

**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

MOTION RECORD

**(Recognition of Foreign Orders)
(Returnable June 2, 2022)**

May 26, 2022

CASSELS BROCK & BLACKWELL LLP
Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Ryan Jacobs LSO#: 59510J
Tel: 416.860.6465
rjacobs@cassels.com

Jane Dietrich LSO#: 49302U
Tel: 416.860.5223
jdietrich@cassels.com

Natalie E. Levine LSO#: 64908K
Tel: 416.860.6568
nlevine@cassels.com

Lawyers for the Foreign Representative

TO: ATTACHED SERVICE LIST

**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

SERVICE LIST
(as of May 26, 2022)

Party	Contact
CASSELS BROCK & BLACKWELL LLP Scotia Plaza 40 King Street West, Suite 2100 Toronto, Ontario M5H 3C2 Counsel to the Foreign Representative	Ryan Jacobs Tel: 416.860.6465 rjacobs@cassels.com Jane Dietrich Tel: 416.860.5223 jdietrich@cassels.com Natalie E. Levine Tel: 416.860.6568 nlevine@cassels.com Michael Wunder Tel: 416.860.6486 mwunder@cassels.com Jeremy Bornstein Tel: 416.869.5386 jbornstein@cassels.com
SUNGARD AVAILABILITY SERVICES (CANADA) LTD. 2330 Argentia Road Mississauga, Ontario L5N 5Z7 Foreign Representative	Bill Price General Counsel Tel: 484.582.5740 SGAS.Legalnotices@sungardas.com

Party	Contact
<p>AKIN GUMP STRAUSS HAUER & FELD LLP Bank of America Tower, 1 Bryant Park New York, New York 10036</p> <p>US Counsel to the Sungard Group</p>	<p>Philip C. Dublin Tel: 212.872.8083 pdublin@akingump.com</p> <p>Meredith A. Lahaie Tel: 212.872.8032 mlahaie@akingump.com</p> <p>Zachary Dain Lanier Tel: 214.969.2782 zlanier@akingump.com</p>
<p>ALVAREZ & MARSAL CANADA INC Royal Bank Plaza, South Tower 200 Bay Street, Suite 2900 Toronto, Ontario M5J 2J1</p> <p>Information Officer</p>	<p>Al Hutchens Tel: 416.847.5159 ahutchens@alvarezandmarsal.com</p> <p>Joshua Nevsky Tel: 416.847.5161 jnevsky@alvarezandmarsal.com</p> <p>Mitchell Binder Tel: 416.847.5202 mbinder@alvarezandmarsal.com</p>
<p>BENNETT JONES LLP One First Canadian Place Suite 3400, P.O. Box 130 Toronto, Ontario M5X 1A4</p> <p>Counsel for the Information Officer</p>	<p>Sean Zweig Tel: 416.777.6254 zweigs@bennettjones.com</p> <p>Jesse Mighton Tel: 416.777.6255 mightonj@bennettjones.com</p> <p>Thomas Gray Tel: 416.777.7924 grayt@bennettjones.com</p>
<p>ALTER DOMUS PRODUCTS CORP 225 West Washington Street, 9th Floor Chicago, Illinois 60606</p> <p>Prepetition 1L Agent and Prepetition 2L Agent</p>	<p>Legal Department legal@alterdomus.com</p> <p>Tad White cortland_successor_agent@alterdomus.com</p>
<p>PROSKAUER ROSE LLP One International Place Boston, Massachusetts 02110</p> <p>US Counsel for the Ad Hoc Group of Term Loan Lenders</p>	<p>Charles A. Dale Tel: 617.526.9870 cdale@proskauer.com</p> <p>David M. Hillman Tel: 212.969.3470 dhillman@proskauer.com</p>

Party	Contact
	Joshua A. Esses Tel: 212.969.3667 jesses@proskauer.com
NORTON ROSE FULBRIGHT US LLP 1301 Avenue of the Americas New York, New York 10019 US Counsel to the Prepetition 1L Agent and the Prepetition 2L Agent	Stephen Castro Tel: 212.318.3147 stephen.castro@nortonrosefulbright.com
NORTON ROSE FULBRIGHT CANADA LLP 222 Bay Street, Suite 3000 Toronto, Ontario M5K 1E7 Canadian Counsel to the Prepetition 1L Agent and the Prepetition 2L Agent	David Amato Tel: 416.216.1861 david.amato@nortonrosefulbright.com Jennifer Stam Tel: 416.202.6707 jennifer.stam@nortonrosefulbright.com
PNC BANK, NATIONAL ASSOCIATION 100 Summer Street, Suite 1001 Boston, Massachusetts 02110 PNC Bank, National Association, as Agent	Matthew Leighton Sungard Relationship Manager matthew.leighton@PNC.com
THOMPSON COBURN HAHN & HESSEN LLP 488 Madison Avenue, 15 th Floor New York, New York 10022 US Counsel to PNC Bank, National Association, as Agent	Joshua I. Divack Tel: 212.478.7340 jdivack@thompsoncoburn.com
MILLER THOMSON LLP Scotia Plaza 40 King Street West, Suite 5800 Toronto, Ontario M5H 3S1 Canadian Counsel to PNC Bank, National Association, as Agent	Kenneth R. Rosentein Tel: 416.595.7923 krosenstein@millerthomson.com Gregory R. Azeff Tel: 416.595.2660 gazeff@millerthomson.com Stephanie De Caria Tel: 416.595.2652 sdecaria@millerthomson.com
LMRK DI PROPCO CAN-BO LLC c/o Landmark Dividend LLC	Valerie Silva

Party	Contact
<p>400 Continental Blvd, Suite 500 El Segundo, California 90245</p> <p>Landlord of 1800 Argentia Road, Mississauga, Ontario</p>	<p>Vice President – Investments, Digital Infrastructure Division Tel: 801.200.2587 vsilva@landmarkdividend.com</p> <p>Josef Bobek General Counsel Tel: 310.464.3172 jbobek@landmarkdividend.com</p>
<p>DLA PIPER CANADA (LLP) Suite 6000, 1 First Canadian Place Toronto, Ontario M5X 1E2</p> <p>Counsel for Landmark Infrastructure Partners, Landmark Dividend LLC and LMRK DI PROPCO CAN-BO LLC</p>	<p>Carole J. Hunter Tel: 403.698.8782 carole.hunter@dlapiper.com</p>
<p>ORLANDO CORPORATION 6205 B Airport Road, Floor 5 Mississauga, Ontario L4V 1E3</p> <p>Landlord of 2330 Argentia Road, Mississauga, Ontario</p>	<p>David H. Stewart Special Counsel Tel: 905.677.5480x354 stewartd@orlandocorp.com</p>
<p>CAMELINO GALESSIERE LLP 65 Queen Street West Suite 440 Toronto, Ontario M5H 2M5</p> <p>Counsel to Orlando Corporation</p>	<p>Linda Galessiere Tel: 416.306.3827 lgalessiere@cglegal.ca</p> <p>Jessica Wuthmann Tel: 416.306.3836 jwuthmann@cglegal.ca</p>
<p>LCPF REALTY INC. (LASALLE INVESMENT MANAGEMENT) c/o Colliers International 4 Robert Speck Parkway, Suite 260 Mississauga, Ontario L4Z 1S1</p> <p>Landlord of 6535 Millcreek Drive, Mississauga, Ontario</p>	<p>Michael M. George Senior Property Manager Tel: 905.281.7217 michael.george@colliers.com</p> <p>Laura Clarke Assistant Property Manager Tel: 905.270.3277 laura.clarke@colliers.com</p>
<p>DIGITAL TORONTO NOMINEE, INC (DIGITAL REALTY TRUST LP) 451 D Street, Suite 912 Boston, Massachusetts</p>	<p>Dinesh Sajnani Account Manager Enterprise Solutions Tel: 917.669.4188</p>

Party	Contact
<p>02210 and STUTZMAN, BROMBERG, ESSERMAN & PLIFKA, A PROFESSIONAL CORPORATION 2323 Bryan Street, Suite 2200 Dallas, Texas 75201 Attn: Noah K. Hansford Landlord of 371 Gough Road, Markham, Ontario</p>	<p>dsajnani@digitalrealty.com Noah K. Hansford Tel: 214.969.4943 hansford@sbep-law.com</p>
<p>FASKEN MARTINEAU DUMOULIN LLP 333 Bay Street, Suite 2400 Toronto, Ontario M5H 2T6 Counsel to Digital Toronto Nominee, Inc.</p>	<p>Aubrey E. Kauffman Tel: 416.868.3538 akauffman@fasken.com Daniel Richer Tel: 416.865.4445 dricher@fasken.com</p>
<p>QAB #1 INVESTMENTS LIMITED c/o BRASSWATER 245 Victoria Avenue, Suite 801 Westmount, Quebec H3Z 2M6 Landlord of 3950 Cote Vertu Boulevard, Saint-Laurent, Quebec and Landlord of 7405 Transcanada Highway Saint-Laurent, Quebec</p>	<p>BRASSWATER Property Manager Tel: 514.498.4444 (Ext. #244) INFO@BRASSWATER.CA Claudia de Minico Tel: 514.498.4444 #266 cdeminico@brasswater.ca Stéphan Dubois Tel: 514.647.5139 sdubois@brasswater.ca</p>
<p>INVESTISSEMENTS RAINBOW CAPITAL LIMITÉE 8300 boul. Pie-IX Montréal, Quebec H1Z 4E8 Counsel to QAB #1 Investments Ltd. Landlord of 3950 Cote Vertu Boulevard, Saint-Laurent, Quebec and</p>	<p>Katia Pietrunti Tel: 514.376.1975 (Ext. #386) katia@vistaprops.com</p>

Party	Contact
Landlord 7405 Transcanada Highway Saint-Laurent, Quebec	
WHIPCORD LTD 3528 30th Street North Lethbridge AB T1H 6Z4 Service provider	Dan Hamilton COO dan.hamilton@whipcord.com
STIKEMAN ELLIOTT LLP Barristers & Solicitors 5300 Commerce Court West 199 Bay Street Toronto, Canada M5L 1B9 Counsel to Pethealth Inc.	Lee Nicholson Tel: 416.869.5604 leenicholson@stikeman.com
MCCARTHY TÉTRAULT LLP Bureau 2500 1000, rue De La Gauchetière Ouest Montréal, QC H3B 0A2 Counsel for Kruger Services Inc.	Jocelyn T. Perreault Tel: 514.397.7092 jperreault@mccarthy.ca Marc-Étienne Boucher Tel: 514.397.5463 meboucher@mccarthy.ca
DEPARTMENT OF JUSTICE CANADA #400-120 Adelaide Street West Toronto, Ontario M5H 1T1	Diane Winters Tel: 416.973.3172 diane.winters@justice.gc.ca Pat Confalone pat.confalone@justice.gc.ca NotificationPGC-AGC.Fiscal-Tax@justice.gc.ca
MINISTRY OF FINANCE (ONTARIO) LEGAL SERVICES BRANCH College Park, 11 th Floor 777 Bay Street Toronto, Ontario M5G 2C8	Steven Groeneveld steven.Groeneveld@ontario.ca
INSOLVENCY UNIT ONTARIO MINISTRY OF FINANCE 6th Floor 33 King Street West, Oshawa, Ontario L1H 8H5	Insolvency Unit Insolvency.unit@ontario.ca Leslie Crawford Tel: 905.433.5657 leslie.crawford@ontario.ca

