

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF MAPLE BANK GmbH

AND IN THE MATTER OF THE WINDING-UP AND RESTRUCTURING ACT,
R.S.C. 1985, C.W-11, AS AMENDED

AND IN THE MATTER OF THE BANK ACT, S.C. 1991, C.46, AS AMENDED

BETWEEN:

ATTORNEY GENERAL OF CANADA

Applicant

and

MAPLE BANK GmbH

Respondent



**LIQUIDATOR'S CERTIFICATE
Approval And Vesting Order**

RECITALS

- A. Pursuant to an Order of Regional Senior Justice Morawetz of the Ontario Superior Court of Justice [Commercial List] (the "**Court**") dated February 16, 2016, KPMG Inc. was appointed under the provisions of the *Winding-Up and Restructuring Act* (Canada) as the Liquidator (the "**Liquidator**") of the business in Canada of Maple Bank GmbH ("**Maple Bank**") and of its assets, as defined in section 618 of the *Bank Act*, S.C. 1991, c.46, as amended.
- B. Pursuant to an Order of the Court dated September 27, 2016 (the "**Approval and Vesting Order**"), the Court approved the agreement of purchase and sale made as of September 12, 2016 (the "**Sale Agreement**") between the Liquidator and Equitable Bank (the "**Buyer**"), and provided for:

- i. the vesting in the Buyer of Maple Bank's 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 Liquidator to the Buyer of a certificate confirming: (i) the payment by the Buyer of the Purchase Price for the Purchased Assets payable at Closing; (ii) that the conditions to Closing as set out in Sections 5.1, 5.2 and 5.3 of the Sale Agreement have been satisfied or waived by the Liquidator and the Buyer; (iii) the Transaction has been completed to the satisfaction of the Liquidator, subject to Post-Closing Adjustments (as defined in the Sale Agreement); and (iv) the payment by the Liquidator of the Cure Amounts to the applicable counterparties to the Assigned Contracts as described in paragraph 13 of the Approval and Vesting Order; and
- ii. The assignment of the rights and obligations of Maple Bank under the agreements set out in Schedule "C" to the Approval and Vesting Order (the "**Assigned Contracts**") and the vesting of Maple Bank's right, title and interest in the Assigned Contracts to the Buyer, which assignment and vesting is to be effective with respect to the Assigned Contracts upon the delivery by the Liquidator to the Buyer of a certificate confirming: (i) the payment by the Buyer of the Purchase Price for the Purchased Assets payable at Closing; (ii) that the conditions to Closing as set out in Sections 5.1, 5.2 and 5.3 of the Sale Agreement have been satisfied or waived by the Liquidator and the Buyer; (iii) the Transaction has been completed to the satisfaction of the Liquidator, subject to Post-Closing Adjustments (as defined in the Sale Agreement); and (iv) the payment by the Liquidator of the Cure Amounts to the applicable counterparties to the Assigned Contracts as described in paragraph 13 of the Approval and Vesting Order; and

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE LIQUIDATOR CERTIFIES the following:

1. The Buyer has paid and the Liquidator 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 Article 5 of the Sale Agreement have been satisfied or waived by the Liquidator and the Buyer;
3. The Transaction has been completed to the satisfaction of the Liquidator, subject to Post-Closing Adjustments; and

4. The Cure Amounts have been paid to the applicable counterparties to the Assigned Contracts in accordance with paragraph 13 of the Approval and Vesting Order.

5. This Certificate was delivered by the Liquidator at 9:20 am [TIME] on Oct 2, 2011 [DATE].

KPMG Inc., in its capacity as the Court-appointed Liquidator in respect of the winding up of the business in Canada of Maple Bank GmbH, and of its assets, as defined in section 618 of the *Bank Act*, S.C. 1991, c.46, as amended.

Per:



Name: Nick Brearton

Title: President

IN THE MATTER OF MAPLE BANK GmbH - AND IN THE MATTER OF THE WINDING-UP AND
RESTRUCTURING ACT, R.S.C. 1985, C.W-11, AS AMENDED - AND IN THE MATTER OF THE BANK
ACT, S.C. 1991, C.46, AS AMENDED
BETWEEN: **ATTORNEY GENERAL OF CANADA**, Applicant – and – **MAPLE BANK GmbH**, Respondent

Court File No. CV-16-11290-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT
TORONTO

Maple Assets Transaction
Liquidator's Certificate

GOWLING WLG (CANADA) LLP
Barristers & Solicitors
1 First Canadian Place
100 King Street West, Suite 1600
Toronto, ON M5X 1G5

Tel: 416-862-7525
Fax: 416-862-7661

Alex MacFarlane: alex.macfarlane@gowlingwlg.com
Thomas Gertner: thomas.gertner@gowlingwlg.com

Lawyers for KPMG Inc., in its capacity as Liquidator of the
business in Canada of Maple Bank GmbH and its assets.