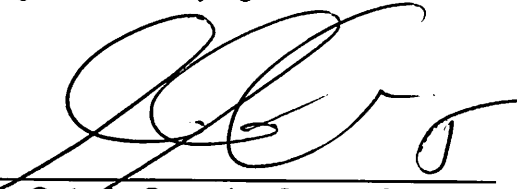
the vesting of the Purchased Assets in the Purchaser or the Assignee pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the Defendants and shall not be void or voidable by creditors of any of the Defendants, nor shall it constitute nor be deemed 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 AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario) and the Transaction may be completed without compliance with:

- (a) The provisions of the *Mortgages Act*, R.S.O. 1990, c.M-40 as amended;
- (b) Section 244(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, as amended; or
- (c) The provisions of Part V of the *Personal Property Security Act*, R.S.O. 1990, c.P-10, as amended;

or any other notice requirement, statutory or otherwise which a creditor or other party may be required to issue in order to dispose of the collateral of the Defendants.

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 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 agents in carrying out the terms of this Order.


Justice, Ontario Superior Court of Justice

CARLOW.

Schedule A – Form of Receiver’s Certificate

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B E T W E E N:

THE BANK OF NOVA SCOTIA

Plaintiff

- and -

ENTROPEX, 629728 ONTARIO LIMITED, and UNITEC INC.

Defendants

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Grace of the Ontario Superior Court of Justice, In Bankruptcy and Insolvency (the "Court") dated July 14, 2016, MNP LTD. was appointed as the receiver (the "Receiver") of the undertaking, property and assets of the Defendants, Entropex, 629728 Ontario Limited and Unitec Inc. (collectively the "Defendants").

B. Pursuant to an Order of the Court dated October 18, 2016, the Court approved the agreement of purchase and sale made as of October 5, 2016 (the "Sale Agreement") between the Receiver and 2532612 Ontario Inc. (the "Purchaser") and provided for the vesting in the Purchaser or its assignee, Lougar Property Inc. (the "Assignee") of the right, title and interest of the Defendants 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 and the Assignee 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 section • 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 section • 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 undertaking, property and assets of
Entropex, 629728 Ontario Limited, and
Unitec Inc., and not in its personal
capacity**

Per: _____
Name:
Title:

SCHEDULE "B"

PURCHASED ASSETS

The Receiver's and the Defendants' interest, if any, in and to all of the property and assets of every kind and description, and wheresoever situate, of the business of the Defendants', operated out of 1271 Lougar Avenue, Sarnia, Ontario, (the "**Premises**") including the property and assets used in the plastic recycling and all other business carried on by the Defendants' prior to the date hereof (the "**Business**") excluding the Excluded Assets set out on Schedule B.3 hereto but including without limitation:

- (a) all contracts for the lease of equipment, the lease of any real property and all contracts for the supply or sale of any service or product and also includes any chose in action;
- (b) all machinery, vehicles, equipment, fixtures, furniture and other fixed assets of the Defendants used in connection with the Business currently installed and in use at the Premises;
- (c) the lands and premises known municipally as 1271 Lougar Avenue, Sarnia, Ontario and described as PIN 43280-0070 (LT) being Lots 25 to 27 on Plan 616; Part of Lots 24 and 28 on Plan 616 as in Instrument No. L802109 and Part 1 on Plan 25R8552, Sarnia, including appurtenant easements, all rights of way, licences or rights of occupation, easements or other similar rights;
- (d) any refund from CRA owing to the Defendants directly attributed to any Scientific Research and Experimental Developmental Tax Credit Grant Claim filed in respect of any period prior to the Closing Date;
- (e) any assets operated by the Defendants that are subject to a lease, financing or other contractual agreement between the Defendants and a third party if the interest of the third party is subordinate to the Receiver's interest;
- (f) all computer hardware and software owned by or licensed to the Defendants and used in connection with the Business;
- (g) all intellectual property of any nature owned or controlled by the Defendants and relating to the Business, including all trade names, business names, domain names, trademarks, proposed trademarks, certification marks, distinguishing guises, industrial designs, copyrights, formulae, processes, research data, technical expertise, source code, object, code, know-how, trade secrets, inventions, patent rights, patent registrations, patent continuations or patents, whether domestic or foreign and whether registered or unregistered, and all applications for registration in respect thereof, (collectively, the "**Intellectual Property**");

