

**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 Order)
(Returnable September 29, 2022)**

September 22, 2022

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SUPERIOR COURT OF JUSTICE
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CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED

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**ONTARIO
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(September 22, 2022)

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TAB 1

**ONTARIO
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IN THE MATTER OF THE COMPANIES' CREDITORS
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AMENDED

**NOTICE OF MOTION
(Recognition of Foreign Order)
(Returnable September 29, 2022)**

The applicant, Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuité des Affaires (Canada) Ltée ("**Sungard AS Canada**"), in its capacity as foreign representative (the "**Foreign Representative**") of itself, as well as the other Debtors (as defined below), will make a motion to a Judge presiding over the Commercial List on September 29, 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.

THE MOTION IS FOR:

1. An order recognizing, enforcing, and giving 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**") the *Order (I) Authorizing and Approving the Rejection of an Unexpired Lease of Non-Residential Real Property, (II) Authorizing and Approving the Rejection of Certain Executory Contracts and (III) Granting Related Relief* (the "**Rejection Order**"), if 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 (as defined below) under Chapter 11, title 11 of the United States Code (the "**Bankruptcy Code**").

2. 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
3. Such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THIS MOTION ARE:

Background

4. For over 40 years, Sungard AS Canada and 11 of its US-based affiliates (collectively, 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.
5. On April 11, 2022, 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 Part IV of the CCAA.
6. 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.
7. 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.
8. 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" (the

“Initial Recognition Order”). On the same day, the Court granted a second order (the **“Supplemental 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 the information officer (the **“Information Officer”**) in the Canadian Proceedings (the **“Supplemental Order”**).

9. Since granting the Initial Recognition Order and Supplemental Order, the Court has granted orders recognizing and giving full force and effect in all provinces and territories of Canada to additional orders from the U.S. Bankruptcy Court, as requested by the Foreign Representative, including, among others, as follows:
 - (a) on May 16, 2022, an order setting bar dates for filing proofs of claim;
 - (b) on June 2, 2022, an order approving the rejection of certain unexpired real property leases as of May 31, 2022, including, among others, the lease in respect of the properties located at 7405 Trans Canada Highway, Saint-Laurent and 3950 Boulevard de la Côte-Vertu, City of Montreal; and
 - (c) on August 3, 2022, an order approving the rejection of certain unexpired real property leases as of July 31, comprised of, among other things, the lease in respect of the property at 6535 Millcreek Drive, City of Mississauga; and
10. On August 31, 2022, the Debtors filed the *Motion for Entry of an Order (I) Authorizing and Approving the Rejection of an Unexpired Lease of Non-Residential Real Property, (II) Authorizing and Approving the Rejection of Certain Executory Contracts and (III) Granting Related Relief* (the **“Rejection Motion”**) with the U.S. Bankruptcy Court, seeking entry of the Rejection Order.

Recognition of U.S. Bankruptcy Court Order

11. To facilitate the Chapter 11 Cases and these Canadian Proceedings, the Foreign Representative is seeking recognition of the Rejection Order, if granted by the U.S. Bankruptcy Court.

The Rejection Order

12. The Debtors are party to a number of non-residential real property leases. Many of these facilities, including the premises located at 2330 Argentia Road, Mississauga, Ontario (the **“Argentia Lease”**) associated with the Argentia Lease (the **“Argentia Facility”**), are used to support the Debtors’ stressed workplace recovery business. The Debtors currently

provide certain services at the Argentia Facility pursuant to the contracts identified in the Rejection Motion (the “**Contracts Subject to Rejection**”).