Party	Contact
MINISTÈRE DE LA JUSTICE (QUEBEC) Édifice Louis-Philippe-Pigeon 1200, route de l'Église, 9e étage Québec City, QC G1V 4M1	General Enquiries Tel: 418.643.5140 Informations@justice.gouv.qc.ca Minister's Office: Simon Jolin-Barrette , Minister of Justice Tel: 418.643.4210 Fax: 418.646.0027 ministre@justice.gouv.qc.ca
REVENU QUÉBEC Goods and Services Tax, Harmonized Sales Tax and Law of Quebec Secteur C65-CK 1265, boulevard Charest Ouest Québec City, QC G1N 4V5 and C.P. 8025, succursale Desjardins Montreal, QC H5B 0A8 and 3800, rue de Marly C. P. 25555 succursale Terminus Québec City, QC G1A 1B9	Linda Perron Tel: 418.577.0104 Fax: 418.577.5017 linda.perron@revenuquebec.ca

EMAIL SERVICE LIST

(As of May 26, 2022)

riacobs@cassels.com; jdietrich@cassels.com; nlevine@cassels.com; mwunder@cassels.com;
jbornstein@cassels.com; SGAS.Legalnotices@sungardas.com; pdublin@akingump.com;
mlahaie@akingump.com; zlanier@akingump.com; ahutchens@alvarezandmarsal.com;
jnevsky@alvarezandmarsal.com; mbinder@alvarezandmarsal.com;
zweigs@bennettjones.com; mightonj@bennettjones.com; grayt@bennettjones.com;
legal@alterdomus.com; cortland_successor_agent@alterdomus.com; cdale@proskauer.com;
dhillman@proskauer.com; jesses@proskauer.com; stephen.castro@nortonrosefulbright.com;
david.amato@nortonrosefulbright.com; jennifer.stam@nortonrosefulbright.com;
matthew.leighton@pnc.com; jdivack@thompsoncoburn.com; krosenstein@millerthomson.com;
gazeff@millerthomson.com; sdecaria@millerthomson.com; vsilva@landmarkdividend.com;
jbobek@landmarkdividend.com; carole.hunter@dlapiper.com; stewartd@orlandocorp.com;
lgalessiere@cglegal.ca; jwuthmann@cglegal.ca; michael.george@colliers.com;
laura.clarke@colliers.com; dsajnani@digitalrealty.com; hansford@sbep-law.com;
akauffman@fasken.com; dricher@fasken.com; INFO@BRASSWATER.CA;
cdeminico@brasswater.ca; sdubois@brasswater.ca; katia@vistaprops.com;
dan.hamilton@whipcord.com; leenicholson@stikeman.com; jperreault@mccarthy.ca;
meboucher@mccarthy.ca; diane.winters@justice.qc.ca; pat.confalone@justice.qc.ca;
steven.Groeneveld@ontario.ca; Insolvency.unit@ontario.ca; leslie.crawford@ontario.ca;
linda.perron@revenuquebec.ca; Informations@justice.gouv.qc.ca; ministre@justice.gouv.qc.ca

INDEX

Tab		Document
1		Notice of Motion
2		Affidavit of Michael K. Robinson, sworn May 26, 2022
	A	Exhibit A – Proposed Rejection Order
	B	Exhibit B – De Minimis Asset Sales Order
	C	Exhibit C – Rejection Motion
	D	Exhibit D – Certificate of No Objection with Blackline of the proposed De Minimis Asset Sales Order compared to the entered De Minimis Asset Sales Order
3		Draft Recognition Order

TAB 1

**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

**NOTICE OF MOTION
(Recognition of Foreign Orders)
(Returnable June 2, 2022)**

The applicant, Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuite des Affaires (Canada) Ltee ("**Sungard AS Canada**"), in its capacity as foreign representative (the "**Foreign Representative**") of itself, as well as the other Debtors (defined below), will make a motion to a Judge presiding over the Commercial List on June 2, 2022, at 9:30 a.m., or as soon after as the motion can be heard.

PROPOSED METHOD OF HEARING: The motion is to be heard by Zoom videoconference due to the COVID-19 crisis.

THE MOTION IS FOR:

1. An Order that the *Order (I) Authorizing and Approving the Rejection of Certain Unexpired Leases of Non-Residential Real Property and (II) Granting Related Relief* (the "**Rejection Order**"), should it be granted by the United States Bankruptcy Court for the Southern District of Texas (the "**U.S. Bankruptcy Court**") in the cases (the "**Chapter 11 Cases**") commenced by the Debtors under Chapter 11, title 11 of the United States Code (the "**Bankruptcy Code**"), be recognized and given full force and effect in all provinces and territories of Canada

pursuant to Section 49 of the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the "**CCAA**");

2. An Order that the *Order Approving Procedures for De Minimis Asset Sales* (the "**De Minimis Asset Sales Order**") of the U.S. Bankruptcy Court be recognized and given full force and effect in all provinces and territories of Canada pursuant to Section 49 of the CCAA;
3. An Order abridging the time for service and filing of this Notice of Motion and the Motion Record and dispensing with service thereof on any interested party other than those served within these proceedings; and
4. Such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THIS MOTION ARE:

Background

5. For over 40 years, the Debtors and their non-Debtor affiliates (the "**Company**") have established and maintained resilient and recoverable information technology environments for myriad businesses, including financial institutions, healthcare, manufacturing, logistics, transportation, and general services. In Canada, services are provided through Sungard AS Canada.
6. On April 11, 2022, Sungard AS Canada and 11 of its US-based affiliates (collectively, the "**Debtors**") filed voluntary petitions for relief, under the Bankruptcy Code in the U.S. Bankruptcy Court, and Sungard AS Canada commenced proceedings (the "**Canadian Proceedings**") under the CCAA.
7. On the same date, Justice Conway of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") granted an interim stay of proceedings in respect of Sungard AS Canada as well as Sungard AS New Holdings III, LLC and Sungard Availability Services LP, pending the hearing by this Court of the Foreign Representative's initial application to, among other things, recognize Sungard AS Canada's Chapter 11 Case as a foreign main proceeding.
8. On April 12, 2022, the U.S. Bankruptcy Court entered various orders in the Chapter 11 Cases, including an order authorizing Sungard AS Canada to act as the Foreign Representative of itself and the other Debtors in any proceedings in Canada.
9. On April 14, 2022, the Court granted an Order, as requested by the Foreign Representative, (a) recognizing Sungard AS Canada as the Foreign Representative of itself and the other Debtors in respect of the Chapter 11 Cases; (b) recognizing the United States of America as

the centre of main interests for Sungard AS Canada; and (c) recognizing Sungard AS Canada's Chapter 11 Case as a "foreign main proceeding". On the same day, the Court granted a second Order, among other things, (a) recognizing certain orders entered by the U.S. Bankruptcy Court in the Chapter 11 Cases; (b) granting two charges with respect to interim financing over the property of Sungard AS Canada in Canada and an administration charge; and (c) appointing Alvarez & Marsal Canada Inc. as information officer (the "**Information Officer**") in the Canadian Proceedings.

10. Following a hearing on May 13, 2022, on May 16, 2022, the Court granted recognition of four additional orders from the U.S. Bankruptcy Court, as requested by the Foreign Representative, including an order setting bar dates for filing proofs of claim (the "**Bar Date Order**"). At the Foreign Representative's request, Justice Conway scheduled a further recognition hearing on June 2, 2022 to permit the Foreign Representative to seek recognition of additional orders of the U.S. Bankruptcy Court, should they be granted.

Recognition of Additional U.S. Orders

11. To facilitate the Chapter 11 Cases and these Canadian Proceedings, the Foreign Representative is seeking recognition of two additional orders as described below.

(i) The Rejection Order

12. The Debtors have scheduled a hearing before the U.S. Bankruptcy Court for May 31, 2022 to seek entry of the Rejection Order.
13. The proposed Rejection Order approves the Debtors' rejection of certain unexpired leases of non-residential property and permits the Debtors to abandon personal property located at the premises of the rejected leases (the "**Rejected Leases**").
14. The proposed Rejection Order will allow the Debtors to preserve and maximize the value of their estates through terminating the Rejected Leases which are not beneficial or integral to the Debtors' estates and therefore limiting the costs the Debtors must pay during the Chapter 11 Cases and the Canadian Proceedings.
15. The details regarding the non-debtor counterparties, the effective date for the rejection of each Rejected Lease, and the location of the Rejected Leases are set out in "Schedule 1" of the proposed Rejection Order.
16. The Canadian lease identified on "Schedule 1" is a lease with respect to the two properties at 7405 Trans-Canada, Suite 200, Saint-Laurent and 3950 Boulevard de la Côte-Vertu, Suite

100, City of Montreal (collectively, the “**Montreal Leases**”). Pursuant to the Rejection Order, the leases will be rejected as of May 31, 2022.

17. If the landlord under the Montreal Leases wishes to file a proof of claim for damages arising from the Rejection Order, the landlord is required to do so pursuant to the Bar Date Order.

(ii) De Minimis Asset Sales Order

18. The De Minimis Asset Sales Order, which was entered by the U.S. Bankruptcy Court on May 23, 2022 without a hearing after the objection period expired and certain minor modifications were negotiated with stakeholders, authorizes the Debtors to implement simplified procedures to:

- (a) sell certain assets or collections of assets, including any rights or interests therein (collectively, the “**De Minimis Assets**”), in any individual transaction or series of related transactions, to a single buyer or group of related buyers with an aggregate sale value equal to or less than US\$1,000,000, free and clear of all liens, claims, interests and encumbrances, without need for further court approval; and
- (b) pay the reasonable and necessary fees and expenses, if any, incurred in connection with such sales, including commission fees to agents, brokers, auctioneers and liquidators with the amount of the proposed commission to be disclosed in a written notice in the form attached to the De Minimis Asset Sales Order containing information with respect to such a sale.

19. The details of the procedures are set out in the De Minimis Asset Sales Order.

20. Although the Debtors believe that any De Minimis Asset sales are likely to be in the ordinary course and thus would not require additional relief, recognition of these procedures for the De Minimis Asset sales will allow the Debtors to obtain the highest price at otherwise the best terms available, while at the same time providing certainty to sales participants and protecting the interests of the Debtors’ stakeholders.