- (h) the goodwill of the Business, together with the exclusive right to represent itself as carrying on the Business in continuation of and in succession to the Defendants and to use all trade, business and domain names of the Defendants, and including all choses in action and other intangibles relating to the Business which do not form part of the Intellectual Property;
- (i) all contracts for the supply or sale of any service or product by the Defendants to the extent the contract can be assigned;
- (j) all orders, permits, approvals, consents, waivers, licences or similar authorization of any governmental authority, owned, held or used by the Defendants in connection with the Business to the extent that they are transferable;
- (k) all information in any form relating to the Business, including books of account, financial and accounting information and records, tax records, sales and purchase records, customer and supplier lists, lists of potential customers, referral sources, research and development reports and records, production reports and records, business reports, laboratory reports and logs, plans and projections, marketing and advertising materials and all other documents, files, correspondence and other information (whether in written, printed, electronic or computer printout form, or stored on computer discs or other data and software storage and media devices), but excluding any of the foregoing that relates directly to Excluded Assets or income tax paid or payable by the Defendants; and
- (l) the following equipment:
 - Vacuum truck bearing Unit #8675, serial number 14-09G-6010, and chassis VIN# 1NKDL70X1FJ436310.
 - 2011 International Prostar truck with VIN# 1HSCUAPR2BJ388378.
 - 2011 Caterpillar 2C6000 Forklift bearing serial number AT83F31065 c/w attachments and accessories.
 - 2012 Caterpillar 2C6000 Forklift bearing serial number AT83F31350 c/w attachments and accessories.
 - Model KP-10 Vincent Screw Press bearing serial #12268-E and related equipment
 - All equipment leased by Modular Space Corporation and/or ModSpace Financial Services Canada, Ltd. to Entropex pursuant to:
 - Lease Agreement bearing Lease Agreement No. 073812, including equipment bearing Serial No. 140020968
 - Lease Agreement bearing Lease Agreement No. 099726, including equipment bearing Serial No. 240002112
 - Lease Agreement bearing Lease Agreement No. 099726F
 - Lease Agreement bearing Lease Agreement No. 154970, including equipment bearing Serial No. 1240P209398

- Lease Agreement dated February 4, 2015 bearing Offer No. 89179, including equipment described as a 10x20 Unit, Class SNG1020
- Compactor Model RJ 400 Ultra-With Stand
- Lift truck model A1 2C5000 bearing Serial No. AT3540645
- Processing equipment as described on **Schedule B.1**
- Forklifts and bucket trucks as described on **Schedule B.2**

SCHEDULE "B.1"
PROCESS EQUIPMENT LIST

ITEM DESCRIPTION

1

2014 Rock Technical Solutions Inc. 10 TPH Oversized Shredding Line - Consisting of:
60" x 50' est. inclined infeed conveyor, rubber belted with steel cleats
Sorting conveyor 60" x 52' est. with platform access both sides & garbage chutes
Shredder feed incline conveyor 60" x 30' est.
SSI Shredding Systems Inc. Model Q100ED twin 150 HP drive quad rotor shredder
with hydraulic ram assist
in hopper, 3 electrical panels, one with HMI touchscreen & PLC
FWD/Reversing Shredder discharge conveyor, 72" x 25' est
Diversion conveyor, 48" x 26' est, with rubber cleats
Incline conveyor 48" x 37', with rubber cleats
Weighing conveyor, 48" x 17' est, fork truck access tunnel underneath,
w/ HD protective frame
H. Leystra & Sons electrical control panel with PLC, second satellite HMI panel

2

2010/2011 Bollegraaf/VanDyk Recycling Single Stream Plastics Sorting Line - Consisting of:
West Salem Bale Breaker & control panel
Bollegraaf "HBT 1200/1600" 60" x 40' Incline Infeed conveyor, rubber belted with steel cleats
60" x 12' transfer conveyor, with dust collection vent and films capture equipment
Höcker Polytechnik metal enclosed dust collector "PKFQ 1.5-135/3027" bottom
discharge to 5 rolling canisters, 50 HP large CFM blower, films discharge rotary airlock,
20" dia ducting - S/N 405396
Hand sort conveyor, 60" x 17' with garbage chutes
Est. 36" x 10' Cross-belt overband magnet
2010 Lubo systems "Starscreen 235", 60" x 12' Single Deck Screen w/ dual electric drives
6' Dia x 10' est fines trommel, w/ 1" screens, and 2015 Rock Technical
Solutions 30" x 24' est discharge conveyor
Schneider Magelis Touch screen Control S/N 00420, & 3 satellite
HMI touch screens, electrical panels with conveyor VFD's, air conditioned
(8) Titech NIR1-VIS Autosort Systems and high speed belts:
2,800 mm NIR1 - S/N S0438
2,800 mm NIR1-VIS-METAL - S/N S0442
2,000 mm NIR1 - S/N S0439
2,000 mm NIR1-VIS - S/N S0440
1,400 mm NIR1-VIS - S/N S0175

1,400 mm NIR1-VIS-METAL - S/N S0148
1,000 mm NIR1 - S/N S0441
1,000 mm NXT1 - S/N S0266
Spaleck vibrating feeder table, 4,000 mm L x 2,500 mm W
Bakker 1,500 mm Eddy Current
Multiple transfer conveyors (19), of varying widths and lengths
(3) Final QC platforms w/ conveyors, garbage chutes
Continuous catwalk/access platform throughout line
est 30" x 250' series of 5 conveyors dedicated to a material reprocessing loop
Double 75 HP grinder station w/infeed conveyor, feed hopper, removable grinder mounting base
75 HP grinder station w/ feed hopper, reversing infeed conveyor, take away drag chain conveyor
75 HP grinder station w/ feed hopper, infeed conveyor, 2015 Rock Technical Solutions take away drag chain conveyor 48"W x 10' Horizontal & 9' inclined at 45°

3

(4) Air Compressors, Screw Type - Consisting of:

