

**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 SUNGARD AVAILABILITY SERVICES
(CANADA) LTD./SUNGARD, SERVICES DE CONTINUITE DES
AFFAIRES (CANADA) LTEE

APPLICATION OF SUNGARD AVAILABILITY SERVICES (CANADA)
LTD./SUNGARD, SERVICES DE CONTINUITE DES AFFAIRES
(CANADA) LTEE UNDER SECTION 46 OF THE *COMPANIES'
CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED

**AFFIDAVIT OF WILLIAM ONYEAJU
(sworn May 31, 2022)**

I, William Onyeaju, of the City of Toronto, in the Province of Ontario, MAKE OATH AND
SAY:

1. I am a lawyer at Cassels Brock & Blackwell LLP, counsel to Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuite des Affaires (Canada) Ltee ("**Sungard AS Canada**"), and, as such, have knowledge of the following matters. Where I do not possess such personal knowledge, I have stated the source of my information and, in all such cases, believe the information to be true.

2. I swear this affidavit in support of the motion of Sungard AS Canada, in its capacity as foreign representative (the "**Foreign Representative**") for relief pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**"), as amended.

3. Terms not defined in this affidavit have their meanings given to them in the affidavit of Michael K. Robinson, sworn May 26, 2022.

4. On May 6, 2022, the Debtors filed their *Omnibus Motion for Entry of an Order (I) Authorizing and Approving the Rejection of Certain Unexpired Leases of Non-Residential Real Property and (II) Granting Related Relief* (the "**Rejection Motion**").

5. On May 31, 2022, the U.S. Bankruptcy Court held a hearing on the Rejection Motion. Following the hearing, the U.S. Bankruptcy Court entered the Rejection Order with minor modifications requested by the Debtors to permit the Debtors to enter into agreements with the landlords to transfer certain personal property located on the applicable premises for minimal value instead of abandoning such assets.

6. Attached as **Exhibit "A"** is a blackline comparing the initial proposed Rejection Order, which was attached to the Rejection Motion, with the Rejection Order entered by the U.S. Bankruptcy Court.

7. Attached as **Exhibit "B"** is a copy of the Rejection Order as entered by the U.S. Bankruptcy Court.

8. I swear this affidavit in support of the Foreign Representative's motion seeking recognition of the De Minimis Asset Sales Order and the Rejection Order, and not for any other or improper purpose.

SWORN BEFORE ME by video conference on this 31st day of May 2022. The affiant and I both were located the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.



A commissioner for Taking Affidavits
(or as may be)

Commissioner Name: Behnoosh Nasri
Law Society of Ontario Number: P14845



WILLIAM ONYEAJU

This is Exhibit "A" referred to in the Affidavit of William Onyeaju sworn May 31, 2022. The affiant and I both were located the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

A handwritten signature in black ink that reads "Behnoosh Nasri". The signature is written in a cursive style and is centered on the page.

Commissioner for Taking Affidavits (or as may be)

Commissioner Name: Behnoosh Nasri
Law Society of Ontario Number: P14845

ENTERED

May 31, 2022

Nathan Ochsner, Clerk

UNITED STATES BANKRUPTCY
COURT SOUTHERN DISTRICT OF
TEXAS HOUSTON DIVISION

)	
In re:)	Chapter 11
)	
SUNGARD AS NEW HOLDINGS, LLC, et al., ¹)	Case No. 22-90018 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. <u>197</u>

ORDER (I) AUTHORIZING AND APPROVING
THE REJECTION OF CERTAIN UNEXPIRED LEASES OF
NON-RESIDENTIAL REAL PROPERTY AND (II) GRANTING RELATED
RELIEF

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “~~D~~-ebtorsDebtors”) for entry of an order (this “Order”) granting the Debtors authority to (i) reject certain unexpired leases of non-residential real property (the “Rejected Leases”) effective retroactive to the corresponding date on Schedule 1 attached to this Order, and (ii) abandon certain personal property (the “~~P~~-ersonalPersonal Property”) located at the premises of the Rejected Leases, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Motion having been provided under the circumstances and in accordance with the