13. By the Rejection Motion, the Debtors seek to reject the Argentia Lease and the Contracts Subject to Rejection effective as of September 30, 2022. In addition, the Debtors also seek to abandon, or otherwise transfer to the landlord with the landlord’s consent, effective as of September 30, 2022, any personal property (the “**Personal Property**”) that remains at the Argentia Facility as of such date.
14. The Debtors believe that continuing to operate under the Argentia Lease and the Contracts Subject to Rejection will hinder the Debtors’ reorganization and sale efforts. Rejecting the Argentia Lease and the Contracts Subject to Rejection 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. The Contracts Subject to Rejection provide no economic value to the Debtors’ estates and are unnecessary to the Debtors’ restructuring efforts.
15. Additionally, the Debtors have determined that the cost of removing and storing the Personal Property for future sale exceeds its value. In addition, the Debtors have determined that efforts to market the Personal Property in place would delay the exit from the subject properties and cause them to incur additional rent obligations. Accordingly, the abandonment of the Personal Property or transfer of such property to the landlord for minimal consideration is in the best interests of the Debtors and their estates.
16. The proposed Rejection Order will preserve and maximize the value of the estates of the Debtors and promotes the objectives of the Debtors’ restructuring efforts which are otherwise hindered through the continued operation of the Argentia Lease, the Contracts Subject to Rejection, and the costs of removing and storing the Personal Property.
17. The objection deadline in respect to the Rejection Order was September 21, 2022. The Debtors have filed a certificate of no objection and it is anticipated that the Rejection Order will be entered without a hearing unless the U.S. Bankruptcy Court has questions or concerns.

Other Grounds

18. The provisions of the CCAA, including Part IV thereof;

19. 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
20. 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:

21. The Affidavit of Michael K. Robinson, sworn September 22, 2022, and the exhibits attached thereto;
22. The Affidavit of Alec Hoy to be sworn, and the exhibits attached thereto, to be filed;
23. The Fifth Report of the Information Officer, to be filed; and
24. Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

September 22, 2022

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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 Order)**

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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 September 22, 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 Continuité des Affaires (Canada) Ltée ("**Sungard AS Canada**"). I have served in this position since May 2019. I also serve on the Board of Managers of the Company's ultimate parent Sungard AS New Holdings, LLC and the applicable governing body of each other Debtor.

¹ "**Debtors**" means the following entities that are "debtors" in the Chapter 11 Cases: 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 Continuité des Affaires (Canada) Ltée; 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.

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 (the "**Foreign Representative**") for certain 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 (i) recognizing and giving full force and effect in all provinces and territories of Canada, pursuant to section 49 of the CCAA, the order described below which has been or may 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**"), and (ii) certain related relief to assist with the implementation of such orders in Canada.

4. At the hearing of this Motion, the Foreign Representative is seeking recognition in Canada of the *Order (I) Authorizing and Approving the Rejection of an Unexpired Lease of Non-Residential Real Property, (II) Authorizing and Approving the Rejection of Certain Executory Contracts and (III) Granting Related Relief* (the "**Rejection Order**"), should it be granted by the U.S. Bankruptcy Court.

5. A copy of the Debtors' motion filed with the U.S. Bankruptcy Court in respect of the Rejection Order (the "**Rejection Motion**"), including the proposed Rejection Order, is attached hereto as **Exhibit "A"**.

6. 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**”).

7. 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 these 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. The Company and Sungard AS Canada

8. 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. As of the Petition Date (as defined below), the Debtors employed approximately 585 individuals in the United States and Canada, operated 52 facilities (comprising 24 data centers and 28 work area recovery centers) and provided 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.

9. In Canada, the Company provides services through Sungard AS Canada. Sungard AS Canada is a borrower or guarantor in respect of over US\$400 million of the Debtors’ indebtedness and has granted security to the lenders or agents for the lenders as security for those loans. In addition, Sungard AS Canada relies on other Debtors for substantially all of its back-office functions, as the Company operates as a consolidated business and all executive-level decision

making is centralized in the United States. The services provided to Sungard AS Canada by other Debtors are delivered pursuant to the terms of an intercompany shared services agreement.

B. Procedural Background

10. 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.

11. 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.

12. 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.

13. On April 14, 2022, the Court entered an order, among other things, (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” (the “**Initial Recognition Order**”). 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 including the Interim DIP Order; (b) granting the DIP Agents’ Charge and the Administration Charge; and (c) appointing Alvarez & Marsal Canada Inc. as the Information Officer in the Canadian Proceedings (the “**Supplemental Order**”).

