

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

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

AND IN THE MATTER OF SUNGARD AVAILABILITY SERVICES
(CANADA) LTD./SUNGARD, SERVICES DE CONTINUITE DES
AFFAIRES (CANADA) LTEE

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

**AFFIDAVIT OF WILLIAM ONYEAJU
(sworn July 26, 2022)**

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

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

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

3. Terms not defined in this affidavit have their meanings given to them in the affidavit of Michael K. Robinson, sworn July 21, 2022 (the “**Robinson Affidavit**”).

4. On July 1, 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.

5. No objections to the Rejection Motion were filed with the U.S. Bankruptcy Court and the Debtors did not receive any informal responses.

6. On July 25, 2022, the Debtors filed a Certificate of No Objection with respect to the Rejection Motion requesting entry of the Rejection Order in the form attached to the Rejection Motion. On July 26, 2022, the U.S. Bankruptcy Court entered the Rejection Order without a hearing.

7. Attached as **Exhibit “A”** is a copy of the Rejection Order as entered by the U.S. Bankruptcy Court.

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

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



A commissioner for Taking Affidavits
(or as may be)

Commissioner Name: Jeremy Bornstein
Law Society of Ontario Number: 65425C



WILLIAM ONYEAJU

This is Exhibit “**A**” referred to in the Affidavit of William Onyeaju sworn July 26, 2022. The affiant and I both were located the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

A handwritten signature in blue ink, appearing to read 'J. Bornstein', is positioned above a horizontal line.

Commissioner for Taking Affidavits (or as may be)

Commissioner Name: Jeremy Bornstein
Law Society of Ontario Number: 65425C

ENTERED

July 26, 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. 461

**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 “Millcreek Lease”), listed on Schedule 1 attached to this Order and effective as of July 31, 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 July 31, 2022 and (c) abandon certain personal property (the “Personal Property”) located at the premises of the Millcreek Lease, 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

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 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 Millcreek Lease and the Contracts Subject to Rejection, listed on Schedule 1 attached hereto, are rejected under Bankruptcy Code section 365 effective as of July 31, 2022.

2. The Debtors are authorized to (a) abandon or (b) with the consent of the counterparty of the Millcreek Lease (the “Millcreek Landlord”), transfer ownership to such counterparty, provided that the Millcreek 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 Millcreek Landlord may dispose of such Personal Property without further notice to any party claiming an interest in such abandoned Personal Property.

3. The Millcreek 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 Millcreek 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 Millcreek 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 Millcreek 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.

Signed: July 26, 2022.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Lease and Contracts to Be Rejected

No.	Non-Debtor Counterparty	Counterparty Address	Debtor Counterparty	Facility/ Contract Type	Location Address (if lease)	Rejection Effective Date	Abandoned Personal Property (if lease)
1	LCPF Realty, Inc.	22 Adelaide Street West 26th Floor Bay Adelaide East Tower Toronto, Ontario M5H 4E3	Sungard Availability Services (Canada) LTD	Workplace Recovery	6535 Millcreek Drive, Mississauga, Ontario	July 31, 2022	Miscellaneous FF&E
2	State Street Trust Company Canada	30 Adeaide Street East, Suite 1100, Toronto, ON M5C 3G6	Sungard Availability Services (Canada) LTD	Workplace Recovery Services	N/A	July 31, 2022	N/A
3	Fidelity Investments Canada ULC	483 Bay Street, Suite 300 Toronto, Ontario M5G 2N7	Sungard Availability Services (Canada) LTD	Workplace Recovery Services	N/A	July 31, 2022	N/A

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**ONTARIO
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PROCEEDING COMMENCED AT TORONTO

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