Other Grounds

21. The provisions of the CCAA, including Part IV thereof;
22. The provisions of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, including Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 thereof; and
23. Such further and other grounds as the lawyers may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

24. The Affidavit of Michael K. Robinson, sworn May 26, 2022, and the exhibits attached thereto;
25. The Affidavit of Michael K. Robinson, sworn May 2, 2022 and the exhibits attached thereto, filed;
26. The Affidavit of William Onyeaju to be sworn, and the exhibits attached thereto, to be filed;
27. The Second Report of the Information Officer, to be filed; and
28. Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

May 26, 2022

CASSELS BROCK & BLACKWELL LLP

Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Ryan Jacobs LSO#: 59510J

Tel: 416.860.6465
rjacobs@cassels.com

Jane Dietrich LSO#: 49302U

Tel: 416.860.5223
jdietrich@cassels.com

Natalie E. Levine LSO#: 64908K

Tel: 416.860.6568
nlevine@cassels.com

Lawyers for the Foreign Representative

TO: SERVICE 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

Court File No. CV-22-00679628-00CL

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

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION
(Recognition of Foreign Orders)**

CASSELS BROCK & BLACKWELL LLP

Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Ryan Jacobs LSO#: 59510J

Tel: 416.860.6465
rjacobs@cassels.com

Jane Dietrich LSO#: 49302U

Tel: 416.860.5223
jdietrich@cassels.com

Natalie E. Levine LSO#: 64908K

Tel: 416.860.6568
nlevine@cassels.com

Lawyers for the Foreign Representative

TAB 2

**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 MICHAEL K. ROBINSON
(sworn May 26, 2022)**

I, Michael K. Robinson, of the City of Wilmington, in the state of North Carolina, MAKE
OATH AND SAY:

1. I am the Chief Executive Officer and President of each of the Debtors¹ (together with their direct and indirect non-Debtor subsidiaries, the "**Company**"), including Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuite des Affaires (Canada) Ltee ("**Sungard AS Canada**"). I have served in this position since May 2019. I also serve on the Board of

¹ "**Debtors**" means the following entities that are "debtors" in the Chapter 11 Cases (defined below): InFlow LLC; Sungard AS New Holdings, LLC; Sungard AS New Holdings II, LLC; Sungard AS New Holdings III, LLC; Sungard Availability Network Solutions Inc.; Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuite des Affaires (Canada) Ltee; Sungard Availability Services Holdings (Canada), Inc.; Sungard Availability Services Holdings (Europe), Inc.; Sungard Availability Services Holdings, LLC; Sungard Availability Services Technology, LLC; Sungard Availability Services, LP; and Sungard Availability Services, Ltd.

Managers of the Company's ultimate parent Sungard AS New Holdings, LLC ("**Sungard AS**") and the applicable governing body of each other Debtor.

2. As a result of my tenure with the Company, my review of public and non-public documents, and my discussions with other senior executives, I am generally familiar with the Company's businesses, financial condition, day-to-day operations, and books and records, and, as such, have knowledge of the matters contained in this affidavit. 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. In preparing this affidavit, I have consulted with legal, financial and other advisors to the Company, and other members of the senior management of the Company.

3. I swear this affidavit in support of the motion filed by Sungard AS Canada in its capacity as foreign representative of itself and the other Debtors (the "**Foreign Representative**") for relief pursuant to Part IV of the *Companies' Creditors Arrangement Act* R.S.C., 1985, c. C-36, as amended (the "**CCAA**"), including an order recognizing and giving full force and effect in all provinces and territories of Canada, pursuant to Section 49 of the CCAA, to certain orders of the United States Bankruptcy Court for the Southern District of Texas (the "**U.S. Bankruptcy Court**"), to the extent granted, in the cases (the "**Chapter 11 Cases**") commenced by the Debtors under Chapter 11, title 11 of the United States Code (the "**Bankruptcy Code**").

4. Specifically, the Foreign Representative is seeking recognition in Canada of the:

- (a) *Order (I) Authorizing and Approving the Rejection of Certain Unexpired Leases of Non-Residential Real Property and (II) Granting Related Relief* (the "**Rejection Order**"), should it be granted by the U.S. Bankruptcy Court at a hearing scheduled for May 31, 2022, a draft of which is attached hereto as **Exhibit "A"**; and

(b) *Order Approving Procedures for De Minimis Asset Sales* (the “**De Minimis Asset Sales Order**”), which was entered by the U.S. Bankruptcy Court without a hearing on May 23, 2022, a copy of which is attached hereto as **Exhibit “B”**.

5. Unless otherwise indicated, capitalized terms used and not defined in this affidavit have the meaning given to them in my affidavit sworn April 11, 2022 (the “**Initial Affidavit**”). Further background on these proceedings is available on the Information Officer’s website at <https://www.alvarezandmarsal.com/SungardASCanada>. Copies of documents filed in the U.S. Bankruptcy Court in connection with the Chapter 11 Cases can be found on the Debtors’ case website administered by Kroll Restructuring Administration LLC, the Debtors’ claims and noticing agent, <https://cases.ra.kroll.com/sungardas/>.

I. OVERVIEW

A. Procedural Background

6. On April 11, 2022 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief, under the Bankruptcy Code in the U.S. Bankruptcy Court and Sungard AS Canada commenced proceedings (the “**Canadian Proceedings**”) under the CCAA to recognize its Chapter 11 Case.

7. On the same date, Justice Conway of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) granted an interim stay of proceedings in respect of Sungard AS Canada as well as Sungard AS New Holdings III, LLC and Sungard Availability Services LP, pending the hearing on the Foreign Representative’s initial application to, among other things, recognize Sungard AS Canada’s Chapter 11 Case as a foreign main proceeding.

8. On April 12, 2022, the U.S. Bankruptcy Court entered various orders in the Chapter 11 Cases, including an order authorizing Sungard AS Canada to act as the foreign representative of itself and the other Debtors in any proceedings in Canada.

9. On April 14, 2022, the Court entered an order, among other things, (a) recognizing Sungard AS Canada as Foreign Representative of itself and the other Debtors in respect of the Chapter 11 Cases, (b) recognizing the United States of America as the centre of main interests for Sungard AS Canada, and (c) recognizing Sungard AS Canada's Chapter 11 Case as a "foreign main proceeding". The Court also granted an order, among other things, (a) recognizing certain orders entered by the U.S. Bankruptcy Court in the Chapter 11 Cases; (b) granting the DIP Agents' Charge and the Administration Charge, and (c) appointing Alvarez & Marsal Canada Inc. as information officer (the "**Information Officer**") in the Canadian Proceedings.

10. Following a hearing on May 13, 2022, on May 16, 2022, the Court granted an order recognizing and giving full force and effect in all provinces and territories of Canada four additional orders from the U.S. Bankruptcy Court, as requested by the Foreign Representative, including an order setting bar dates for filing proofs of claim (the "**Bar Date Order**"). At the Foreign Representative's request, Justice Conway scheduled a further recognition hearing on June 2, 2022 to permit the Foreign Representative to seek recognition of additional orders of the U.S. Bankruptcy Court, should they be granted.

11. As further described below, the De Minimis Asset Sales Order was entered on May 23, 2022. The hearing of the motion in respect of the Rejection Order is scheduled before the U.S. Bankruptcy Court for May 31, 2022. The Foreign Representative is serving this motion to seek recognition of the De Minimis Asset Sales Order and the Rejection Order, should it be granted, at the June 2, 2022 hearing.

B. The Company and Sungard AS Canada

12. The Company provides high availability, cloud-connected infrastructure services built to deliver business resilience to its customers in the event of an unplanned business disruption, ranging from man-made events to natural disasters. Headquartered in Wayne, Pennsylvania, the

Debtors employ approximately 585 individuals in the United States and Canada. The Company operates 55 facilities (comprising 24 data centers and 31 work area recovery centers) and provides services to approximately 2,000 customers across the United States, the United Kingdom, Canada, Ireland, France, India, Belgium, Luxembourg and Poland. The Company generated approximately US\$587 million in revenue for fiscal year 2021 and, as of the Petition Date, the Debtors had approximately US\$424 million in aggregate principal amount of prepetition funded debt obligations. Sungard AS Canada is a borrower or guarantor in respect of over US\$400 million of the Debtors' prepetition indebtedness and has granted security to the lenders or agents for the lenders as security for those loans.

13. Further background regarding the Debtors' business operations and the Chapter 11 Cases is set out in my Initial Affidavit and my declaration on behalf of the Debtors which is attached as Exhibit "B" thereto.

II. FOREIGN ORDERS

A. Rejection Order

14. The Debtors are party to a number of non-residential real property leases pursuant to which the Debtors lease the facilities referenced above, which support the Debtors' workplace recovery business and house their key infrastructure. To maximize and preserve the value of their estates for the benefit of all creditors, the Debtors filed an *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**"), a copy of which is attached hereto as **Exhibit "C"**, seeking to reject certain unexpired leases of non-residential real property (the "**Rejected Leases**") as listed on "Schedule 1" of the proposed Rejection Order. The Debtors believe that continuing to operate under the Rejected Leases will hinder the Debtors' reorganization and sale efforts. Additionally, the Debtors seek, effective as of the corresponding

date for each Rejected Lease, to abandon certain personal property (the “**Personal Property**”) that remains on the premises of the Rejected Leases.

15. The only Canadian lease identified on “Schedule 1” is with respect to the properties at 7405 Trans Canada Highway, Suite 200, Saint-Laurent and 3950 Boulevard de la Cote-Vertu, Suite 100, City of Montreal (collectively, the “**Montreal Lease**”). Pursuant to the Rejection Order, if granted, the Montreal Lease will be rejected as of May 31, 2022.

16. Rejecting the leases identified in the Rejection Motion is in the best interests of the Debtors’ estates as eliminating certain unnecessary costs is critical to the efforts of the Debtors’ to maximize the value of their estates and reduce administrative costs in the Chapter 11 Cases. Rejecting the Rejected Leases would reduce the Company’s annual rent by approximately US\$1.8 million.

17. The Debtors have further determined that the cost of removing and storing the Personal Property located in each of the premises covered by the Rejected Leases exceeds its value. Moreover, the Debtors have also determined that efforts to market the Personal Property in place would delay the exit of the Debtors from the subject properties and would cause additional rent costs to be incurred. Accordingly, the abandonment of Personal Property is in the best interests of the Debtors and their estates.

18. I am advised by the Debtors’ noticing agent, Kroll Restructuring Administration LLC, that the Debtors provided the Montreal Lease landlord with notice of the Rejection Motion on May 6, 2022. The Debtors have received no objections from the landlord under the Montreal Lease, as of the date of this affidavit. Objections in respect of the Rejection Motion must be filed before the May 31, 2022 hearing before the U.S. Bankruptcy Court.

19. Any party wishing to file a proof of claim related to the leases set out in the proposed Rejection Order, including the landlord under the Montreal Lease, must comply with the terms of the Bar Date Order.

B. De Minimis Asset Sales Order

20. The Debtors filed a motion in respect of the De Minimis Asset Sales Order with the U.S. Bankruptcy Court on April 22, 2022. Copies of the motion materials were attached to my affidavit sworn May 2, 2022. The De Minimis Asset Sales Order was not scheduled for a hearing before the U.S. Bankruptcy Court but was instead filed with the intent that it would be entered without a hearing if no objections were received. The Foreign Representative intended to seek recognition of the De Minimis Asset Sales Order at the hearing scheduled for May 13, 2022. However, as a result of both informal comments from various stakeholders, including the Official Committee of Unsecured Creditors (the “**Committee**”) and the Office of the United States Trustee (the “**U.S. Trustee**”), and a formal objection filed by the Maricopa County Treasurer, the Debtors were unable to request that the De Minimis Asset Sales Order be entered by the U.S Bankruptcy Court until those objections and comments were resolved.

21. On May 16, 2022, the Debtors filed a Certificate of No Objection and a blackline showing the changes the Debtors had agreed to with U.S. Trustee, the Committee and the Maricopa County Treasurer to resolve the objections. A copy of the Certificate of No Objection attaching the blackline in respect of the De Minimis Asset Sales Order (and omitting the other orders) is attached hereto as **Exhibit “D”**.