2015 Atlas Copco "GA90FF" w/ integrated refrigerated air dryer. 565.2cfm, 128psi max - S/N API621357
2015 Atlas Copco "GA90FFVSD" Variable speed w/ integrated refrigerated air dryer. 621.1cfm, 185psi max - S/N API666907
2001 Atlas Copco "GA55FF" w/ integrated refrigerated air dryer. 324cfm, 132psi max - S/N 473253
2001 Atlas Copco "GA22FF" w/ integrated refrigerated air dryer. 133CFM, 108PSI MAX - S/N A11261537

4

3 TPH High Density Polyethylene Sort/Grind/Wash Line - Consisting of:

Infeed conveyor est 30" x 50' with load hopper
transfer conveyor est 36" x 25'
Tuffman "722" Trommel screen, 2" mesh size, 91" Dia x 22'L drum
Steel 36" x 20' discharge conveyor w/ Bunting 24" x 6' crossbelt overband magnet separator
Titech "Polysort HR1000" Autosort - S/N X012MHR w/ sorting hood
est 24" x 10' discharge conveyor
est 48" x 25' transfer conveyor
Mesutronic 05D "MN5.1D1600/600" 50"W metal detector - S/N 2010-1290D w/ Digital Control
50" x 30' est Incline conveyor to grinder, rubber belt w/ rubber cleats
2010 Herbold SMS 80/160-SX9-2 Granulator est 350 HP, Machine No 14879 w/ mezzanine
(3) Herbold control cabinets, PLC
Sink/Float wash tank, footprint 28' x 4', bottom drag chain system
Hydraulic box dumper, hopper w/ incline auger, vfd speed control
2010 Herbold Friction Dryer "T2015" w/ 110 KW motor, Machine No 13620
Herbold Blower "RMFT 75/500" Machine No 13598

Industrial Metal Fabricators Ltd. Air classifier/Aspirator "ACS Model 70"
w/ 40 HP 7500 CFM NY Blower, 20 HP NY Blower, & 30 HP Kongskilde TRL300 Blower.
12" & 8" airlocks, control panel
1 ton capacity (HDPE flake) box-off station

5

1.5 TPH Grind & Wash Line - Consisting of:

Load conveyor w/ hopper est 30" x 50'
Vecoplan RG78 est 200 HP Shredder, 40 mm cutters, 78"L x 30" dia rotor,
hydraulic ram assist in hopper, hydraulic power unit, control panel
est 36" x 21' discharge conveyor
Primary sink/float wash tank, footprint 5' x 20' est, bottom drag chain system
(2) 75 HP Sam Chin Grinders, grinder hood, platform, and discharge drag-chain conveyor
est 20" x 30' material transfer drag chain conveyor
2015 Martin Conveyor Division 304Stainless Scrub Auger, 16" Dia screw x 13' rated
for 2,000 kg/hr
2012 Secondary sink/float wash tank, footprint 4' x 27', bottom drag chain system
Herbold Friction Dryer control cabinet
2010 Herbold Friction Dryer "T2015" w/ 110 KW motor, Machine No 13638
2013 Herbold Blower "MFT 75/500 GR360"
Lambton Conveying 12' Dia silo est 1500 cu ft capacity with 15 bag
dust collector, 2013 Herbold blower "RMFT 75/500", Carolina conveying 10"
rotary airlock, 20 HP Twin City blower 1200 cfm 43" SP
Industrial Metal Fabricators Ltd. Air classifier/Aspirator "ACS Model 70" w/
40 HP 7500 CFM NY Blower, 20 HP NY Blower, & 30 HP Kongskilde TRL300 Blower.
12" & 8" airlocks, control panel
Lambton Conveying 12' Dia box-off silo est 1500 cu ft capacity with 12 bag
dust collector, 20 HP Twin City blower 1200 cfm 43" SP, bottom auger discharge
with small control panel

6

**(2) Lambton Conveying 12' Dia cone bottom corrugated steel silos est 1500 cu ft capacity
w/ (1) 9 bag dust collector and blower**

7

Harris Selco "HRB-516NLVXP" Horizontal dual ram Baler - S/N 04998286 - Consisting of:
Machinex est 52" x 35' incline loading conveyor, with steel cleats
Pneumatic operated bin dumper
Selco hydraulic power supply w/ (1) 15 hp and (2) 75 HP motors, (2) cooling radiators
Allan Bradley controls in main panel. Remote operator panel
2013 Accent 470 wire tie unit

8

750 Kg/Hr Plastics Grinding Station - Consisting of:
est 30" x 24' incline loading conveyor, w/ load hopper and extended sidewalls

