

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

Court File No: CV17-582329-0CL

AND IN THE MATTER OF WYNIT DISTRIBUTION, LLC, WD NAVARRE
DISTRIBUTION, LLC, WD ENCORE SOFTWARE, LLC, WD NAVARRE
HOLDINGS, LLC, WD HOLDINGS, LLC, WD NAVARRE DIGITAL SERVICES,
LLC, WYNIT HOLDINGS, INC. AND WD NAVARRE CANADA, ULC. (the
"Debtors")

APPLICATION OF WYNIT DISTRIBUTION, LLC UNDER SECTION 46 OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT

Oct 20/17

ONTARIO

SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced TORONTO

NOTICE OF MOTION
(Bid Procedures/ Sale Order)
(Returnable October 20, 2017)

GOLDMAN SLOAN NASH & HABER LLP
480 University Avenue, Suite 1600
Toronto ON M5G 1V2
Fax: 416-597-3370

Marie Forte (LSUC #: 27293F)
Tel: 416-597-6477
Email: forte@gsnh.com

Jennifer Stam (LSUC #46735J)
Tel: 416-597-9922
Email: stam@gsnh.com

Lawyers for the Debtors and the Foreign Representative

J. Stam for Applicant and Debtors October 23, 2017

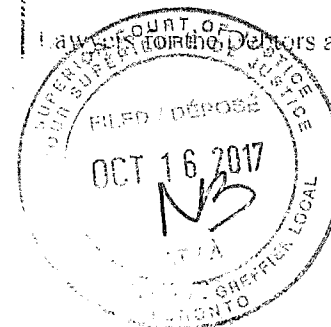
J. Latha + J. Wadden for Wells Fargo & A
DIP + Perpetual Lender

G. Benchitout for KSV Kofman.

On October 12, 2017, Her Honor Judge Kathleen
Simberly granted a Bid Procedure Order.

An auction was held on Oct. 17, 2017
and the sale hearing was held on

Oct 20, 2017 and the US Sale Order
was finalized today.



This is a motion to recognize the Bnd
Procedure Order and the Sole Order.
Counsel to the Defense Office is of
the view that this recognition motion
does not raise any public policy
issues that this Court should be
concerned about and that the
arrest and sole hearing were ~~conducted~~
conducted in accordance with the
provisions of the Bnd Procedure
Order.

There was no opposition in this court
to the requested relief.

I am satisfied, ~~that~~ ~~in~~ having
reviewed the record and hearing
submission that, in accordance
with the provisions of Part IV
of the CCAA, it is appropriate
to recognize the U.S. Order,

and to give full force and effect
to these orders.

G. H. R. R. S. J.