22. On May 23, 2022, the U.S. Bankruptcy Court entered the De Minimis Asset Sales Order in the form attached to the Certificate of No Objection.

23. The De Minimis Asset Sales Order authorizes the Debtors to sell certain assets or collections of assets, including any rights or interests therein (the “**De Minimis Assets**”) outside

of the ordinary course of business, without further order of the Court, to a single buyer or group of related buyers with an aggregate sale value equal to or less than US\$1,000,000, free and clear of all liens, claims, interests and encumbrances, in accordance with the procedures detailed in the De Minimis Asset Sales Order.

24. The De Minimis Asset Sales Order establishes two different procedures based on the net total sale value of each De Minimis Asset sale. The value thresholds are (a) less than or equal to US\$350,000 and (b) greater than US\$350,000 and less than or equal to US\$1 million. The specific procedures for each value threshold are set out in paragraphs 1.a and 1.b of the De Minimis Asset Sales Order. The procedures were described in my affidavit dated May 2, 2022, and the most relevant changes are highlighted below:

- (a) With respect to De Minimis Asset sales under US\$350,000, the notice in the form attached to the De Minimis Asset Sales Order is required to be provided by the Debtors to the Sale Notice Parties (as defined in the De Minimis Asset Sales Order) seven (7) calendar days in advance of closing for sales (an increase from the 5 days previously proposed by the Debtors). If any party in interest formally objects to a De Minimis Asset sale, the De Minimis Asset sale may not be completed without resolution of the objection or a further order of the Court. The Sale Notice Parties include certain creditors and other stakeholders, including impacted contract counterparties and counsel to the Information Officer. The form of Order entered by the Court makes clear that any party – not only the Sale Notice Parties - may object to a sale.
- (b) With respect to De Minimis Asset sales between US\$350,000 to US\$1 million, a notice in the form attached to the De Minimis Asset Sales Order is required to be provided by the Debtors to the Sale Notice Parties and filed with the U.S. Bankruptcy Court ten (10) calendar days in advance of closing for sales.

Furthermore, any Sale Notice Party or party in interest can object to a sale without the need for a formal objection. If no objections are received within the later of (a) ten (10) calendar days after the service of such Sale Notice or (b) five (5) calendar days after the service of an Amended Sale Notice, as applicable (the “**Sale Notice Period**”), the Debtors are authorized consummate such sale immediately. The requirement to file the Sale Notice and to permit any party in interest to object were added to address the comments received.

- (c) The De Minimis Asset Sales Order also provides for additional consultation with or disclosure to the U.S. Trustee and the Committee and confirms that the Debtors will continue to comply with the obligations under the Final DIP Order.
- (d) At the request of the U.S. Trustee, the De Minimis Asset Sales Order provides that if the transaction value of the De Minimis Assets outside the ordinary course of business is greater than US\$5 million, the Debtors must seek court approval of any sale.

25. The Debtors’ authority to take all actions necessary to effect the relief granted under the De Minimis Asset Sales Order is, as it relates to the assets of Sungard AS Canada in Canada, subject to recognition of the order by the Court. This requirement is consistent with paragraph 5 of the Initial Recognition Order, granted by the Court, which provides that Sungard AS Canada is prohibited, except with leave of the Court, from selling or otherwise disposing of (a) outside of the ordinary course of its business, any of its property in Canada that relates to the business and (b) any of its other property in Canada.

26. Although the Debtors believe that any De Minimis Asset sales are likely to be in the ordinary course and thus would not require additional relief, recognition of these procedures for the De Minimis Asset sales will allow the Debtors to obtain the highest price at otherwise the best

terms available, while at the same time providing certainty to sales participants and protecting the interests of the Debtors' stakeholders.

III. CONCLUSION

27. I believe the relief set out herein and in the proposed orders is necessary for the protection of Sungard AS Canada's property and the interests of its stakeholders.

SWORN BEFORE ME by video conference on this 26th day of May 2022. This affidavit was commissioned remotely in accordance with O. Reg. 431/20, Administering Oath of Declaration Remotely. The affiant was located in the City of Charlotte, in the state of North Carolina and I was located in the City of Toronto in the Province of Ontario.



A commissioner for Taking Affidavits
(or as may be)



Michael K. Robinson

Commissioner Name: Natalie E. Levine
Law Society of Ontario Number: 64908K

This is Exhibit “**A**” referred to in the Affidavit of Michael K. Robinson sworn before me May 26, 2022 by videoconference in accordance with O. Reg 431/20.

A handwritten signature in black ink, appearing to read 'N. Levine', written in a cursive style.

Commissioner for Taking Affidavits (or as may be)

Commissioner Name: Natalie E. Levine
Law Society of Ontario Number: 64908K

**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 ____

**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

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 1.

2. The Debtors are authorized to abandon 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. 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.

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
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
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	Workplace Recovery	7405 Trans Canada Highway, Suite 200 Saint-Laurent, Province of Quebec -And- 3950 de la Cote-Vertu Boulevard, Suite 100 City of Montreal	May 31, 2022	Miscellaneous FF&E
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	Miscellaneous FF&E
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

This is Exhibit “**B**” referred to in the Affidavit of Michael K. Robinson sworn before me May 26, 2022 by videoconference in accordance with O. Reg 431/20.

A handwritten signature in black ink, appearing to read 'N. Levine', written in a cursive style.

Commissioner for Taking Affidavits (or as may be)

Commissioner Name: Natalie E. Levine
Law Society of Ontario Number: 64908K

ENTERED

May 23, 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. 133

ORDER APPROVING PROCEDURES FOR DE MINIMIS ASSET SALES

Upon the motion (the “Motion”)² of the Debtors for entry of an order (this “Order”): approving expedited procedures for the sale of De Minimis Assets, all as more fully set forth in the Motion; and upon the First Day Declaration; 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 it may enter a final order consistent with Article III of the United States Constitution; 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 this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion

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 have the meanings ascribed to them in the Motion.

and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing (if any) establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Pursuant to Bankruptcy Code sections 363(b) and (f), the Debtors are authorized to sell De Minimis Assets outside the ordinary course of business, without further order of the Court in accordance with the following De Minimis Asset Sale Procedures; provided, that these De Minimis Asset Sale Procedures shall not apply to De Minimis Assets of the Debtors with a sale price in excess of \$1,000,000 during these chapter 11 cases:

- a. With regard to De Minimis Asset Sales with a total sale value less than or equal to \$350,000:
 - i. the Debtors are authorized to consummate such sales if the Debtors determine in their reasonable exercise of business judgment, and subject to the terms of any prepetition or postpetition financing agreement and any order of the Court in connection therewith, that such sales are in the best interest of the estates, without further order of the Court, subject to the noticing procedures set forth herein;
 - ii. any such sales shall be, without need for any action by any party, final and fully authorized by the Court and may be, as provided in the documentation governing the applicable sale and to the extent permitted by the Bankruptcy Code and applicable non-bankruptcy law, final and free and clear of all Liens with such Liens attaching only to the proceeds of such sales with the same validity, extent and priority as immediately prior to the sale;
 - iii. the Debtors shall, at least seven (7) calendar days prior to closing such sale, give written notice containing Sale Notice Information (as defined below) with respect to such sale to: (a) the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”); (b) counsel for the Official Committee of Unsecured Creditors; (c) counsel for PNC Bank, National Association, as the administrative agent under the Debtors’ prepetition revolving credit facility and ABL DIP facility; (d) counsel for Alter Domus Products Corp., as the administrative agent under each of the Debtors’ prepetition term loan facilities; (e) counsel for the ad hoc group of term loan lenders and the term loan DIP lenders; (f) counsel for Acquiom

Agency Services LLC, as term loan DIP agent under the Debtors' term loan DIP facility; (g) counsel for the Information Officer; (h) the counterparties to any agreement or contract be sold pursuant to the De Minimis Asset Sale Procedures; (i) any known affected creditor(s) asserting a lien, claim or encumbrance against, or interest in, the relevant De Minimis Assets; and (j) any other party that has requested to receive notice pursuant to Bankruptcy Rule 2002 (each, a "Sale Notice Party" and, collectively, the "Sale Notice Parties");

- iv. good faith purchasers of assets pursuant to these De Minimis Asset Sale Procedures shall be entitled to the protections of Bankruptcy Code section 363(m); and
 - v. if any of the Sale Notice Parties or a party in interest formally objects to a De Minimis Asset Sale, the De Minimis Asset may not be sold without resolution of the objection or further order of the Court.
- b. With regard to a De Minimis Asset Sale with a net total sale value greater than \$350,000 and less than or equal to \$1,000,000:
- i. the Debtors are authorized to consummate such sales if the Debtors determine in their reasonable exercise of business judgment, and subject to the terms of any prepetition or postpetition financing agreement and any order of the Court in connection therewith, that such sales are in the best interest of the estates, without further order of the Court, subject to the noticing procedures set forth herein;
 - ii. any such sales shall be, without need for any action by any party, final and fully authorized by the Court and may be, as provided in the documentation governing the applicable sale and to the extent permitted by the Bankruptcy Code and applicable non-bankruptcy law, final and free and clear of all Liens with such Liens attaching only to the proceeds of such sales with the same validity, extent and priority as immediately prior to the sale;
 - iii. the Debtors shall, at least ten (10) calendar days prior to closing such sale, file with the Court and give written notice of such sale substantially in the form attached to this Order as **Exhibit 1** (each notice, a "Sale Notice") to the Sale Notice Parties;
 - iv. if the terms of a proposed sale are materially amended after transmittal of the Sale Notice, the Debtors shall send an amended Sale Notice (the "Amended Sale Notice") to the Sale Notice Parties prior to closing such sale, which closing shall be no earlier than ten (10) calendar days after the sending of the Amended Sale Notice;
 - v. the content of the Sale Notice sent to the Sale Notice Parties for the applicable De Minimis Asset Sale shall consist of: (a) identification of the De Minimis Assets being sold; (b) identification of the purchaser(s); (c) the

identities of holders known to the Debtors as holding Liens on the De Minimis Assets; (d) a copy of the sale agreement evidencing the terms of the De Minimis Asset Sale or, alternatively, a summary of the material economic terms and conditions of the De Minimis Asset Sale, including the purchase price; (e) the net book value of De Minimis Assets being sold; and (f) any commission, fees or similar expenses to be paid in connection with such sale (the “Sale Notice Information”);

- vi. any Sale Notice Party or party in interest shall have the right to object to a De Minimis Asset Sale by notifying the Debtors of such objection within the later of (a) ten (10) calendar days after service of such Sale Notice or (b) five (5) calendar days after service of an Amended Sale Notice, as applicable, (together, the “Sale Notice Period”), without the need to file a formal objection with the Court, and if, after good faith negotiations, the Debtors and such Sale Notice Party or party in interest are unable to resolve such objection consensually, the Sale Notice Party or party in interest shall promptly file a formal objection with the Court and request that a hearing on the matter be scheduled as soon as reasonably practicable, subject to the Court’s availability and prior to the closing of the sale;
- vii. if no objections are received within the Sale Notice Period, the Debtors are authorized to consummate such sale immediately; and
- viii. good faith purchasers of assets pursuant to these De Minimis Asset Sale Procedures shall be entitled to the protections of Bankruptcy Code section 363(m).