- 9 bag dust collector and blower
75 HP grinder on platform with feed hood
grinder take-away drag chain conveyor 15" wide , 8'6" discharge height
Control panel w/ plc, Siemens disconnect for 75 HP motor
- 9
1,000 Kg/Hr Hamos "EKS 1030-0" Electrostatic Separator - consisting of:
Electrostatic separator, external dehumidifier, (2) staired access mezzanines
Control Panel, PLC and touch screen HMI
Wittmann vacuum receiver
Walinga 15 HP rotary lobe blower model 510, 1100 cfm
- 10
Water treatment System- Consisting of:
Environmental Systems "Aer-O-Flo" est 60" x 18' de-watering trommel,
removable mesh screens
Settling tank w/ bottom drag chain system, est 5' x 20' footprint
60" Sweco vibratory screener & 48" Kason vibratory screener
(1) 2016 18' x 22" sludge transfer drag chain conveyor, (1) est 10' x 20"
sludge transfer drag chain conv.
(2) holding tanks, (2) est 1000 GAL polytanks
(2) 3" Gorman Rupp high volume low head "T series" pumps
(3) 2" Gorman Rupp "10 series" self-priming pumps
Aysix model 1500 TSS meter & controller
- 11
Alfa Laval WHPX51316D-24-60 Disc Stack Centrifuge - S/N 402864
Includes control panel, touch screen HMI, PLC, 600/480 transformer, tool kit
- 12
MYCO model MMF-39-60 Self Indexing filter Unit
for 60" wide rolls of filter cloth
- 13
400 Kg/Hr Plastics Wash Line - Consisting of:
Load Hopper with bottom auger discharge
Sink/Float wash tank w/ bottom drag chain system
(2) Kason 48" vibratory screeners
(2) Kongskilde 30 HP TRL300 Blowers
7.5 HP Spin Dryer, Stainless Steel Construction, rotor est 30" dia.
Temprite combustion box nat. gas burner, with panel by Clearburn Combustion, London ON
Pumps, control panel, (2) 9-bag dust collectors
- 14
1,000 - 1,400 Kg/Hr Polypropylene 8" Single Screw Extrusion Line - Consisting of:

Screw speed 87 RPM, 32:1 L/D vented barrel, air cooled, ceramic heater bands, 7 zones. New in 2014 Nordson Xaloy 2-stage screw, stratablend mixer in 1st stage for processing PP and PE

2015 Maguire Products/Novatec material feed system w/ (4) Novatec stainless vacuum receivers - VRP38, VRP-19, VR-19, and lid & center section of Novatec VR series receiver with 3" inlet, on 750 L hopper with pneumatic slide gate. 15 HP 56URAI Roots blower, Novatec model FDC-30 Stainless dust collector, 4 Novatec pneumatic T-valves

MacGuire 4 receiver control System, SN 214071

2015 Brabender additives blending system w/(1) FW120 gravimetric feeder, (3) volumetric feeders DSR28, FW40, & FW80,

Brabender OP12 controls and Brabender ISC VFD control

(2) IMCS 2,000lb max load pneumatic box tilters

Feed & blending system installed on engineered 2-deck platform (2015)

w/ stair access. 2 ton gantry crane for heavy maintenance work under lower deck

2015 Puritan Magnetics EZ Clean Drawer Magnet

500 HP WEG motor and Benshawe Soft start

1989 Union Gearbox, #4073. Gear box oil pump, w/ 2015 Basco type 500 Heat exchanger

Feed throat, water cooled

Beringer Xaloy 12" primary screenpack changer w/ 2 HP Hydraulic power unit, nitrogen accumulator

Maag EX140 extrusion gear pump and Sew Eurodrive gearbox, control cabinet w/ PID controller

Maag 10" secondary screen pack changer w/ hydraulic power unit, nitrogen accumulator

Temp zone control cabinet, Fuzypro temperature controllers

Complete Gala Model 6 underwater pelletizing system with model 8.2 spin dryer and 30" Sweco Screener, All stainless construction. Control cabinets and transformer.

5.5HP pelletizing head

QC corrugated steel silo, 8" rotary airlock, and Walinga 15 HP rotary lobe blower model 510, 1100 cfm

15

400 Kg/Hr Single Screw 6" Plastics Extrusion Line - Consisting of:

2015 Novatec vacuum receiver & older Roots URAI 48 blower

1976 6" Waldron Hartig extruder w/ 250Hp main motor, Benshaw soft start, 150kVA 600/480V transformer

28:1 L/D vented barrel, air cooled with 5 zones. 65 RPM screw

Lufkin D262-911C Gearbox

Feedthroat & screw refurbished 2015

Control panel, separate temperature control panel

Berringer 8" hydraulic screen pack changer, with HPU and accumulator

Complete Gala Model 6 underwater pelletizing system with model 8.1 spin dryer and 24" Sweco Screener, All stainless construction. 5.5HP pelletizing head

Control panel, transformer, electrical disconnects

QC corrugated steel silo, 8" rotary airlock, and Walinga 15 HP rotary lobe blower model 510, 1100 cfm

