

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6299896

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	COURT ORDER
CONVEYING PARTY DATA	
Name	Execution Date
METALBOSS TECHNOLOGIES INC.	03/15/2018
RECEIVING PARTY DATA	
Name:	S.M.F. SPECIAL METAL FABRICATING LTD.
Street Address:	15011 131 AVE
City:	EDMONTON, AB
State/Country:	CANADA
Postal Code:	T5V 1S9
Name:	2029408 ALBERTA LTD.
Street Address:	4528 - 99 STREET
City:	EDMONTON, AB
State/Country:	CANADA
Postal Code:	T6E 5H5
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	9546087
CORRESPONDENCE DATA	
Fax Number:	(587)887-9998
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	587-887-9997
Email:	calgary@smartbiggar.ca
Correspondent Name:	SMART & BIGGAR LLP
Address Line 1:	BURNS BUILDING, 237 8TH AVENUE SE
Address Line 2:	SUITE 301
Address Line 4:	CALGARY, AB, CANADA T2G 5C3
ATTORNEY DOCKET NUMBER:	8000029-2/81789088
NAME OF SUBMITTER:	JONAS GIFFORD, REG. NO. 65,679
SIGNATURE:	/Jonas Gifford/
DATE SIGNED:	09/15/2020

Total Attachments: 4

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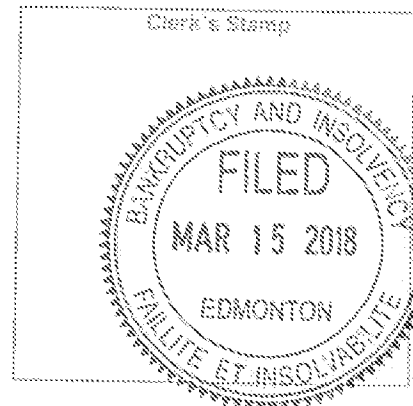
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COURT FILE NUMBER 24-115926

COURT COURT OF QUEEN'S BENCH OF ALBERTA
IN BANKRUPTCY

JUDICIAL CENTRE EDMONTON

IN THE MATTER OF THE BANKRUPTCY OF
METALBOSS TECHNOLOGIES INC.



APPLICANT GRANT THORNTON LIMITED in its capacity as
Trustee of METALBOSS TECHNOLOGIES INC.

I hereby certify this to be a
true copy of the original.

DOCUMENT ORDER

Carleen Ward
for Registrar in Bankruptcy

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Sharek Logan & van Leenen LLP
Barristers & Solicitors
701, 10060 Jasper Avenue NW
Edmonton, Alberta, T5J 3R8
Attn: David Archibold File: 14192/DA
Phone: 780.413.3100

DATE ON WHICH ORDER WAS PRONOUNCED: MARCH 15, 2018

NAME OF REGISTRAR WHO MADE THIS ORDER: REGISTRAR *R. W. ...*

LOCATION OF HEARING: EDMONTON, ALBERTA

UPON THE APPLICATION of the Trustee, GRANT THORNTON LIMITED ("GT" or the "Trustee"); AND UPON having heard representations of counsel for GT; AND UPON READING the Trustee's First Report Dated March 8, 2018, filed ("Trustee's First Report"); AND UPON reference to the Affidavit of John Andrew Wolthuis sworn February 27, 2018 (the "Wolthuis Affidavit") with respect to this Application; AND UPON NOTING that the bankruptcy arose from the failure of MetalBoss Technologies Inc. (the "Bankrupt" or "MB Tech") to file a Proposal after making a Notice of Intention to Make a Proposal pursuant to section 50.4(8) of Part III, Division I of the Bankruptcy and Insolvency Act ("BIA"); AND UPON noting the noncompliance of MetalBoss Technologies Inc. with section 65.13 of the BIA in selling certain assets of the Bankrupt outside of the ordinary course after making a Notice of Intention to Make a Proposal; AND UPON hearing from counsel for the Trustee, Servus Credit Union Ltd., John Andrew Wolthuis, S.M.F. Special Metal Fabricating Ltd. and 2029408 Alberta Ltd.;

IT IS HEREBY ORDERED THAT:

SERVICE

1. Service of this Application is deemed good and sufficient in the manner advised by counsel and evidenced, this Application is properly returnable today.

APPROVAL OF TRUSTEE'S ACTIVITIES

2. The activities of the Trustee set forth and described in the Trustee's First Report dated March 8, 2018 are hereby approved.