2. The Debtors shall file a written report with the Court beginning with the calendar quarter ending on June 30, 2022, and each calendar quarter thereafter, no later than 30 days after the end of each such calendar quarter, concerning any De Minimis Asset Sales consummated during the preceding calendar quarter pursuant hereto, including the name of the purchaser(s), a description of the De Minimis Asset(s) sold and the purchase price.

3. If the transaction value of the uses, sales, acquisitions, investments, exchanges or transfers of De Minimis Assets outside the ordinary course of business is greater than \$5,000,000, the Debtors shall file a motion with the Court requesting approval of the sale pursuant to Bankruptcy Code section 363, among other applicable provisions.

4. Sales to “insiders,” as that term is defined in Bankruptcy Code section 101(31) are excluded from this Order and shall require separate approval from this Court.

5. Notice and a failure to timely object to a De Minimis Asset Sale in accordance with the terms of this Order shall be deemed to be “consent” to such De Minimis Asset Sale within the meaning of Bankruptcy Code section 363(f)(2).

6. Sales of De Minimis Assets are, without need for any action by any party, free and clear of all Liens, with such Liens attaching to the proceeds of such sale with the same validity, extent and priority as had attached to such De Minimis Assets immediately prior to such sale. The holder of any valid Lien, claim, encumbrance or interest on such De Minimis Assets shall, as of the effective date of such sale, be deemed to have waived and released such Lien, claim, encumbrance or interest on the applicable De Minimis Assets, without regard to whether such holder has executed or filed any applicable release, and such Lien, claim, encumbrance or interest shall automatically, and with no further action by any party, attach to the proceeds of such sale with the same validity, extent and priority as had attached to the De Minimis Assets immediately prior to the closing of the De Minimis Asset Sale. Notwithstanding the foregoing, any such holder of such a Lien, claim, encumbrance or interest is authorized and directed to execute and deliver any waivers, releases or other related documentation, as reasonably requested by the Debtors.

7. Purchasers of De Minimis Assets are entitled to the protections afforded to good faith purchasers under Bankruptcy Code section 363(m).

8. The Sale Notice with regard to the sale of De Minimis Assets substantially in the form attached hereto as **Exhibit 1** is hereby authorized and approved.

9. Filing with the Court and service of the Sale Notice, as applicable, is sufficient notice of the sale of such De Minimis Assets.

10. Sales of De Minimis Assets shall be deemed arm's-length transactions entitled to the protections of Bankruptcy Code section 363(m).

11. With respect to all sales consummated pursuant to this Order, this Order shall be the sole and sufficient evidence of the transfer of title to any particular buyer, and the sales consummated pursuant to this Order shall be binding upon and shall govern the acts of all persons and entities who may be required by operation of law, the duties of their office or contract to accept, file, register or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in or to any of the property sold pursuant to this Order, including without limitation, all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, administrative agencies, governmental departments, secretaries of state and federal, state and local officials, and each of such persons and entities is hereby directed to accept this Order as the sole and sufficient evidence of such transfer of title and shall rely upon this Order in consummating the sales contemplated hereby.

12. The Debtors are authorized to pay those reasonable and necessary fees and expenses incurred in the sale of De Minimis Assets, including commission fees to agents, brokers, auctioneers and liquidators, provided that the right of any affected secured party to contest the reasonableness of such fees and expenses via the objection procedures set forth in this Order is expressly reserved.³

13. The Debtors shall provide a written report to the U.S. Trustee and counsel for the Official Committee of Unsecured Creditors beginning with the month ending on May 31, 2022, and each calendar month thereafter until the effective date of any plan of reorganization in these

³ The Debtors will not pay fees and expenses of estate-retained professionals in connection with such use, sale, transfer or acquisition, however, other than in accordance with any motion by the Debtors seeking the establishment of procedures for interim compensation and reimbursement of expenses.

chapter 11 cases, no later than 30 days after the end of each calendar month, concerning any such transactions consummated during the preceding month pursuant hereto, including the names of purchasing or selling parties, as applicable, and the types and amounts of the transactions.

14. With respect to any De Minimis Asset Sales with a sale value of \$500,000 or more, the Debtors shall consult with the advisors for the Official Committee of Unsecured Creditors regarding such sale prior to the filing or service of any Sale Notice or the Debtors' entry into any agreement with respect thereto.

15. Notwithstanding anything to the contrary in this Order or in any asset purchase agreement, nothing in this Order or any asset purchase agreement releases, nullifies, precludes or enjoins the enforcement of any police or regulatory liability to a governmental unit that any entity would be subject to as the post-sale owner or operator of property after consummation of a De Minimis Asset Sale.

16. 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, basis for or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy 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 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; (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 concession by the Debtors that any liens (contractual, common law, statutory or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity or perfection or to seek avoidance of all such liens.

17. Notwithstanding anything in this Order to the contrary, any payment to be made, or any authorization contained hereunder shall be subject to the terms of any orders authorizing debtor in possession financing or the use of cash collateral approved by this Court in these chapter 11 cases (including with respect to any budget governing or relating to such use) including, without limitation, the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Authorizing the Debtors to Repay Certain Prepetition Secured Indebtedness, (IV) Granting Liens and Providing Superpriority Administrative Expense Status, (V) Granting Adequate Protection, (VI) Modifying the Automatic Stay and (VII) Granting Related Relief* [Docket No. 220] (as each order may be amended or become final in accordance with the terms thereof, the "DIP Order") and the Approved Budget (as defined in the DIP Order); and to the extent there is any inconsistency between the terms of such DIP Order and any action taken or proposed to be taken hereunder, the terms of such DIP Order and the Approved Budget shall control.

18. Notwithstanding anything to the contrary in this Order or the De Minimis Asset Transaction Procedures, none of the Debtors' insurance policies, surety bonds issued on behalf of the Debtor by Westchester Fire Insurance Company, ACE INA Insurance, Federal Insurance Company or ACE American Insurance Company, or their past, present or future parents, subsidiaries or affiliates (the "Surety"), and/or related agreements shall be sold, assigned, or

otherwise transferred pursuant to any De Minimis Asset Transaction except in compliance with the terms of such insurance policies, surety bonds, any related agreements, and/or applicable nonbankruptcy law. Further, to the extent any surety bonds and/or related agreements are sold pursuant to the De Minimis Asset Sale Procedures, in accordance with the above, the Surety will be provided notice of such sale.

19. Nothing contained herein shall prejudice the rights of the Debtors to seek authorization for the sale of any asset under Bankruptcy Code section 363.

20. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a), and the Bankruptcy Local Rules are satisfied by such notice.

21. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon entry.

22. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion; *provided* that the sale of any assets of Sungard AS Canada pursuant to this Order is subject to the recognition of this Order by the Canadian Court in the Canadian Proceedings.

23. 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 23, 2022.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Form of Sale Notice

**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)
)	

NOTICE OF SALE

PLEASE TAKE NOTICE that, on April 11, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532.

PLEASE TAKE FURTHER NOTICE that, on [●], 2022, the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) entered the *Order Approving Procedures for De Minimis Asset Sales* [Docket No. [●]] (the “Order”), authorizing the Debtors to sell certain assets and collections of assets, including any rights or interests therein.

PLEASE TAKE FURTHER NOTICE that, on [●], 2022, the Ontario Superior Court of Justice (Commercial List) entered an order recognizing the Order in the Canadian proceedings recognizing the chapter 11 case in respect of Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuite des Affaires (Canada) Ltee.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the Debtors propose to sell (the “Proposed Sale”) the assets set forth and described on **Exhibit A** attached hereto (the “Assets”) free and clear of all liens, claims, interests and encumbrances. **Exhibit A** identifies: (a) the Assets; (b) the proposed purchaser of the Assets; (c) the material economic terms and conditions of the Proposed Sale, including the purchase price; and (d) any commission, fees or similar expenses to be paid in connection with the Proposed Sale.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, if the terms of the Proposed Sale are materially amended after transmittal of this Notice of Sale, the Debtors will send an amended Notice of Sale (the “Amended Sale Notice”) to the recipients of this Notice of Sale.

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.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, any party may object to the Proposed Sale (each, an “Objection”). Objections must (a) specify the basis for the Objection and (b) be submitted by mail or email to proposed co-counsel to the Debtors, (x) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Philip C. Dublin, Meredith A. Lahaie and Matthew Friedrick, and (y) Jackson Walker LLP, 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn: Matthew D. Cavanaugh, Jennifer F. Wertz and Rebecca Blake Chaikin, such that the Objection is **actually received by the Debtors’ proposed counsel on or before the later of (i) ten (10) calendar days after service of this Notice of Sale or (ii) five (5) calendar days after service of an Amended Sale Notice, as applicable (the “Objection Deadline”)**.

Initial Objections must be received by the Debtors’ proposed counsel by the Objection Deadline but are not required to be filed with the Court. If after good faith negotiations, you and the Debtors are unable to resolve your Objection consensually, you must promptly file a formal objection to the Proposed Sale with the Court and request that a hearing on the matter be scheduled as soon as reasonably practicable, subject to the Court’s availability and prior to the closing of the sale.

PLEASE TAKE FURTHER NOTICE that a copy of the Order may be obtained from the Debtors’ notice, claims and solicitation agent, Kroll Restructuring Administration, LLC, by emailing SGASinfo@ra.kroll.com. A copy of the Order is also available via PACER on the Court’s website at <https://ecf.txsb.uscourts.gov> for a fee, or free of charge by accessing the Debtors’ restructuring website at <https://cases.ra.kroll.com/SungardAS>.

This is Exhibit “C” referred to in the Affidavit of Michael K. Robinson sworn before me May 26, 2022 by videoconference in accordance with O. Reg 431/20.

A handwritten signature in black ink, appearing to read 'N. Levine', is positioned above a horizontal line.

Commissioner for Taking Affidavits (or as may be)

Commissioner Name: Natalie E. Levine
Law Society of Ontario Number: 64908K

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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)
)	

**DEBTORS' 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**

If you object to the relief requested, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on May 31, 2022 at 2:00 p.m. (prevailing Central Time) in Courtroom 400, 4th Floor, 515 Rusk Street, Houston, TX 77002. Participation at the hearing will be permitted by audio and video connection or in-person.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at 832-917-1510. Once connected, you will be asked to enter the conference room number. Judge Jones's conference room number is 205691. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Jones's home page. The meeting code is "JudgeJones". Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Jones's home page. Select the case name, complete the required fields and click "Submit" to complete your appearance.

¹ The Debtors in these chapter 11 cases, along with 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.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state the following in support of this motion (the “Motion”):²

Relief Requested

1. By the Motion, the Debtors seek entry of an order, substantially in the form attached hereto (the “Order”), (i) authorizing the Debtors to reject certain unexpired leases of non-residential real property listed on Schedule 1 to the Order (collectively, the “Rejected Leases”) effective to the dates specified on Schedule 1 to the Order and (ii) granting related relief, including permitting the Debtors to abandon certain personal property located on the premises associated with the Rejected Leases (the “Personal Property”).