¹ The last four digits of the Debtors’ tax identification numbers are: InFlow LLC (9489); Sungard AS New Holdings, LLC (5907); Sungard AS New Holdings II, LLC (9169); Sungard AS New Holdings III, LLC (3503); Sungard Availability Network Solutions Inc. (1034); Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuite des Affaires (Canada) Ltee (3886); Sungard Availability Services Holdings (Canada), Inc. (2679); Sungard Availability Services Holdings (Europe), Inc. (2190); Sungard Availability Services Holdings, LLC (6403); Sungard Availability Services Technology, LLC (9118); Sungard Availability Services, LP (6195); and Sungard Availability Services, Ltd. (4711). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 565 E Swedesford Road, Suite 320, Wayne, PA 19087.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Bankruptcy Rules and the Bankruptcy Local Rules, and it appearing that no other or further notice need be provided; and upon consideration of the Motion and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and all other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Rejected Leases listed on Schedule 1 attached hereto are rejected under Bankruptcy Code section 365 effective as of the date specified for each Rejected Lease as listed on ~~Schedule~~Schedule 1.

2. The Debtors are authorized to ~~abandon~~(i) abandon or (ii) with the consent of the counterparty of the Rejected Lease, transfer ownership to such counterparty, provided that the applicable counterparty shall not have any administrative claims under the Bankruptcy Code in connection with such transfer, any Personal Property located at the premises identified on Schedule 1 hereto free and clear of all liens, claims, encumbrances, interests and rights of third parties to the maximum extent allowed by 11 U.S.C. 363(f). The applicable counterparty to each Rejected Lease may dispose of such Personal Property without further notice to any party claiming an interest in such abandoned Personal Property.

3. The counterparty to each Rejected Lease must file a proof of claim, if at all, on or before the later of (a) the deadline for filing proofs of claim established in these chapter 11 cases and (b) thirty (30) days after the entry of this Order, or else be forever barred.

4. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, priority of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other

applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an

~~2~~ implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to Bankruptcy Code section 365, except for the rejection of the Rejected Leases; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a waiver of any claims that the Debtors may have against any counterparty to a Rejected Lease, whether or not claims arise under, are related to the rejection of, or are independent of the Rejected Leases.

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

7. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6006.

~~8.~~ This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Houston, Texas
Signed: May 31, 2022.

DAVID R. JONES UNITED STATES
BANKRUPTCY JUDGE

Houston, Texas Dated: _____, 2022

~~DAVID R. JONES UNITED STATES BANKRUPTCY~~
~~JUDGE~~

Schedule 1 Rejected Leases

No.	Non-Debtor Counterparty	Counterparty Address	Debtor Counterparty	Facility Type	Location Address	Rejection Effective Date	Abandoned Personal Property
				Workplace Recovery	7405 Trans Canada Highway, Suite 200		
1	QAB #1 Investments Limited Ltd.	245 Victoria Ave, Suite 801 Westmount (Quebec) H3Z 2M6	Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuïte des Affaires (Canada) Ltee		Saint-Laurent, Province of Quebec -And-	May 31, 2022	Miscellaneous FF&E
					3950 de la Cote-Vertu Boulevard, Suite 100		
					City of Montreal		
2	Centre Pointe Limited Partnership	c/o North Pointe Realty, Inc. 5915 Landerbrook Drive, Suite 120 Mayfield Heights, OH 44124	Sungard Availably Services, LP		Workplace Recovery	155 Montrose W. Ave, Copley Township, Ohio 44321	May 31, 2022
3	Primera Towers (FL) Joint Venture LLC	c/o Parmenter, LLC 615 Crescent Executive Court, Suite 112 Lake Mary, FL 32746 Att: Property Manager	Sungard Availably Services, LP	Workplace Recovery	300 Primera Blvd. Lake Mary, FL 32746	May 31, 2022	Miscellaneous FF&E