14. Since granting the Initial Recognition Order and Supplemental Order, the Court has granted orders recognizing and giving full force and effect in all provinces and territories of Canada to additional orders from the U.S. Bankruptcy Court, as requested by the Foreign Representative, including, among others, as follows:

- (a) on May 16, 2022, an order setting bar dates for filing proofs of claim (the “**Bar Date Order**”);
- (b) on June 2, 2022, an order approving the rejection of certain unexpired real property leases as of May 31, 2022, comprised of, among others, the lease in respect of the properties located at 7405 Trans Canada Highway, Saint-Laurent and 3950 Boulevard de la Côte-Vertu, City of Montreal (the “**First Rejection Order**”); and
- (c) on August 3, 2022, an order approving the rejection of certain unexpired real property leases as of July 31, 2022, comprised of, among other things, the lease in respect of the property at 6535 Millcreek Drive, City of Mississauga (the “**Second Rejection Order**”).

II. REJECTION ORDER

15. The Debtors are party to a number of non-residential real property leases. Many of these facilities, including the Argentia Facility (defined below), are used to support the Debtors’ stressed workplace recovery business. The Debtors are working closely with their advisors to review their existing contracts, including their non-residential real property leases and the contracts associated with the services provided at each of the facilities. As part of that process, the Debtors sought and obtained the First Rejection Order and the Second Rejection Order from the U.S.

Bankruptcy Court, which both included a leased real property in Canada.² The First Rejection Order was recognized by the Court pursuant to an order granted on June 2, 2022. The Second Rejection Order was recognized by the Court pursuant to an order granted on August 3, 2022.

16. By the Rejection Motion, the Debtors seek to reject the lease of real property located at 2330 Argentia Road, Mississauga, Ontario (the “**Argentia Lease**”) and the Contracts Subject to Rejection (defined below) effective as of September 30, 2022. The additional contracts that the Debtors seek to reject (the “**Contracts Subject to Rejection**”) are customer contracts with certain customers who use services provided from the facility and premises associated with the Argentia Lease (the “**Argentia Facility**”).³ In addition, the Debtors also seek to abandon, or otherwise transfer to the landlord (the “**Argentia Landlord**”) with their consent, effective as of September 30, 2022, any personal property (the “**Personal Property**”) that remains at the Argentia Facility as of such date. This relief is consistent with the relief sought and granted in the First Rejection Order and the Second Rejection Order.⁴

17. The Debtors believe that continuing to operate under the Argentia Lease and the Contracts Subject to Rejection will hinder the Debtors’ reorganization and sale efforts. Rejecting the Argentia Lease and the Contracts Subject to Rejection 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 Argentia Lease would reduce the Company’s go-forward annual rent obligations by approximately USD\$465,000. Furthermore, without the Argentia Lease, it will be impossible to service the

² The Debtors have also sought rejection orders from the U.S. Bankruptcy Court that did not include property in Canada and therefore did not seek recognition of such orders in the Canadian Proceedings.

³ Each of the Contracts Subject to Rejection and the Argentia Lease are detailed on Schedule 1 to the Rejection Order.

⁴ The First Rejection Order did not request any relief related to customer contracts.

Contracts Subject to Rejection. Servicing the Contracts Subject to Rejection provides no economic value to the Debtors' estates and is unnecessary to the Debtors' restructuring efforts.

18. The Debtors have determined that the cost of removing and storing the Personal Property for future sale exceeds its value. In addition, the Debtors have determined that further efforts to market the Personal Property in place would delay the Debtors' exit from the Argentia Facility and cause them to incur additional rent obligations. Accordingly, the abandonment of the Personal Property or transfer of such property to the Argentia Landlord for minimal consideration is in the best interests of the Debtors and their estates.

19. I am advised by the Debtors' noticing agent, Kroll Restructuring Administration LLC, that the Debtors provided the counterparties to the Argentia Lease and to the Contracts Subject to Rejection with notice of the Rejection Motion on September 1, 2022, by first class mail and/or email. The Debtors have been in discussions with the Argentia Landlord and certain of the counterparties to the Contracts Subject to Rejection for several months and the Debtors understand that one of the customers is in the process of negotiating a new lease with the Argentia Landlord. Representatives of the Debtors also communicated the Debtors' intent to reject the Contracts Subject to Rejection to the customers beginning in mid-August 2022.