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are sections 105(a) and 363 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

² A description of the Debtors and their businesses, and the facts and circumstances supporting this Motion, are set forth in the *Declaration of Michael K. Robinson, Chief Executive Officer and President of the Debtors in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 7] (the “First Day Declaration”). Capitalized terms used but not defined herein have the meaning ascribed to such terms in the First Day Declaration.

Background

5. On April 11, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. On the Petition Date, the Court entered an order [Docket No. 27] authorizing the procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On April 25, 2022, an official committee of unsecured creditors (the “Committee”) was appointed by the United States Trustee (the “U.S. Trustee”) [Docket No. 137].

6. Also on April 11, 2022, Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuite des Affaires (Canada) Ltee (“Sungard AS Canada”) commenced proceedings (the “Canadian Proceedings”) under the Companies’ Creditors Arrangement Act (Canada) in the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”) seeking recognition of its chapter 11 case. The Canadian Court granted the relief requested on April 14, 2022 and appointed Alvarez & Marsal Canada Inc. as information officer (the “Information Officer”) in the Canadian Proceedings.

7. The Debtors and their non-Debtor affiliates (collectively, the “Company”) provide high availability, cloud-connected infrastructure services built to deliver business resilience to their customers in the event of an unplanned business disruption, ranging from man-made events to natural disasters. Headquartered in Wayne, Pennsylvania, the Debtors employ approximately 585 individuals in the United States and Canada. The Company operates 55 facilities (comprising 24 data centers and 31 work area recovery centers) and provides services to approximately 2,001 customers across the United States, the United Kingdom, Canada, Ireland, France, India, Belgium,

Luxembourg and Poland. The Company generated approximately \$587 million in revenue for fiscal year 2021 and, as of the Petition Date, the Debtors had approximately \$424 million in aggregate principal amount of prepetition funded debt obligations.

The Rejected Leases

8. As part of their global businesses, the Debtors are party to a number of non-residential real property leases pursuant to which the Debtors lease the facilities referenced above. The facilities are, among other things, used to support the Debtors' workplace recovery business and to house their key infrastructure. To preserve and maximize the value of their estates for the benefit of all creditors, the Debtors seek to reject the Rejected Leases effective as of the corresponding date for each Rejected Lease as listed on Schedule 1 to the proposed Order. The Debtors have determined in their reasonable business judgment that the Rejected Leases are not integral to the Debtors' chapter 11 efforts or are not otherwise beneficial to the Debtors' estates, while presenting burdensome liabilities. Further, the Debtors believe that continuing to operate under the Rejected Leases will encumber the Debtors' reorganization and sale efforts. The Debtors also seek to abandon, effective as of the corresponding date for each Rejected Lease as listed on Schedule 1 to the proposed Order, any personal property that remains as of such date on any of the premises of the Rejected Leases. In light of the Debtors' efforts to preserve and maximize the value of their estates, and to avoid incurring costs and expenses that are not integral to the Debtors' business operations and their chapter 11 efforts, the relief requested herein is necessary and appropriate.

Basis for Relief

I. Rejection of the Rejected Leases Constitutes a Sound Exercise of the Debtors' Reasonable Business Judgment.

9. Bankruptcy Code section 365(a) provides that a debtor in possession, “subject to the court’s approval, may . . . reject any executory contract or unexpired lease of the debtor.” 11 U.S.C. § 365(a). “This provision allows a trustee to relieve the bankruptcy estate of burdensome agreements which have not been completely performed.” *Stewart Title Guar. Co. v. Old Republic Nat’l Title Ins. Co.*, 83 F.3d 735, 741 (5th Cir. 1996) (citing *In re Murexco Petroleum, Inc.*, 15 F.3d 60, 62 (5th Cir. 1994)); *see also In re Orion Pictures Corp.*, 4 F.3d 1095, 1098 (2d Cir. 1993) (noting that the purpose of rejection of executory contracts is to permit the debtor-in-possession to renounce title to and abandon burdensome property).

10. A debtor’s rejection of an executory contract or unexpired lease is ordinarily governed by the “business judgment” standard. *See Richmond Leasing Co. v. Capital Bank, N.A.*, 762 F.2d 1303, 1309 (5th Cir. 1985) (“It is well established that ‘the question whether a lease should be rejected . . . is one of business judgment.’” (quoting *Grp. of Institutional Inv’rs v. Chicago, M., St. P. & P. R. Co.*, 318 U.S. 523, 550 (1943))); *see also In re Texas Sheet Metals, Inc.*, 90 B.R. 260, 264 (Bankr. S.D. Tex. 1988) (“The traditional business judgment standard governs the rejection of ordinary executory contracts.”).

11. Rejection of an executory contract or an unexpired lease is appropriate where such rejection would benefit the estate. *See In re Pisces Energy, LLC*, No. 09-36591-H5-11, 2009 WL 7227880, at *6 (Bankr. S.D. Tex. Dec. 21, 2009) (“Courts apply the ‘business judgment test,’ which requires a showing that the proposed course of action will be advantageous to the estate and the decision be based on sound business judgment.”); *see also Orion Pictures*, 4 F.3d at 1098–99

(stating that Bankruptcy Code section 365 permits a debtor in possession, subject to court approval, to decide which executory contracts would be beneficial to reject).

12. Upon finding that a debtor exercised its sound business judgment in determining that the rejection of certain contracts or leases is in the best interests of its creditors and all parties in interest, a court should approve the rejection under Bankruptcy Code section 365(a). *See In re Summit Land Co.*, 13 B.R. 310, 315 (Bankr. D. Utah 1981) (holding that, absent extraordinary circumstances, court approval of a debtor's decision to assume or reject an executory contract "should be granted as a matter of course").

13. Here, rejection of the Rejected Leases is well within the Debtors' business judgment and is in the best interest of their estates. Eliminating certain unnecessary costs is critical to the Debtors' efforts to preserve and maximize the value of their estates and reduce the potential administrative costs in these chapter 11 cases. The Rejected Leases are burdensome, provide no economic value to the Debtors' estates and are unnecessary to the Debtors' restructuring efforts. As such, any continued expense maintaining the Rejected Leases, or any attempt to market such agreements, would needlessly deplete assets of the Debtors' estates. In contrast, rejection of the Rejected Leases would result in a significant cost savings to the Debtors' estates on a go-forward basis, reducing the Company's annual rent by approximately \$1.8 million. Thus, rejection is appropriate under the circumstances and reflects the Debtors' sound business judgment.

II. Bankruptcy Code Section 554(a) Authorizes Abandonment of the Abandoned Property.

14. Bankruptcy Code section 554(a) provides that "[a]fter notice and hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate." 11 U.S.C. § 554(a). Courts generally give deference to a debtor's decision to abandon property. *See In re Vel Rey Props., Inc.*, 174 B.R. 859,

867 (Bankr. D.D.C. 1994) (“Clearly, the court should give deference to the trustee’s judgment in such matters.”). Unless the abandonment of the subject property would be harmful to the public, once a debtor has shown that the retention of such property is burdensome or of inconsequential value to the estate, a court should approve the abandonment. *Id.*

15. The Debtors have determined that the cost of removing and storing the Personal Property for future sale exceeds its value. Furthermore, the Debtors have concluded that any further efforts to market the Personal Property in place would delay the Debtors’ exit of the subject properties and cause them to incur additional rent. Accordingly, authorizing the Debtors to abandon the Personal Property is in the best interests of the Debtors and their estates.

Reservation of Rights

16. Nothing contained herein or any actions taken pursuant to such relief requested is intended or shall be construed as: (a) an admission as to the amount of, basis for or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy 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 this Motion or any order granting the relief requested by this Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) 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 (f) a concession by the Debtors that any liens (contractual, common law, statutory or otherwise) that may be satisfied pursuant to the relief requested in this

Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity or perfection or to seek avoidance of all such liens.

Notice

17. The Debtors will provide notice of this Motion to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) counsel for the Committee; (c) the entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis); (d) counsel for PNC Bank, National Association, as the administrative agent under the Debtors' prepetition revolving credit facility and ABL DIP facility; (e) counsel for Alter Domus Products Corp., as the administrative agent under each of the Debtors' prepetition term loan facilities; (f) counsel for the ad hoc group of term loan lenders and the term loan DIP lenders; (g) counsel for Acquiom Agency Services LLC, as term loan DIP agent under the Debtors' term loan DIP facility; (h) the United States Attorney's Office for the Southern District of Texas; (i) counsel to the Information Officer; (j) the Internal Revenue Service; (k) the United States Securities and Exchange Commission; (l) the Environmental Protection Agency and all similar state environmental agencies for states in which the Debtors conduct business; (m) the state attorneys general in the states where the Debtors conduct their business operations; (n) counterparties to the Rejected Leases; and (o) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no further notice is necessary.

WHEREFORE, the Debtors request entry of an order, substantially in the form of the Order filed with this Motion, granting the relief requested herein and granting such other relief as the Court deems just, proper and equitable.

Dated: May 6, 2022
Houston, Texas

/s/ Rebecca Blake Chaikin

JACKSON WALKER LLP

Matthew D. Cavanaugh (TX Bar No. 24062656)
Jennifer F. Wertz (TX Bar No. 24072822)
Rebecca Blake Chaikin (S.D. Bar No. 3394311)
1401 McKinney Street, Suite 1900
Houston, Texas 77010
Telephone: (713) 752-4200
Facsimile: (713) 752-4221
Email: mcavanaugh@jw.com
jwertz@jw.com
rchaikin@jw.com

*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

AKIN GUMP STRAUSS HAUER & FELD LLP

Philip C. Dublin (admitted *pro hac vice*)
Meredith A. Lahaie (admitted *pro hac vice*)
Matthew D. Friedrich (admitted *pro hac vice*)
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: pdublin@akingump.com
mlahaie@akingump.com
mfriedrick@akingump.com

-and-

AKIN GUMP STRAUSS HAUER & FELD LLP

Marty L. Brimmage, Jr. (TX Bar No. 00793386)
Lacy M. Lawrence (TX Bar No. 24055913)
Zach D. Lanier (admitted *pro hac vice*)
2300 N. Field Street, Suite 1800
Dallas, Texas 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343
Email: mbrimmage@akingump.com
llawrence@akingump.com
zlanier@akingump.com

*Proposed Co-Counsel to the Debtors and Debtors in
Possession*

Certificate of Accuracy

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Rebecca Blake Chaikin
Rebecca Blake Chaikin

Certificate of Service

I certify that on May 6, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Rebecca Blake Chaikin
Rebecca Blake Chaikin

**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 ____

**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

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 1.

2. The Debtors are authorized to abandon 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. 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.

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
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
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	Workplace Recovery	7405 Trans Canada Highway, Suite 200 Saint-Laurent, Province of Quebec -And- 3950 de la Cote-Vertu Boulevard, Suite 100 City of Montreal	May 31, 2022	Miscellaneous FF&E
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	Miscellaneous FF&E
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

This is Exhibit “**D**” referred to in the Affidavit of Michael K. Robinson sworn before me May 26, 2022 by videoconference in accordance with O. Reg 431/20.

A handwritten signature in black ink, appearing to read 'N. Levine', written in a cursive style.