APPROVAL OF TRANSACTIONS

3. Notwithstanding section 65.13(1) of the BIA:
 - a. the sale of assets by management of the Bankrupt as set forth in paragraph 25 and Exhibit "E" the Wolthuis Affidavit (the "Sold Assets") are hereby approved and the sales and dispositions are declared free and clear of the security of Servus Credit Union Ltd. and MetalBoss Holdings Inc. and the proceeds thereof are hereby charged by the security of Servus Credit Union Ltd. and MetalBoss Holdings Inc. and such security shall attach to those proceeds in such priority as determined in accordance with paragraph 9 of this Order; and
 - b. the purchase and sale of certain assets and intellectual property to S.M.F. Special Metal Fabricating Ltd. and 2029408 Alberta Ltd. (collectively "SMF"), as set forth in paragraphs 13 to 21 of the Trustee's First Report and paragraph 15 of the Wolthuis Affidavit (the "Transaction"), consisting of all right, title, and interest in certain assets and intellectual property of the Bankrupt, namely:
 - i. Canadian Patent No. 2,896,492;
 - ii. Canadian Patent Application No. 2,986,989;
 - iii. United States Patent No 9,546,087;
 - iv. Inventory of finished SecureFlow product and associated packaging as set forth in Exhibit "B" to the Wolthuis Affidavit;
 - v. Inventory of raw materials for production of the SecureFlow product and associated packaging as set forth in Exhibit "B" to the Wolthuis Affidavit;
 - vi. Drawings and specifications associated with the SecureFlow product line; and
 - vii. Outstanding orders and contracts for purchase of SecureFlow products;(collectively the "SMF Purchased Assets")

for the amount of \$450,000.00, plus GST, (the "Purchase Price") is hereby expressly approved and accepted and the Trustee may take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and conveyance of the SMF Purchased Assets to SMF. SMF is directed to close the Transaction within a reasonable period of time and make the balance of the payment for the SMF Purchased Assets forthwith.

4. For greater certainty, the SMF Purchased Assets are sold and transferred to SMF on an "as is, where is" basis and shall be at the risk of SMF as of January 5, 2018 being the date of the delivery of the SMF Purchased Assets.

VESTING OF PROPERTY

5. Upon the delivery of the unpaid portion of the Purchase Price, being \$172,500 inclusive of GST (the "Unpaid Proceeds"), by SMF to the Trustee, all of the Bankrupt's right, title and interest in and to the SMF Purchased Assets shall vest absolutely in the name of SMF (or its nominee), free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, caveats, 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: all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system.
6. SMF shall, by virtue of the completion of the Transaction, have no liability of any kind whatsoever in respect of any Claims against the Bankrupt.
7. The Bankrupt and all persons who claim by, through or under the Bankrupt in respect of the SMF Purchased Assets shall stand absolutely barred and foreclosed from all estate, right title, interest and equity of redemption in the SMF Purchased Assets and, to the extent that any such persons remain in possession or control of any of the SMF Purchased Assets, they shall forthwith deliver possession thereof to SMF and, further, SMF shall be entitled to enter into and upon, hold and enjoy the SMF Purchased Assets for its own use and benefit without any interference of or by the Bankrupt, or any person claiming by or through or against the Bankrupt.
8. If SMF fails to perform its obligations under the Transaction (and in particular without limitation, in the event SMF fails to pay the Unpaid Proceeds to the Trustee in accordance with this Order), it is ordered and declared that:
 - i. Any and all documents relating to the closing of the Transaction delivered by the Trustee shall be null and void and of no force and effect and shall be promptly returned to the Trustee or its legal counsel; and
 - ii. Paragraphs 5, 6, and 7 of this Order, shall have no effect.
9. For the purposes of determining the nature and priority of Claims, the proceeds from the sale of the Sold Assets and the SMF Purchased Assets shall stand the place and stead of the Sold Assets and the SMF Purchased Assets, and the and from and all Claims shall attach to the net proceeds from the sale of the Sold Assets and the SMF Purchased Assets with the same priority as they had with respect to the Sold Assets and the SMF Purchased Assets immediately prior to the sale, as if the Sold Assets and the SMF Purchased Assets had not been sold and remained in the possession or control of the person having the that possession or control immediately prior to the sale.
10. The counsel for Servus Credit Union Ltd. is hereby directed to execute such documents and perform such acts or steps, including, without limitation, discharging, amending, or having amended:

- i. Personal Property Registry Registration No. 05032338609 to delete as secured collateral the following serial number goods registrations


i. nil

And to amend the general collateral description to remove reference to the following collateral:

- ii. TRUMPF V130 PRESS BRAKE S/N 885716;
 - iii. 2011 TRUMPF TruLaser 3030 S/N A1220A0642;
 - iv. New Masteel 190 Ton X 14ft Press Brake W/Kv2004 Control; and
 - v. New tip tig suite case feeder welder large spool size 33lbs s/n 0124-2017 c/w various attachments.
11. The Trustee, in its sole and absolute discretion, shall execute such documents and perform such acts or steps, without limitation, discharging, amending, or having amended any registration (other than the registration provided in paragraph 10 of this Order) at the Personal Property Registry for the Province of Alberta, or elsewhere, as may be necessary, advisable and reasonably required to close the sale of the SMF Purchased Assets and the Sold Assets.

MISCELLANEOUS MATTERS

12. 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 Trustee 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 as to provide such assistance to the Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Trustee and its agents in carrying out the terms of this Order.
13. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
14. Service of this Order on any party not attending this application is hereby dispensed with.


REGISTRAR