

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

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
NATIONAL TRAFFIC SAFETY MANAGEMENT INC.**

AIDE MEMOIRE OF THE PROPOSAL TRUSTEE

October 21, 2026

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Lawyers for the Proposal Trustee, TDB
Restructuring Limited

A. Overview

1. TDB Restructuring Inc. (the “**Proposal Trustee**”) is the proposal trustee of National Traffic Safety Management Inc. (the “**Company**”). As set out in its Sixth Report to the Court dated October 21, 2026 (the “**Report**”), the Proposal Trustee seeks (1) a stay of the deemed assignment of the Company pursuant to the *Bankruptcy and Insolvency Act* (“**BIA**”); (2) the sealing of the appendices to the Report.

B. Background

2. As further detailed in the Report, the Proposal Trustee established a bidding process for the Company’s assets.

3. Two offerors each submitted letters of intent to purchase the Company’s assets (the “**Offers**”): (1) A2 Environmental Inc. (“**A2**”), an entity owned by Antonio Bruno, the Company’s sole director and officer; and (2) Ramudden Global (Canada) Inc. (“**Ramudden**”).

4. The Proposal Trustee determined that Ramudden’s offer represented the most favourable outcome for the Company’s creditors and other stakeholders.

5. The Proposal Trustee informed the two offerors and the Company of its assessment of the Offers. The Company’s counsel advised that Mr. Bruno opposed the completion of the transaction contemplated in the Letter of Intent provided by Ramudden (the “**Proposed Transaction**”).

6. In view of Mr. Bruno and/or the Company’s opposition, the parties require more time than the 30 minutes currently allotted to address the approval of the Proposed

Transaction. The Proposal Trustee requests a further hearing next week, subject to the court's availability, to address the parties' position on the Proposed Transaction given that each passing day will further impair stakeholder recovery.

7. In the meantime, in order to allow for this hearing to take place and, if the Proposed Transaction is approved, allow for the Proposed Transaction to close, the Proposal Trustee also seeks the relief as set out below.

C. *The deemed assignment should be stayed until further Order*

8. Pursuant to section 50(8)(a) of the BIA, the Company will be deemed to make an assignment in bankruptcy on October 26, 2026 (the date six months from the filing of its Notice of Intention to Make a Proposal).¹

9. The Proposal Trustee is of the view that an immediate bankruptcy would jeopardize completion of the Proposed Transaction² and materially impair recoveries.³

10. This Court has jurisdiction to stay the deemed assignment pursuant to its discretion to extend time section 187(11) of the BIA, which applies to section 50(8)(a) of the BIA.

11. This relief has been ordered before in similar circumstances. In *Dundee Oil and Gas*, one of the debtors had also reached the maximum extension period pursuant to section 50(9) of the BIA. In that case, Justice Dunphy found that the pending deemed assignment had the potential to materially reduce recoveries and create adverse impacts on all stakeholders. The Court accordingly held that the assignment should be stayed

¹ Report at ¶25.

² The Proposed Transaction cannot be completed prior to October 26, 2026, see Report ¶23. Notably, a final Asset Purchase Agreement has not yet been concluded.

³ Report at ¶¶30-32.

pending a further order and noted that failure to do so risked needless wasted costs at a minimum and an erosion of value at worst.⁴

12. In this case, the risks of not staying the bankruptcy are similarly significant. The Proposal Trustee has a Proposed Transaction that it recommends be completed. This transaction is premised on the Company continuing as a going concern.

13. The Company's previous evidence has been that these proceedings were required to stabilize operations, preserve employment of 60 unionized employees, and preserve the going concern value.⁵ In this context, a staying of the deemed assignment is critical to allow the court to fully consider the Proposed Transaction and, if approved, close the transaction. The Proposal Trustee is not aware of any stakeholder that would be prejudiced by this stay.

D. The appendices should be sealed

14. The Proposal Trustee requests the sealing of the Confidential Appendices to the Report until the sale of the Company's assets or further Order of this Court. The appendices contain the Proposal Trustee's analysis of both offers and the unredacted Letter of Intent provided by Ramudden.⁶

15. Courts consider three factors in determining whether to grant a sealing order: (a) whether court openness poses a serious risk to an important public interest; (b) whether the order sought is necessary to prevent this serious risk to the identified interest because

⁴ *Dundee Oil and Gas Limited* (Re), 2018 ONSC 1070, at ¶¶4, 13, and 15.

⁵ Fifth Report of the Proposal Trustee dated October 12, 2026 ("Fifth Report") at ¶14, Appendix A to the Fifth Report, Appendix 2 to the Report.

⁶ Report at ¶26.

reasonable alternative measures will not prevent this risk; and (c) whether, as a matter of proportionality, the benefits of the order outweigh its negative effects.⁷

16. Where assets are sold in a court process, it is common to seal commercially sensitive material such as bids that indicate value. This is done to maximize recoveries and preserve fairness in the sales process and where the salutary benefits of a time-limited and narrowly tailored sealing order would outweigh any deleterious effects from the sealing.⁸

17. Here, the indicators of value found in the Confidential Appendices, if made public, would compromise the sale process by permitting prospective purchasers to know the supposed minimum price for the Company's assets (which may be offered for sale again in the event that the Proposed Transaction cannot close) and would permit assumptions as to value based on the bids received to date. The proposed sealing order would only be temporary and would end upon the completion of the sale of the Company's assets (through the Proposed Transaction or otherwise), or upon a further court order.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 21st day of October, 2026.



Jeffrey Larry/ Dillon Gohil

⁷ *Sherman Estate v. Donovan*, 2021 SCC 25, at ¶38; see also *Mizrahi Commercial (The One) LP et al.*, 2025 ONSC 2672.

⁸ See *Romspen Investment Corporation v Hargate Properties Inc.*, 2012 ABQB 412 at ¶¶2, 11, 13 and *Kingsett Mortgage Corporation v. Churchill Lands United Inc.* 2024 ONSC 7127 at ¶6.

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