Commissioner for Taking Affidavits (or as may be)

Commissioner Name: Natalie E. Levine
Law Society of Ontario Number: 64908K

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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 Nos. 128, 133, 134

OMNIBUS CERTIFICATE OF COUNSEL

Pursuant to the *Procedures for Complex Chapter 11 Cases in the Southern District of Texas*, the undersigned counsel for the above-captioned debtors (collectively, the “Debtors”) certifies as follows:

1. On April 20, 2022, the Debtors filed their *Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 128] (the “Interim Compensation Motion”).

2. On April 22, 2022, the Debtors filed their *Motion to Approve Procedures for De Minimis Asset Sales* [Docket No. 133] (the “De Minimis Motion”) and their *Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business* [Docket No. 134] (the “OCP Motion,” and together with the Interim Compensation Motion and the De Minimis Motion, the “Motions”).

¹ The Debtors in these chapter 11 cases, along with 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.

3. The deadline for parties to object to the relief requested in the Interim Compensation Motion was May 11, 2022, and the Deadline for parties to object to the De Minimis Motion and the OCP Motion was May 13, 2022 (as applicable, the “Objection Deadline”).

4. Counsel for the Debtors received informal comments regarding the Motions from the United States Trustee and the Committee of Unsecured Creditors. The Maricopa County Treasurer filed an objection to the De Minimis Motion at Docket No. 182, which has since been resolved. The substance of the agreements with the foregoing parties regarding the Motions are reflected in the attached proposed orders. No other objections to the Motions were filed on the docket or received informally by the Debtors by the applicable Objection Deadline.

5. The Debtors request that the Court enter the attached proposed orders at its earliest convenience. Redlines reflecting changes to each proposed order are attached.

Dated: May 16, 2022

/s/ Matthew D. Cavanaugh

JACKSON WALKER LLP

Matthew D. Cavanaugh (TX Bar No. 24062656)
Jennifer F. Wertz (TX Bar No. 24072822)
Rebecca Blake Chaikin (S.D. Tex. Bar No. 3394311)
1401 McKinney Street, Suite 1900
Houston, Texas 77010
Telephone: (713) 752-4200
Facsimile: (713) 752-4221
Email: mcavanaugh@jw.com
jwertz@jw.com
rchaikin@jw.com

*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

AKIN GUMP STRAUSS HAUER & FELD LLP

Philip C. Dublin (admitted *pro hac vice*)
Meredith A. Lahaie (admitted *pro hac vice*)
Matthew D. Friedrich (admitted *pro hac vice*)
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: pdublin@akingump.com
mlahaie@akingump.com
mfriedrick@akingump.com

-and-

AKIN GUMP STRAUSS HAUER & FELD LLP

Marty L. Brimmage, Jr. (TX Bar No. 00793386)
Lacy M. Lawrence (TX Bar No. 24055913)
Zach D. Lanier (admitted *pro hac vice*)
2300 N. Field Street, Suite 1800
Dallas, Texas 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343
Email: mbrimmage@akingump.com
llawrence@akingump.com
zlanier@akingump.com

*Proposed Co-Counsel to the Debtors and Debtors in
Possession*

Certificate of Service

I certify that on May 16, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh
Matthew D. Cavanaugh

EXHIBIT OMITTED

EXHIBIT OMITTED

EXHIBIT OMITTED

)	
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 ____

Upon the motion (the “Motion”)² of the Debtors for entry of an order (this “Order”): approving expedited procedures for the sale of De Minimis Assets, all as more fully set forth in the Motion; and upon the First Day Declaration; 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 it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and

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

the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing (if any) establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Pursuant to Bankruptcy Code sections 363(b) and (f), the Debtors are authorized to sell De Minimis Assets outside the ordinary course of business, without further order of the Court in accordance with the following De Minimis Asset Sale Procedures; provided, that these De Minimis Asset Sale Procedures shall not apply to De Minimis Assets of the Debtors with a sale price in excess of \$1,000,000 during these chapter 11 cases:

- a. With regard to De Minimis Asset Sales with a total sale value less than or equal to \$350,000:
 - i. the Debtors are authorized to consummate such sales if the Debtors determine in their reasonable exercise of business judgment, and subject to the terms of any prepetition or postpetition financing agreement and any order of the Court in connection therewith, that such sales are in the best interest of the estates, without further order of the Court, subject to the noticing procedures set forth herein;
 - ii. any such sales shall be, without need for any action by any party, final and fully authorized by the Court and may be, as provided in the documentation governing the applicable sale and to the extent permitted by the Bankruptcy Code and applicable non-bankruptcy law, final and free and clear of all Liens with such Liens attaching only to the proceeds of such sales with the same validity, extent and priority as immediately prior to the sale;

- iii. the Debtors shall, at least ~~five~~seven (57) calendar days prior to closing such sale, give written notice containing Sale Notice Information (as defined below) with respect to such sale to: (a) the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”); (b) counsel for ~~any official committee appointed in the chapter 11 cases~~the Official Committee of Unsecured Creditors; (c) counsel for PNC Bank, National Association, as the administrative agent under the Debtors’ prepetition revolving credit facility and ABL DIP facility; (d) counsel for Alter Domus Products Corp., as the administrative agent under each of the Debtors’ prepetition term loan facilities; (e) counsel for the ad hoc group of term loan lenders and the term loan DIP lenders; (f) counsel for Acquiom Agency Services LLC, as term loan DIP agent under the Debtors’ term loan DIP facility; (g) counsel for the Information Officer; (h) the counterparties to any agreement or contract be sold pursuant to the De Minimis Asset Sale Procedures; (i) any known affected creditor(s) asserting a lien, claim or encumbrance against, or interest in, the relevant De Minimis Assets; and (j) any other party that has requested to receive notice pursuant to Bankruptcy Rule 2002 (each, a “Sale Notice Party” and, collectively, the “Sale Notice Parties”); ~~and~~
 - iv. good faith purchasers of assets pursuant to these De Minimis Asset Sale Procedures shall be entitled to the protections of Bankruptcy Code section 363(m); ~~and~~
 - v. if any of the Sale Notice Parties or a party in interest formally objects to a De Minimis Asset Sale, the De Minimis Asset may not be sold without resolution of the objection or further order of the Court.
- b. With regard to a De Minimis Asset Sale with a net total sale value greater than \$350,000 and less than or equal to \$1,000,000:
 - i. the Debtors are authorized to consummate such sales if the Debtors determine in their reasonable exercise of business judgment, and subject to the terms of any prepetition or postpetition financing agreement and any order of the Court in connection therewith, that such sales are in the best interest of the estates, without further order of the Court, subject to the noticing procedures set forth herein;
 - ii. any such sales shall be, without need for any action by any party, final and fully authorized by the Court and may be, as provided in the documentation governing the applicable sale and to the extent permitted by the Bankruptcy Code and applicable non-bankruptcy law, final and free and clear of all Liens with such Liens attaching only to the proceeds of such sales with the same validity, extent and priority as immediately prior to the sale;
 - iii. the Debtors shall, at least ten (10) calendar days prior to closing such sale, file with the Court and give written notice of such sale substantially in the

form attached to this Order as **Exhibit 1** (each notice, a “Sale Notice”) to the Sale Notice Parties;

- iv. if the terms of a proposed sale are materially amended after transmittal of the Sale Notice, the Debtors shall send an amended Sale Notice (the “Amended Sale Notice”) to the Sale Notice Parties prior to closing such sale, which closing shall be no earlier than ten (10) calendar days after the sending of the Amended Sale Notice;
- v. the content of the Sale Notice sent to the Sale Notice Parties for the applicable De Minimis Asset Sale shall consist of: (a) identification of the De Minimis Assets being sold; (b) identification of the purchaser(s); (c) the identities of holders known to the Debtors as holding Liens on the De Minimis Assets; (d) a copy of the sale agreement evidencing the terms of the De Minimis Asset Sale or, alternatively, a summary of the material economic terms and conditions of the De Minimis Asset Sale, including the purchase price; (e) the net book value of De Minimis Assets being sold; and (f) any commission, fees or similar expenses to be paid in connection with such sale (the “Sale Notice Information”);
- vi. any Sale Notice Party or party in interest shall have the right to object to a De Minimis Asset Sale by notifying the Debtors of such objection within the later of (a) ten (10) calendar days after service of such Sale Notice or (b) five (5) calendar days after service of an Amended Sale Notice, as applicable, (together, the “Sale Notice Period”), without the need to file a formal objection with the Court, and if, after good faith negotiations, the Debtors and such Sale Notice Party or party in interest are unable to resolve such objection consensually, the Sale Notice Party or party in interest shall promptly file a formal objection with the Court and request that a hearing on the matter be scheduled as soon as reasonably practicable, subject to the Court’s availability and prior to the closing of the sale;
- vii. if no objections are received within the Sale Notice Period, the Debtors are authorized to consummate such sale immediately; and
- viii. good faith purchasers of assets pursuant to these De Minimis Asset Sale Procedures shall be entitled to the protections of Bankruptcy Code section 363(m).

2. The Debtors shall file a written report with the Court beginning with the calendar quarter ending on June 30, 2022, and each calendar quarter thereafter, no later than 30 days after the end of each such calendar quarter, concerning any De Minimis Asset Sales consummated

during the preceding calendar quarter pursuant hereto, including the name of the purchaser(s), a description of the De Minimis Asset(s) sold and the purchase price.

3. ~~Sales~~If the transaction value of the uses, sales, acquisitions, investments, exchanges or transfers of De Minimis Assets ~~consummated pursuant to the procedures set forth herein shall not exceed a total aggregate sales price of \$5,000,000.~~outside the ordinary course of business is greater than \$5,000,000, the Debtors shall file a motion with the Court requesting approval of the sale pursuant to Bankruptcy Code section 363, among other applicable provisions.

4. Sales to “insiders,” as that term is defined in Bankruptcy Code section 101(31) are excluded from this Order and shall require separate approval from this Court.

5. Notice and a failure to timely object to a De Minimis Asset Sale in accordance with the terms of this Order shall be deemed to be “consent” to such De Minimis Asset Sale within the meaning of Bankruptcy Code section 363(f)(2).

6. Sales of De Minimis Assets are, without need for any action by any party, free and clear of all Liens, with such Liens attaching to the proceeds of such sale with the same validity, extent and priority as had attached to such De Minimis Assets immediately prior to such sale. The holder of any valid Lien, claim, encumbrance or interest on such De Minimis Assets shall, as of the effective date of such sale, be deemed to have waived and released such Lien, claim, encumbrance or interest on the applicable De Minimis Assets, without regard to whether such holder has executed or filed any applicable release, and such Lien, claim, encumbrance or interest shall automatically, and with no further action by any party, attach to the proceeds of such sale with the same validity, extent and priority as had attached to the De Minimis Assets immediately prior to the closing of the De Minimis Asset Sale. Notwithstanding the foregoing, any such holder of such a

Lien, claim, encumbrance or interest is authorized and directed to execute and deliver any waivers, releases or other related documentation, as reasonably requested by the Debtors.

7. Purchasers of De Minimis Assets are entitled to the protections afforded to good faith purchasers under Bankruptcy Code section 363(m).

8. The Sale Notice with regard to the sale of De Minimis Assets substantially in the form attached hereto as **Exhibit 1** is hereby authorized and approved.