20. As set out in the Rejection Motion, any party wishing to file a proof of claim related to the Argentia Lease or the Contracts Subject to Rejection must comply with the terms of the Bar Date Order.

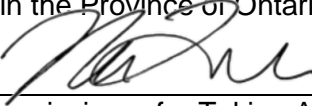
21. Objections in respect of the Rejection Motion were due on September 21, 2022. On September 22, 2022, the Debtors filed a certificate of no objection, a copy of which is attached hereto as **Exhibit "B"**. Unless the U.S. Bankruptcy Court has concerns, the Debtors expect that the Rejection Order will be granted without a hearing.

22. I understand that a copy of the Rejection Order, if granted, will be provided to this Court and the service list in the Canadian Proceedings.

IV. CONCLUSION


23. I believe the relief set out herein is necessary for the protection of the Debtors' property and for the benefit of their creditors and their estates.

SWORN BEFORE ME by video conference on this 22nd day of September, 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 White Plains, in the state of New York and I was located in the City of Toronto in the Province of Ontario.



A commissioner for Taking Affidavits
(or as may be)

Commissioner Name: Natalie E. Levine
LSO# 64908K



Michael K. Robinson

This is Exhibit “**A**” referred to in the Affidavit of Michael K. Robinson sworn before me on September 22, 2022 by videoconference in accordance with O. Reg 431/20.

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

Commissioner for Taking Affidavits (or as may be)

Commissioner Name: Natalie E. Levine
LSO# 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' MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING AND APPROVING THE REJECTION
OF AN UNEXPIRED LEASE OF NON-RESIDENTIAL REAL
PROPERTY, (II) AUTHORIZING AND APPROVING THE REJECTION OF
CERTAIN EXECUTORY CONTRACTS AND (III) GRANTING RELATED RELIEF**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

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”), (a) authorizing the Debtors to reject that certain unexpired lease of non-

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.

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.

residential real property located at 2330 Argentia Road, Mississauga, Ontario and listed on Schedule 1 to the Order (the “2330 Argentia Lease”) effective as of September 30, 2022, (b) authorizing the Debtors to reject those certain executory contracts for services provided by the Debtors at the 2330 Argentia Facility (as defined below) (collectively, including any amendments or modifications thereto, the “Contracts Subject to Rejection”) listed on Schedule 1 to the Order effective as of September 30, 2022 and (c) granting related relief, permitting the Debtors to abandon certain personal property located on the premises associated with the 2330 Argentia Lease (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”).

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 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. As of the Petition Date, the Debtors employed approximately 585 individuals in the United States and Canada and operated 55 facilities (comprising 24 data centers and 31 work area recovery centers), providing 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 2330 Argentia Lease and the Contracts Subject to Rejection

8. The Debtors are party to a number of non-residential real property leases that are used to support the Debtors' stressed workplace recovery business, including the facility associated with the 2330 Argentia Lease (the "2330 Argentia Facility"). To preserve and maximize the value of their estates for the benefit of all creditors, the Debtors seek to reject the 2330 Argentia Lease effective as of September 30, 2022. Further, in connection with the 2330 Argentia Lease, the Debtors are party to the Contracts Subject to Rejection. Under the Contracts Subject to Rejection, the Debtors provide the counterparties (each, a "Customer") with certain services at the 2330 Argentia Facility. As a result, upon rejection of the 2330 Argentia Lease, the Debtors will be unable to perform their obligations to the Customers under the Contracts Subject to Rejection. Therefore, as an exercise of their business judgment, the Debtors seek to reject the Contracts Subject to Rejection effective as of September 30, 2022.³

8. The Debtors have determined in their reasonable business judgment that the 2330 Argentia Lease and the Contracts Subject to Rejection are not integral to the Debtors' chapter 11 efforts and are not otherwise beneficial to the Debtors' estates, while presenting burdensome liabilities and contractual obligations. The Debtors believe that continuing to operate under the 2330 Argentia Lease and perform under the Contracts Subject to Rejection will negatively affect the Debtors' reorganization, as the associated carrying costs exceed any potential value that could be realized through the Debtors' sale process.