- 16 (1) generic pneumatic box tilter
- 2000 Kg/Hr Single Screw 8" Sterling HDPE Extrusion Line - Consisting of:**
Screw speed 87 RPM, 34:1 L/D vented barrel, water cooled, cast heater bands, 7 zones on barrel. Davis Standard screw w/ barrier flight and high shear type mixer
1970 Lufkin DH880 Gearbox, Thrust & HS bearings changed Dec 2013
800 HP motor w/ Benshaw soft start
Elevated storage hopper on load cells. 12-bag dust collector and blower
Ribbon Blender est 15'6"L x 7'6"W x 8'H, 60 HP motor, 40:1 gearbox, auger discharge. Nucon Wittman additives addition vacuum receiver w/ rotary lobe blower
Bucket elevator, est 25'H
Feed Hopper w/ Bunting Magnetics drawer magnet
Berringer 12" screen pack changer, with HPU and nitrogen accumulator
Maag "EX-140-5GL" extrusion Gear Pump
Xaloy 10" screen pack changer, with HPU and nitrogen accumulator
Complete Gala Model 7 underwater pelletizing system with model 2016 spin dryer and 48" Sweco Screener, All stainless construction. Control cabinet with touch screen HMI. 15HP pelletizing head
Temperature control cabinet with digital readouts
Main control cabinet, transformers, electrical disconnects
(1) generic pneumatic box tilter
- 17 (2) Quality Control Corrugated Steel Silos
10" rotary airlock & 15HP Roots 56 URAI blower
- 18 1980's E-Z Pack Transfer Compactor est 28'L x 9'W x 12'H - Consisting of:
2014 Refurbished by Metro Compactor - Control panel rebuilt/rewired,
10" cylinder rebuilt
Hydraulic power unit, 1800 - 2000psi working pressure
hydraulic operated adjustable claws for locking transport trailer to compactor
- 19 (2) Marley cooling towers
Model NC8305GL & older model Marley tower (outside)
Walchem chemical addition controller, 3 chemical addition pumps (inside)
Process water pumps, heat exchangers (inside)
- 20 (6) Westeel 100 Ton Corrugated Steel Silos - Consisting of:
(6) rotary airlocks, Carolina Conveying & Rotolok

- (1) Roots 68 URAI 25 HP Blower and (2) Walinga Model 510 25HP blowers
w/ valves, piping & conveyance system, on weigh cells
- 21 **(1) 60 Ton Storage Silo**
Rotary airlock, Dresser Roots 59 URAI 20 HP blower
w/ valves, piping & conveyance system, on weigh cells
- 22 **Hopper Truck Loading Platform (outside)**
Accommodation to load up to 4 hopper trucks at once
- 23 **(3) Pick Up Trucks - Consisting of:**
2011 Chevy Silverado
2010 Ford Ranger
2009 Ford F150 w/ topper
- 24 **Bobcat S175 Diesel Skidsteer**
w/ bucket & hydraulic sweeper attachments
- 25 **Genie "Z-30/20N" Knuckle Boom**
- 26 **Skyjack "SJIII-3220" Electric Scissor Lift**
- 27 **Lab & Test Equipment - Consisting of:**
Exstar6000 Series DSC6200 (differential scanning calorimeter)
Instron model 1000 tensile tester
Qualitest QPI-IC Analog IZOD/Charpy impact tester
(4) Tinius Olsen Extrusion plastometers (MFI testers) "MP1200",
"MP987", "MP987", "MP600"
Carver lab press, Model "C"
Thermolyne 1400 benchtop lab muffle furnace
(2) AE AMB110 moisture testers
Retsch sieve set and vibratory base for particle distribution analysis.
ASTM E-11 specification
Nelmor "C1012M1" granulator
1 HP lab sample grinder
- 28 **1997 Prism Engineering "TSE 24TC" Twin Screw Lab Extruder - S/N2436**
W/ controls, 4 KW motor, submerged strand water cooling trough,

- strand pelletizer, 67 cm 24 mm screw
2015 Brabender DSR28-5 Feeder and VFD control, transformer
- 29 **Dynisco Continuous Melt Rheometer CMR4 & Control Panel**
- 30 **Thermal Product Solutions "Blue M" Electric Industrial Oven**
- 31 **(2) New Brabender Feeders, Stored at Brabender in Mississauga - Consisting of:**
FW155N-1000 gravimetric feeder
FW80/5-200 volumetric feeder
- 32 **(2) Avery Weigh-Tronix Forktruck Drive-On Scales & Model E1310 Digital Outputs**
- 33 **(4) Mettler Toledo Digital Scales**
(3) w/ 36" x 36" Platforms, (1) w/ 48" x 48" platform
- 34 **(14) Waycool portable evaporative cooling fans**
- 35 **Welding, Fabrication and Machining Equipment - Consisting of:**
30 Ton shop press
Gorilla drill press " LC-20AEM"
KBC 401 "KBC 20V5" Mill/Drill press
Bridgeport "Series 7" 7 HP vertical mill
Stanco toolroom lathe model "1A616"
Acetylene cutting torch
Canox C-250E AC/DC welder
Miller SRH 330 welder
Hobart Cyber-TIG welder, 120 series
Miller "Pulsar 450" Welder, w/ Bernard boom, Coolmate cooler, Miller wire feed
Jaespa scissor-type horizontal metal band saw
Rigid 535 Industrial pipe threader
Electric bench grinder, vices, benchtop sheet metal break
Varsol Parts Wash Station
- 36 **Miscellaneous Equipment - Consisting of:**
(2) smoke eaters, floor fans, heavy duty racks, hand tools, Stihl blowers & hedge trimmers, welding screens, material storage racks, metal chop saw and bench, security fence, metal shelving, hardware racks, ladders, lockers, workbenches, pallet trucks, pallet racking, forklift boom