9. ~~Service~~Filing with the Court and service of the Sale Notice, as applicable, is sufficient notice of the sale of such De Minimis Assets.

10. Sales of De Minimis Assets shall be deemed arm's-length transactions entitled to the protections of Bankruptcy Code section 363(m).

11. With respect to all sales consummated pursuant to this Order, this Order shall be the sole and sufficient evidence of the transfer of title to any particular buyer, and the sales consummated pursuant to this Order shall be binding upon and shall govern the acts of all persons and entities who may be required by operation of law, the duties of their office or contract to accept, file, register or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in or to any of the property sold pursuant to this Order, including without limitation, all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, administrative agencies, governmental departments, secretaries of state and federal, state and local officials, and each of such persons and entities is hereby directed to accept this Order as the sole and sufficient evidence of such transfer of title and shall rely upon this Order in consummating the sales contemplated hereby.

12. The Debtors are authorized to pay those reasonable and necessary fees and expenses incurred in the sale of De Minimis Assets, including commission fees to agents, brokers,

auctioneers and liquidators, provided that the right of any affected secured party to contest the reasonableness of such fees and expenses via the objection procedures set forth in this Order is expressly reserved.³

13. The Debtors shall provide a written report to the U.S. Trustee and counsel for the Official Committee of Unsecured Creditors beginning with the month ending on May 31, 2022, and each calendar month thereafter until the effective date of any plan of reorganization in these chapter 11 cases, no later than 30 days after the end of each calendar month, concerning any such transactions consummated during the preceding month pursuant hereto, including the names of purchasing or selling parties, as applicable, and the types and amounts of the transactions.

14. With respect to any De Minimis Asset Sales with a sale value of \$500,000 or more, the Debtors shall consult with the advisors for the Official Committee of Unsecured Creditors regarding such sale prior to the filing or service of any Sale Notice or the Debtors' entry into any agreement with respect thereto.

15. Notwithstanding anything to the contrary in this Order or in any asset purchase agreement, nothing in this Order or any asset purchase agreement releases, nullifies, precludes or enjoins the enforcement of any police or regulatory liability to a governmental unit that any entity

³ The Debtors will not pay fees and expenses of estate-retained professionals in connection with such use, sale, transfer or acquisition, however, other than in accordance with any motion by the Debtors seeking the establishment of procedures for interim compensation and reimbursement of expenses.

would be subject to as the post-sale owner or operator of property after consummation of a De
Minimis Asset Sale.

~~13~~16. 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, basis for or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy 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 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; (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 concession by the Debtors that any liens (contractual, common law, statutory or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity or perfection or to seek avoidance of all such liens.

~~14. Notwithstanding anything contained in the Motion or this Order, any payment to be made or action to be taken by any of the Debtors pursuant to the authority granted herein, as well as the exercise of any and all other rights and authorizations granted or approved hereunder, shall be subject to any interim and final order(s) of this Court approving the terms of postpetition financing.~~

17. Notwithstanding anything in this Order to the contrary, any payment to be made, or any authorization contained hereunder shall be subject to the terms of any orders authorizing debtor in possession financing or the use of cash collateral approved by this Court in these chapter 11 cases (including with respect to any budget governing or relating to such use) including, without limitation, the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing*, (II) *Authorizing the Debtors to Use Cash Collateral*, (III) *Authorizing the Debtors to Repay Certain Prepetition Secured Indebtedness*, (IV) *Granting Liens and Providing Superpriority Administrative Expense Status*, (V) *Granting Adequate Protection*, (VI) *Modifying the Automatic Stay* and (VII) *Granting Related Relief* [Docket No. 220] (as each order may be amended or become final in accordance with the terms thereof, the “DIP Order”) and the Approved Budget (as defined in the DIP Order); and to the extent there is any inconsistency between the terms of such DIP Order and any action taken or proposed to be taken hereunder, the terms of such DIP Order and the Approved Budget shall control.

18. Notwithstanding anything to the contrary in this Order or the De Minimis Asset Transaction Procedures, none of the Debtors’ insurance policies, surety bonds issued on behalf of the Debtor by Westchester Fire Insurance Company, ACE INA Insurance, Federal Insurance Company or ACE American Insurance Company, or their past, present or future parents, subsidiaries or affiliates (the “Surety”), and/or related agreements shall be sold, assigned, or otherwise transferred pursuant to any De Minimis Asset Transaction except in compliance with the terms of such insurance policies, surety bonds, any related agreements, and/or applicable nonbankruptcy law. Further, to the extent any surety bonds and/or related agreements are sold pursuant to the De Minimis Asset Sale Procedures, in accordance with the above, the Surety will be provided notice of such sale.

~~15~~19. Nothing contained herein shall prejudice the rights of the Debtors to seek authorization for the sale of any asset under Bankruptcy Code section 363.

~~16~~20. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a), and the Bankruptcy Local Rules are satisfied by such notice.

~~17~~21. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon entry.

~~18~~22. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion; *provided* that the sale of any assets of Sungard AS Canada pursuant to this Order is subject to the recognition of this Order by the Canadian Court in the Canadian Proceedings.

~~19~~23. 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

Dated: _____, 2022

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Form of Sale Notice

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

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 Continuïte 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.

“Assets”) free and clear of all liens, claims, interests and encumbrances. **Exhibit A** identifies: (a) the Assets; (b) the proposed purchaser of the Assets; (c) the material economic terms and conditions of the Proposed Sale, including the purchase price; and (d) any commission, fees or similar expenses to be paid in connection with the Proposed Sale.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, if the terms of the Proposed Sale are materially amended after transmittal of this Notice of Sale, the Debtors will send an amended Notice of Sale (the “Amended Sale Notice”) to the recipients of this Notice of Sale.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, any party may object to the Proposed Sale (each, an “Objection”). Objections must (a) specify the basis for the Objection and (b) be submitted by mail or email to proposed co-counsel to the Debtors, (x) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Philip C. Dublin, Meredith A. Lahaie and Matthew Friedrich, and (y) Jackson Walker LLP, 1401 McKinney Street, Suite 1900, Houston, Texas 77010, Attn: Matthew D. Cavanaugh, Jennifer F. Wertz and Rebecca Blake Chaikin, such that the Objection is **actually received by the Debtors’ proposed counsel on or before the later of (i) ten (10) calendar days after service of this Notice of Sale or (ii) five (5) calendar days after service of an Amended Sale Notice, as applicable (the “Objection Deadline”).**

Initial Objections must be received by the Debtors’ proposed counsel by the Objection Deadline but are not required to be filed with the Court. If after good faith negotiations, you and the Debtors are unable to resolve your Objection consensually, you must promptly file a formal objection to the Proposed Sale with the Court and request that a hearing on the matter be scheduled as soon as reasonably practicable, subject to the Court’s availability and prior to the closing of the sale.

PLEASE TAKE FURTHER NOTICE that a copy of the Order may be obtained from the Debtors’ notice, claims and solicitation agent, Kroll Restructuring Administration, LLC, by emailing SGASinfo@ra.kroll.com. A copy of the Order is also available via PACER on the Court’s website at <https://ecf.txsb.uscourts.gov> for a fee, or free of charge by accessing the Debtors’ restructuring website at <https://cases.ra.kroll.com/SungardAS>.

EXHIBIT OMITTED

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

Court File No.: CV-22-00679628-00CL

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

PROCEEDING COMMENCED AT TORONTO

**SECOND AFFIDAVIT OF MICHAEL K. ROBINSON
(sworn May 26, 2022)**

CASSELS BROCK & BLACKWELL LLP

Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Ryan Jacobs LSO#: 59510J

Tel: 416.860.6465
rjacobs@cassels.com

Jane Dietrich LSO#: 49302U

Tel: 416.860.5223
jdietrich@cassels.com

Natalie E. Levine LSO#: 64908K

Tel: 416.860.6568
nlevine@cassels.com

Lawyers for the Foreign Representative

TAB 3

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

THE HONOURABLE MADAM
JUSTICE CONWAY

)
)

THURSDAY, THE 2nd
DAY OF JUNE, 2022

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

**ORDER
(RECOGNITION OF FOREIGN ORDERS)**

THIS MOTION, made by Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuite des Affaires (Canada) Ltee in its capacity as the foreign representative (the "**Foreign Representative**") of itself and the other Debtors (as defined in the affidavit of Michael K. Robinson sworn May 26, 2022, the "**Robinson Affidavit**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Motion Record, was heard by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 crisis.

ON READING the Notice of Motion, the Robinson Affidavit, the Affidavit of William Onyeaju sworn ●, 2022 and the Second Report of Alvarez & Marsal Canada Inc., in its capacity as Information Officer dated May ●, 2022, each filed, and upon hearing the submissions of counsel for the Foreign Representative, counsel for the Information Officer, and counsel for the other parties appearing on the counsel slip; and no one else appearing although duly served as

appears from the affidavits of service of William Onyeaju sworn May 26, 2022 and ●, 2022, each filed:

SERVICE AND DEFINITIONS

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that capitalized terms used herein and not otherwise defined have the meaning given to them in the Robinson Affidavit.

RECOGNITION OF FOREIGN ORDERS

3. THIS COURT ORDERS that the following orders of the U.S. Bankruptcy Court made in the Chapter 11 Cases are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:
 - a) *Order (I) Authorizing and Approving the Rejection of Certain Unexpired Leases of Non-Residential Real Property and (II) Granting Related Relief*, a copy of which is attached hereto as **Schedule “A”**; and
 - b) *Order Approving Procedures for De Minimis Asset Sales*, a copy of which is attached hereto as **Schedule “B”**.

GENERAL

3. 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 of America to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, and their respective counsel and 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 other Debtors, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the other Debtors, the Foreign Representative, and the Information Officer, and their respective counsel and agents in carrying out the terms of this Order.
4. THIS COURT ORDERS that the Foreign Representative and the Information Officer shall be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory

or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

5. THIS COURT ORDERS AND DECLARES that this Order shall be effective as of 12:01 AM on the date of this Order.

The Honourable Justice Conway

Schedule “A”

Schedule “B”

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

Court File No:CV-22-00679628-00CL

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

PROCEEDING COMMENCED AT TORONTO

**RECOGNITION ORDER
(RECOGNITION OF FOREIGN ORDERS)**

CASSELS BROCK & BLACKWELL LLP

Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Ryan Jacobs LSO#: 59510J

Tel: 416.860.6465
rjacobs@cassels.com

Jane Dietrich LSO#: 49302U

Tel: 416.860.5223
jdietrich@cassels.com

Natalie E. Levine LSO#: 64908K

Tel: 416.860.6568
nlevine@cassels.com

Lawyers for the Foreign Representative

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

Court File No. CV-22-00679628-00CL

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

PROCEEDING COMMENCED AT TORONTO

**MOTION RECORD
(RECOGNITION OF FOREIGN ORDERS)**

CASSELS BROCK & BLACKWELL LLP

Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Ryan Jacobs LSO#: 59510J

Tel: 416.860.6465
rjacobs@cassels.com

Jane Dietrich LSO#: 49302U

Tel: 416.860.5223
jdietrich@cassels.com

Natalie E. Levine LSO#: 64908K

Tel: 416.860.6568
nlevine@cassels.com

Lawyers for the Foreign Representative