9. In addition, the Debtors seek to abandon, or otherwise transfer to the landlord with such landlord's consent, effective as of September 30, 2022, any personal property that remains as

³ The Debtors understand that one of the Customers at the 2330 Argentia Facility (Independent Electricity System Operator) is in the process of negotiating with the landlord under the 2330 Argentia Lease the terms of a new lease for such premises following the Debtors' rejection of the 2330 Argentia Lease.

of such date at the 2330 Argentia Facility. 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. 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 2330 Argentia Lease and Contracts Subject to Rejection Constitutes a Sound Exercise of the Debtors' Reasonable Business Judgment.

10. 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 rejecting executory contracts is to permit the debtor in possession to renounce title to and abandon burdensome property).

11. 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.").

12. 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).

13. 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”).

14. Here, rejection of the 2330 Argentia Lease and the Contracts Subject to Rejection is well within the Debtors’ business judgment and is in the best interest of their estates. Eliminating unnecessary costs and obligations is critical to the Debtors’ efforts to preserve and maximize the value of their estates and reduce potential administrative expenses in these chapter 11 cases. Specifically, rejecting the 2330 Argentia Lease will result in significant cost savings to the Debtors’ estates of approximately \$465,000 over the remaining term of the 2330 Argentia Lease. Similarly, servicing the Contracts Subject to Rejection at the 2330 Argentia Facility is burdensome, provides no economic value to the Debtors’ estates and is unnecessary to the Debtors’ restructuring efforts. As such, any additional resources expended in connection with either the 2330 Argentia Lease or Contracts Subject to Rejection would deplete assets of the Debtors’ estates.

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.

15. 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.*

16. 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 obligations. Accordingly, authorizing the Debtors to abandon the Personal Property is in the best interests of the Debtors and their estates.

Reservation of Rights

17. 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; (f) 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 (g) 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

18. The Debtors will provide notice of this Motion to: (a) the U.S. Trustee; (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 Contracts Subject to Rejection; (o) counterparties to the 2330 Argentina

Lease; and (p) 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: August 31, 2022
Houston, Texas

/s/ Jennifer F. Wertz

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Certificate of Service

I certify that on August 31, 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/ Jennifer F. Wertz
Jennifer F. Wertz

**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 No ____

**ORDER (I) AUTHORIZING AND APPROVING THE
REJECTION OF AN UNEXPIRED LEASE OF NON-RESIDENTIAL REAL
PROPERTY, (II) AUTHORIZING AND APPROVING THE REJECTION OF
CERTAIN EXECUTORY CONTRACTS AND (III) 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 (a) reject an unexpired lease of non-residential real property (the “2330 Argentia Lease”), listed on Schedule 1 attached to this Order and effective as of September 30, 2022 , (b) reject those certain executory contracts (collectively, the “Contracts Subject to Rejection”) listed on Schedule 1 attached to this Order and effective as of September 30, 2022 and (c) abandon certain personal property located at the premises of the 2330 Argentia Lease (the “Personal Property”), all as more fully set forth in the Motion, 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

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.

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 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 2330 Argentia Lease and the Contracts Subject to Rejection, listed on Schedule 1 attached hereto, are rejected under Bankruptcy Code section 365 effective as of September 30, 2022.

2. The Debtors are authorized to (a) abandon or (b) with the consent of the counterparty to the 2330 Argentia Lease (the “2330 Argentia Landlord”), transfer ownership to such counterparty, provided that the 2330 Argentia Landlord shall not have any administrative claims under the Bankruptcy Code in connection with such a transfer, any Personal Property located at the premises identified on Schedule 1 hereto free and clear of all liens, claims, encumbrances, interests and rights of third parties to the maximum extent allowed by Bankruptcy Code section 363(f). The 2330 Argentia Landlord may dispose of such Personal Property without further notice to any party claiming an interest in such abandoned Personal Property.

3. The 2330 Argentia Landlord and the counterparties to the Contracts Subject to Rejection must file proofs of claim, if at all, on or before the date that is 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 2330 Argentia Lease and the Contracts Subject to Rejection; (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 the 2330 Argentia Landlord or counterparties to the Contracts Subject to Rejection, whether or not claims arise under, are related to the rejection of, or are independent of the 2330 Argentia Lease or the Contracts Subject to Rejection.