37

2005 Reform "25/7" Straight Knife grinder S/N 7500 - Consisting of:
2500 mm working length, 26 KW main motor, magnetic bed
w/control panel and Cantek "PFA-120S" metal fines filter for coolant

38

Herbold "T- 2015" Friction Dryer w/ 110 KW motor - Spare

39

Electrical Distribution Equipment - Consisting of:

2011 27.6KV Substation, 4 bays (outside)
Stein Industries ONAN/ONAF 5000/6667 KVA transformer, 27600V/4160V (outside)
ONAN/ONAF 2500/3333 KVA transformer, 27600V/600V (outside)
2011 S&C Electric Co. 5 bay 4160V switchgear
Rex Power Magnetics Dry Type 2000 KVA 4160V/480V transformer
Westinghouse Dry Type 3000KVA 4160V/600V transformer
Federal Pioneer 3000A 600V distribution center
Westinghouse Dry Type 3000KVA 4160V/600V transformer
2011 Siemens 3000A 600V distribution center
ABB 500KVAR 600V capacitor bank w/ disconnect
Federal Pioneer 3000A 600V distribution center
Federal Pioneer 2000A 600V distribution center
Allan Bradley motor control center, 600V, 3 towers
Square D "Model 6" MCC, 600V, 7 towers
Allan Bradley MCC, 600V, 7 towers
Allan Bradley MCC, 600V, 1 tower
(2) Federal Pioneer 1200A, 600V distribution centers
Federal Pioneer MCC 600V, 3 towers
Many 600V lockout motor disconnects, small step-down transformers,
splitters & small control panels

40

Box to Hopper Truck Plastic Pellet Loading Station - Consisting of:

(1) generic pneumatic box tilter
Dresser Roots 56 URAI blower
Wittmann Vacuum receiver and Nucon Wittman controls, T-valve
Rotary airlock and 20 HP Walinga Model 510 blower

41

Sludge Dewatering Equipment - Consisting of:

Stainless Steel hopper and auger conveyor to Vincent Press (press is leased)
10' x 6" est auger & hopper under press discharge, inclined to supersack pack-out

SCHEDULE "B.2"
FORKLIFTS AND BUCKET TRUCKS

Truck Number	Type	Serial	Make	Model
1 Nissan	Forklift	ILLEGIBLE	Nissan	MCP1F2A25LV
2 Nissan	Forklift	ILLEGIBLE	Nissan	MCP1F2A25LV
3 Nissan	Forklift	ILLEGIBLE	Nissan	MCP1F2A25LV
4 Nissan	Forklift	ILLEGIBLE	Nissan	MCP1F2A25LV
5 Nissan	Forklift	ILLEGIBLE	Nissan	MCP1F2A25LV
6 Nissan	Forklift	ILLEGIBLE	Nissan	MCP1F2A25LV
16 Yale	Forklift	B875B15866F	Yale	GLP070VXE2
17 CAT	Bucket Truck	AT83F32129	CAT	2C6000
18 CAT	Bucket Truck	AT32F32130	CAT	2C6000
19 CAT	Bucket Truck	AT83F32158	CAT	2C6000
20 CAT	Bucket Truck	AT83F32159	CAT	2C6000
21 CAT	Forklift	AT83F32160	CAT	2C6000
#31 ATLV	ATLV	4300-1669	ATLV	4300

SCHEDULE "B.3"

EXCLUDED ASSETS

Purchased Assets expressly excludes the following:

- (a) all accounts and other amounts due, owing or accruing due to the Defendants, save and except SR&ED Claims;
- (b) the corporate seals, articles of incorporation, corporate records, minute books, stock books, tax records and returns, and other records having to do with the corporate organization of the Defendants;
- (c) all of the Defendants' personnel records;
- (d) all raw materials, work in progress or finished goods, related or used in connection with the Business that is located in the UBE warehouse;
- (e) any assets operated by the Defendants that are subject to a lease, financing or other contractual agreement between the Defendants and a third party if the interest of the third party is not subordinate to the Receiver's interest; and
- (f) the rail cars bearing the following railcar registration numbers:

Railcar Number	
1	UNPX122640
2	UNPX122643
3	UNPX122771
4	UNPX122774
5	UNPX122791
6	UNPX122794
7	UNPX122845
8	UNPX122882
9	UNPX122918
10	UNPX123030
11	UNPX123044
12	UNPX123057
13	UNPX123065
14	UNPX123069
15	UNPX123154
16	UNPX123207
17	UNPX123278
18	UNPX123340
19	UNPX123564
20	UNPX123855
21	UNPX123930
22	UNPX123954
23	UNPX124104

24	UNPX124113
25	UNPX124122
26	UNPX124155
27	UNPX124170

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

Real Property Claims

1. L802109 (August 20, 1997) – Transfer
2. L893242 (January 31, 2003) – Transfer
3. L893242Z (January 31, 2003) – Restrictive Covenant
4. LA139624 (July 28, 2014) – Charge
5. LA139625 (July 28, 2014) – Assignment of Rents – General
6. LA166816 (April 15, 2016) – Charge