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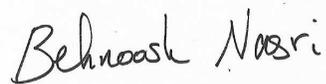
Input:	
Document 1 ID	file:///C:/Users/wonyeaju/Work Folders/CBB System Files/Desktop/Restructuring and Insolvency Notes/Sungard/Recognition of 2 Additional Orders (for June 2)/Materials for my Affidavit - May 31/Initial Proposed Rejection Order.pdf
Description	Initial Proposed Rejection Order
Document 2 ID	file:///C:/Users/wonyeaju/Work Folders/CBB System Files/Desktop/Restructuring and Insolvency Notes/Sungard/Recognition of 2 Additional Orders (for June 2)/Materials for my Affidavit - May 31/Entered Rejection Order (May 31, 2022).pdf
Description	Entered Rejection Order (May 31, 2022)
Rendering set	Standard

Legend:	
	Insertion
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	Style change
	Format change
	Moved deletion
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count

Style change	0
Format changed	0
Total changes	45

This is Exhibit "B" referred to in the Affidavit of William Onyeaju sworn May 31, 2022. The affiant and I both were located the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

A handwritten signature in black ink that reads "Behnoosh Nasri". The signature is written in a cursive style and is centered on a light gray rectangular background.

Commissioner for Taking Affidavits (or as may be)

Commissioner Name: Behnoosh Nasri
Law Society of Ontario Number: P14845

ENTERED

May 31, 2022

Nathan Ochsner, Clerk

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

)	
In re:)	Chapter 11
)	
SUNGARD AS NEW HOLDINGS, LLC, <i>et al.</i> , ¹)	Case No. 22-90018 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 197

**ORDER (I) AUTHORIZING AND APPROVING
THE REJECTION OF CERTAIN UNEXPIRED LEASES OF
NON-RESIDENTIAL REAL PROPERTY AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) granting the Debtors authority to (i) reject certain unexpired leases of non-residential real property (the “Rejected Leases”) effective retroactive to the corresponding date on Schedule 1 attached to this Order, and (ii) abandon certain personal property (the “Personal Property”) located at the premises of the Rejected Leases, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient, and proper notice of the Motion having been provided under the circumstances and in accordance with the

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Bankruptcy Rules and the Bankruptcy Local Rules, and it appearing that no other or further notice need be provided; and upon consideration of the Motion and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and all other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Rejected Leases listed on Schedule 1 attached hereto are rejected under Bankruptcy Code section 365 effective as of the date specified for each Rejected Lease as listed on Schedule 1.

2. The Debtors are authorized to (i) abandon or (ii) with the consent of the counterparty of the Rejected Lease, transfer ownership to such counterparty, *provided* that the applicable counterparty shall not have any administrative claims under the Bankruptcy Code in connection with such transfer, any Personal Property located at the premises identified on Schedule 1 hereto free and clear of all liens, claims, encumbrances, interests and rights of third parties to the maximum extent allowed by 11 U.S.C. 363(f). The applicable counterparty to each Rejected Lease may dispose of such Personal Property without further notice to any party claiming an interest in such abandoned Personal Property.

3. The counterparty to each Rejected Lease must file a proof of claim, if at all, on or before the later of (a) the deadline for filing proofs of claim established in these chapter 11 cases and (b) thirty (30) days after the entry of this Order, or else be forever barred.

4. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, priority of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other

applicable non-bankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to Bankruptcy Code section 365, except for the rejection of the Rejected Leases; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a waiver of any claims that the Debtors may have against any counterparty to a Rejected Lease, whether or not claims arise under, are related to the rejection of, or are independent of the Rejected Leases.

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

7. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6006.

This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: May 31, 2022.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Rejected Leases

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

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APPLICATION OF SUNGARD AVAILABILITY SERVICES (CANADA) LTD./SUNGARD, SERVICES DE CONTINUITE DES AFFAIRES (CANADA) LTEE UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

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

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF WILLIAM ONYEAJU

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Lawyers for the Foreign Representative