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

Lease and Contracts to Be Rejected

Non-Debtor Counterparty	Counterparty Address	Debtor Counterparty	Location Address (if Lease)
Orlando Corporation	6205 Airport Road 5th Floor Mississauga, ON L4V IE3, CA	Sungard Availability Services (Canada) Ltd.	2330 Argentia Road, Mississauga, ON L5N 5Z7, CA
Mizuho Bank Ltd., Canada Branch	P.O. Box 29, Suite 1102 100 Yonge Street Toronto, ON M5C 2A1, CA	Sungard Availability Services (Canada) Ltd.	N/A
The Bank of Nova Scotia	185 The West Mall, 5TH Floor STE 501 Etobicoke, ON M9C 5I5, CA	Sungard Availability Services (Canada) Ltd.	N/A
Allstream Business Inc.	5160 Orbitor Drive Mississauga, ON L4W 5H2, CA	Sungard Availability Services (Canada) Ltd.	N/A
Zayo Canada Inc.	1805 29th Street STE 2050 Boulder, CO 80301	Sungard Availability Services (Canada) Ltd.	N/A
Independent Electricity System Operator	2635 Lakeshore Road West Mississauga, ON L5J 4R9, CA	Sungard Availability Services (Canada) Ltd.	N/A

This is Exhibit “**B**” referred to in the Affidavit of Michael K. Robinson sworn before me on September 22, 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
LSO# 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 No. 610

CERTIFICATE OF NO OBJECTION

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 August 31, 2022, the Debtors filed their *Motion for Entry of an Order (I) Authorizing and Approving the Rejection of an Unexpired Lease of Non-Residential Real Property, (II) Authorizing and Approving the Rejection of Certain Executory Contracts and (III) Granting Related Relief* [Docket No. 610] (the “Motion”).

2. The deadline for parties to object to the relief requested in the Motion was September 21, 2022 (the “Objection Deadline”). No objections were filed on the docket on or before the Objection Deadline. Counsel for the Debtors did not receive any informal responses regarding the relief requested in the Motion.

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 Debtors request that the Court enter the attached proposed order at its earliest convenience.

Dated: September 22, 2022

/s/ Matthew D. Cavanaugh

JACKSON WALKER LLP

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Jennifer F. Wertz (TX Bar No. 24072822)
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*Co-Counsel to the Debtors and Debtors in
Possession*

Certificate of Service

I certify that on September 22, 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

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

**AFFIDAVIT OF MICHAEL K. ROBINSON
(sworn September 22, 2022)**

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Lawyers for the Foreign Representative

TAB 3

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

THE HONOURABLE MADAM	)	THURSDAY, THE 29 th
JUSTICE CONWAY	)	DAY OF SEPTEMBER, 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 ORDER)**

THIS MOTION, made by Sungard Availability Services (Canada) Ltd./Sungard, Services de Continuité des Affaires (Canada) Ltée 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 September 22, 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, among other things, recognizing and giving full force and effect in all provinces and territories of Canada to the Rejection Order (defined below), 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 Alec Hoy sworn September ●, 2022, and the Fifth Report of Alvarez & Marsal Canada Inc., in its capacity as Information Officer dated ●, 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 ● sworn September ●, 2022, and September ●, 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 ORDER

3. THIS COURT ORDERS that the *Order (I) Authorizing and Approving the Rejection of an Unexpired Lease of Non-Residential Real Property, (II) Authorizing and Approving the Rejection of Certain Executory Contracts and (III) Granting Related Relief* (the “**Rejection Order**”) of the U.S. Bankruptcy Court made in the Chapter 11 Cases is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA. A copy of the Rejection Order is attached hereto as **Schedule “A”**.

GENERAL

4. 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.
5. 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.

6. 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”

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

**ORDER
(RECOGNITION OF FOREIGN ORDER)**

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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 ORDER)
(RETURNABLE SEPTEMBER 29, 2022)**

CASSELS BROCK & BLACKWELL LLP

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