Personal Property Security Act Registrations

Secured Party	Debtor(s)	Reference File No.	Registration No.	Collateral	General Collateral Description	Expiry Date
Roynat Inc.	Entropex	676530315	20120229 1657 1901 3195	E, O, MV	CUSHION TIRE FORKLIFT[S], TOGETHER WITH ALL ATTACHMENTS ACCESSORIES ACCESSIONS REPLACEMENTS SUBSTITUTIONS ADDITIONS AND IMPROVEMENTS THERETO AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY SALE AND OR DEALINGS WITH THE COLLATERAL AND A RIGHT TO AN INSURANCE PAYMENT OR OTHER PAYMENT THAT INDEMNIFIES OR COMPENSATES FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL 2012 HYSTER S50FT	01MAR 2018

Secured Party	Debtor(s)	Reference File No.	Registration No.	Collateral	General Collateral Description	Expiry Date
					F187V20061K 2012 HYSTER S50FT F187V20063K 2012 HYSTER S50FT F187V20064K 2012 HYSTER S50FT F187V20065K 2012 HYSTER S50FT F187V20066K 2012 HYSTER S50FT F187V20067K	
Amendment to add 629728 Ontario Limited and Unitec Inc. as debtors	629728 Ontario Limited Unitec Inc.	676530315	20120302 1328 1901 3252			
Roynat Inc.	Entropex 629728 Ontario Limited Unitec Inc.	685990539	20130411 1127 1902 7278	E, O, MV	FORKLIFT[S], TOGETHER WITH ALL ATTACHMENTS ACCESSORIES ACCESSIONS REPLACEMENTS SUBSTITUTIONS ADDITIONS AND IMPROVEMENTS THERETO AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY SALE AND OR DEALINGS WITH THE COLLATERAL AND A RIGHT TO AN INSURANCE PAYMENT OR OTHER PAYMENT THAT INDEMNIFIES OR COMPENSATES FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL 2013 CATERPILLAR 2C6000 AT83F32129 2013 CATERPILLAR	11APR 2017

Secured Party	Debtor(s)	Reference File No.	Registration No.	Collateral	General Collateral Description	Expiry Date
					2C6000 AT83F32158 2013 CATERPILLAR 2C6000 AT83F32130 2013 CATERPILLAR 2C6000 AT83F32159 2013 CATERPILLAR 2C6000 AT83F32160	
Roynat Inc.	Entropex 629728 Ontario Limited Unitec Inc.	689453919	20130814 1115 1902 0954	E, O	FORKLIFT[S], TOGETHER WITH ALL ATTACHMENTS ACCESSORIES ACCESSIONS REPLACEMENTS SUBSTITUTIONS ADDITIONS AND IMPROVEMENTS THERETO AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY SALE AND OR DEALINGS WITH THE COLLATERAL AND A RIGHT TO AN INSURANCE PAYMENT OR OTHER PAYMENT THAT INDEMNIFIES OR COMPENSATES FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL 2013 CATERPILLAR/MIT SU GC40K AT87B00096	14AUG 2017

Secured Party	Debtor(s)	Reference File No.	Registration No.	Collateral	General Collateral Description	Expiry Date
De Lage Landen Financial Services Canada Inc.	Entropex Unitec Inc.	692723727	20131219 1946 1531 3465	E, A, O, MV	ALL PERSONAL PROPERTY OF THE DEBTOR DESCRIBED HEREIN BY VEHICLE IDENTIFICATION NUMBER OR SERIAL NUMBER, AS APPLICABLE, WHEREVER SITUATED, TOGETHER WITH ALL PARTS AND ACCESSORIES RELATING THERETO, ALL ATTACHMENTS, ACCESSORIES AND ACCESSIONS THERETO OR THEREON, ALL REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS OF ALL OR ANY PART OF THE FOREGOING AND ALL PROCEEDS IN ANY FORM DERIVED THEREFROM. 2012 CATERPILLAR P8000 AT4000521 2012 CATERPILLAR P8000 AT4000522	19DEC 2019
Roynat Inc.	Entropex Unitec Inc. 629728 Ontario Limited	696221055	20140516 1345 1862 1916	I, E, A, O, MV		16MAY 2025
Roynat Inc.	Entropex Unitec Inc. 629728 Ontario Limited	696221163	20140516 1348 1862 1922	A, O	GENERAL ASSIGNMENT OF RENTS	16MAY 2025
The Bank of Nova Scotia	Entropex	696359376	20140522 1111 1532 7864	I, E, A, O		22MAY 2019
Xerox Canada Ltd	Entropex Corporation Inc.	713726856	20160201 1408 1462 9276	E, O		01FEB 2022

