

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF 1000156489 ONTARIO INC.

(the “**Applicant**”)

AFFIDAVIT OF NANCY THOMPSON
(Sworn June 18, 2023)

I, **Nancy Thompson**, of the City of Brampton, in the Regional Municipality of Peel,
MAKE OATH AND SAY AS FOLLOWS:

1. I am a law clerk at Blake, Cassels & Graydon LLP (“**Blakes**”), lawyers for the Applicant (formerly known as DCL Corporation), and as such have knowledge of the matters deposed to in this affidavit.
2. All initially capitalized terms not otherwise defined herein shall have the meanings given to them in the second amended and restated asset purchase agreement (the “**Second Amended and Restated Sale Agreement**”) dated as of March 28, 2023, among the US Sellers, DCL Corporation, as Canadian Seller, and Pigments Services, Inc., as Purchaser.
3. Pursuant to the Approval and Vesting Order dated March 29, 2023, this Court approved the transaction contemplated by the Second Amended and Restated Sale Agreement.

4. Section 2.5(i) of the Second Amended and Restated Sale Agreement requires a final list of the Purchased Contracts to be filed by the US Sellers in the US Bankruptcy Court and by the Canadian Seller in the CCAA Court in accordance with the timeline set forth in the Second Amended and Restated Sale Agreement.

5. Attached hereto as **Exhibit "A"** is the final list of the Purchased Contracts of the Applicant.

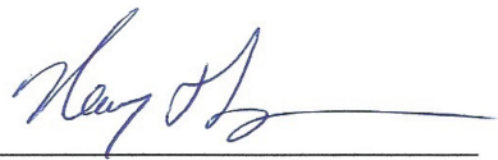
6. As details relating to certain of the Purchased Contracts of the Applicant are subject to a sealing order issued by the CCAA Court on February 22, 2023, the details in those same Purchased Contracts have been similarly redacted in the attached Exhibit "A".

SWORN BEFORE ME

☐ in person OR ☒ by video conference
by Nancy Thompson of the City of Brampton, in
the Regional Municipality of Peel, before me at
the City of Toronto, on June 18, 2023, in
accordance with O.Reg 431/20, Administering
Oath or Declaration Remotely


A Commissioner for Taking Affidavits, etc.

MILLY CHOW


NANCY THOMPSON

This is **Exhibit “A”** referred to in the

Affidavit of Nancy Thompson

sworn before me by video conference
this 18th day of June, 2023



A Commissioner, etc.

DCL CORPORATION, et al.
Exhibit A - List of Purchased Contracts

[illegible]

DCL Corporation		Retention Award Agreement
DCL Corporation		Retention Award Agreement
DCL Corporation		Retention Award Agreement
DCL Corporation		Retention Award Agreement
DCL Corporation		Retention Award Agreement
Dominion Colour Corporation	ComPsych Canda Ltd.	Agreement, dated November 1, 2018
DCL Corporation	Sun Chemical Corporation	Product Supply Agreement, dated as of July 31, 2021
DCL Corporation	Sun Chemical Corporation	Toll Manufacturing Agreement, dated as of July 31, 2021
DCL Corporation	Fengate CCC Holdings LP	Lease for Suite 608, 1 Concorde Gate, Toronto, Ontario, as amended, restated, supplemented and/or modified from time to time
DCL Corporation	813182 Ontario Inc.	Lease for 2615 Wharton Glen Avenue, Mississauga, Ontario, as amended, restated, supplemented and/or modified from time to time
DCL Corporation	Charane Limited	Lease for 2597 Wharton Glen Avenue, Mississauga, Ontario, as amended, restated, supplemented and/or modified from time to time
DCL Corporation	Canadian National Railway	Siding Agreement, dated as of February 11, 2002
DCL Corporation	Town of Ajax	Site Plan Agreement, dated as of March 5, 1998
DCL Corporation	Town of Ajax	Amending Site Plan Agreement, dated as of October 23, 2012
DCL Corporation	Town of Ajax	Amending Site Plan Agreement, dated as of November 20, 2018
DCL Corporation	Manufacturers Life Insurance Company	Extended Health Care, Dental Care, Basic Group Life Insurance, Optional Life Insurance, Short-Term and Long-Term Disability Insurance and Emergency Travel, Policy/Plan No. G0029264
DCL Corporation	AIG Insurance Company of Canada	Accidental Death and Dismemberment Insurance, Policy/Plan No. GPA 9427770
Dominion Colour Corporation	AIG Insurance Company of Canada	Business Travel Accident Insurance, Policy/Plan No. BTA 9427371

Notes:

- (1) The name of DCL Corporation (f/k/a Dominion Colour Corporation) has been amended to 1000156489 Ontario Inc.
- (2) Inclusion on this list shall not be deemed an admission that such agreements are valid and constitute executory contracts.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1000156489 ONTARIO INC.

Applicant

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

AFFIDAVIT OF NANCY THOMPSON
(SWORN JUNE 18, 2023)

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