Secured Party	Debtor(s)	Reference File No.	Registration No.	Collateral	General Collateral Description	Expiry Date
Unitec Inc.	Entropex	714828762	20160317 1006 1862 1923	I, E, A, O	COLLATERAL SECURITY PURSUANT TO A PROMISSORY NOTE DATED OCTOBER 09, 2009 AND A GENERAL SECURITY AGREEMENT DATED OCTOBER 09, 2009	17MAR 2026
Ryder Truck Rental Canada Ltd.	Entropex	717998859	20160624 1402 1462 6966	E, MV	2011 INTL PRO LF627 PREM 1HSCUAPR2BJ388 378	24JUN 2018
Hewitt Material Handling Inc.	Entropex Logistics Inc. 629728 Ontario Limited Unitec Inc.	719940276	20160825 1054 1590 5536	E, O, MV	CATERPILLAR 5000 LB IC CUSHION, SERIAL NUMBER AT9040645, TOGETHER WITH ALL ATTACHMENTS, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO AND ANY AND ALL PROCEEDS ARISING THEREFROM INCLUDING, WITHOUT LIMITATION, ACCOUNTS, MONEY, CHATTEL PAPER, INTANGIBLES, GOODS, DOCUMENTS OF TITLE, LICENSES, INSTRUMENTS, SECURITIES, SUBSTITUTIONS, TRADE-INS, INSURANCE PROCEEDS AND ANY OTHER FORM OF PROCEEDS DERIVED DIRECTLY OR INDIRECTLY THEREFROM. CATERPILLAR 2C5000 AT9040645	25AUG 2017
Amendment to add Entropex as	Entropex	719940276	20160829 1635 1590 5758			

Secured Party	Debtor(s)	Reference File No.	Registration No.	Collateral	General Collateral Description	Expiry Date
debtor						
National Leasing Group Inc.	Entropex (A Partnership) Unitec Inc.	674987103	20111212 1046 6005 9078	E	ALL LIGHTING OF EVERY NATURE OR KIND DESCRIBED IN LEASE NUMBER 2555077 BETWEEN THE SECURED PARTY, AS LESSOR AND THE DEBTOR AS LESSEE, AS AMENDED FROM TIME TO TIME, TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES AND SUBSTITUTIONS	12DEC 2016

Secured Party	Debtor(s)	Reference File No.	Registration No.	Collateral	General Collateral Description	Expiry Date
Vacuum Trucks of Canada ULC	Entropex 629728 Ontario Limited Unitec Inc.	720602874	20160914 1738 1590 6707	E, O, MV	ONE [1] GUZZLER CLASSIC CLASSMTTBWD, SERIAL NUMBER 14-09G-6010, MOUNTED ON A KENWORTH CHASSIS VIN NUMBER 1NKDL70X1FJ4363 10, TOGETHER WITH ALL EXISTING AND FUTURE ATTACHMENTS, ADDITIONS, ACCESSIONS, ACCESSORIES, REPLACEMENTS, SUBSTITUTIONS, REPLACEMENT PARTS, AND REPAIRS THEREFOR, INCORPORATED THEREIN, ATTACHED OR AFFIXED THERETO, AND/OR USED IN CONNECTION THEREWITH. PROCEEDS- ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR. 2015 KENWORTH T800 1NKDL70X1FJ4363 10	14SEP 2019
Roynat Inc.	629728 Ontario Limited	696221082	20140516 1346 1862 1918	I, E, A, O, MV		16MAY 2025
The Bank of Nova Scotia	629728 Ontario Limited	696369402	20140522 1503 1532 7914	I, E, A, O		22MAY 2019
The Bank of Nova Scotia	Unitec Inc.	696369411	20140522 1503 1532 7915	I, E, A, O		22MAY 2019
Roynat Inc.	Unitec Inc.	696221046	20140516 1344 1862 1915	I, E, A, O, MV		16MAY 2025

Secured Party	Debtor(s)	Reference File No.	Registration No.	Collateral	General Collateral Description	Expiry Date
Kevin Bechard, Timothy Bechard, Keith Bechard, Christopher Bechard, Carolyn Hannon, Patricia Pequegnat, and Joan Hett	Unitec Inc.	678649095	20120525 1459 1862 9663	I, E, A, O	COLLATERAL SECURITY PURSUANT TO A PROMISSORY NOTE DATED OCTOBER 9, 2009 AND A GENERAL SECURITY AGREEMENT DATED OCTOBER 9, 2009	25MAY 2022

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

(unaffected by the Vesting Order)

1. L366539 (May 12, 1975) – Industrial Subdivision Agreement
2. L437254 (June 2, 1978) – Release
3. L468083 (November 30, 1979) – Development or Redevelopment Agreement
4. L638106 (October 26, 1988) – Amendment of Development Agreement
5. L768178 (June 6, 1995) – Release
6. 25R-8552 (October 22, 2002) – Reference Plan

THE BANK OF NOVA SCOTIA
Plaintiff

-and- ENTROPEX ET AL.
Defendants

Court File No. 35-1979333T

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY**

PROCEEDING COMMENCED AT
LONDON

APPROVAL AND VESTING ORDER

ADVOCATES LLP
16th Floor - One London Place
255 Queens Avenue
London ON N6A 5R8

David S. Swift (40107N)
D.Swift@AdvocatesLLP.com
Tel: (519) 858-8220 ext. 235
Fax: 519-858-0687

Lawyers for the Receiver

File Number: 16056