

COURT FILE NUMBER 643 of 2016  
COURT QUEEN'S BENCH FOR SASKATCHEWAN  
IN BANKRUPTCY AND INSOLVENCY  
JUDICIAL CENTRE SASKATOON  
APPLICANTS 101133330 SASKATCHEWAN LTD. and  
101149825 SASKATCHEWAN LTD.

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT  
OF 101133330 SASKATCHEWAN LTD. and 101149825 SASKATCHEWAN LTD.

**NOTICE OF APPLICATION**  
**(Sixth Extension)**

**NOTICE TO RESPONDENTS: All parties listed on the Service List**

This application is made against you. You are a respondent. You have the right to state your side of this matter before the Court. To do so, you must be in Court when the application is heard as shown below:

**Where:** Court of Queen's Bench for Saskatchewan  
Judicial Centre of Prince Albert  
1800 Central Avenue  
Prince Albert, SK S6V 4W

**Date:** June 1, 2018

**Time:** 9:00 a.m.

Go to the end of this document to see what you can do and when you must do it.

**Remedy claimed or sought:**

1. The Applicants seek an order pursuant to the *Companies' Creditors Agreement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"):

- (a) deeming service of this notice of application and materials in support thereof timely and sufficient;
- (b) providing that the Initial Order, the stay of proceedings in favour of the Applicants contained in the Initial Order, and the period of time within which the Applicants shall be permitted to file one or more plans of compromise or arrangement shall be extended to and including 11:59 p.m. (Saskatchewan Time) on October 1, 2018;
- (c) approving the Eighth Report of the Monitor, Deloitte Restructuring Inc. (the “**Monitor**”), and the conduct and activities of the Monitor described therein;
- (d) approving the fees and disbursements of the Monitor for the period of November 29, 2017 to May 16, 2018, and its legal counsel, MLT Aikins LLP, November 29, 2017 to May 8, 2018;
- (e) providing that the Confidential Supplement to the Fourth Supplementary Affidavit of David Calyniuk sworn May 29, 2018 shall be sealed until further order of the Court, or following:
  - (i) written notice from the Applicants or the Monitor that the particulars of the Amended Willows Concept Plan have become public such that the same are no longer confidential; and
  - (ii) 60 days having passed since the issuance of an order confirming the sale of the Campus and Orr Centre (as those terms are defined in the affidavits of John Orr), or alternatively written notice from the Applicants or Monitor that no such sale is likely to occur.
- (f) granting such other and further relief as the circumstances may require and this Honourable Court deems appropriate.

**Grounds for making this application:**

2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Orders of this Honourable Court made, and affidavits filed, in these proceedings.

3. Each of the Applicants is a “Debtor Company” to which the CCAA applies and in respect of which the Initial Order has been granted.

4. The stay of proceedings granted by the Initial Order was most recently extended by the Order of the Honourable Mr. Justice G.A. Meschishnick dated December 20, 2017 (the “**Fifth Extension Order**”), and expires on Sunday, June 17, 2018, at 11:59 p.m. Saskatchewan time.

5. Since the granting of the Initial Order on May 20, 2016, the Applicants have continued to carry on business in the ordinary course, except insofar as affected by the Initial Order, and have continued to act diligently and in good faith in the conduct of their business, and towards the development of a plan of arrangement to restructure their business and financial affairs in a manner designed to achieve the best possible results for the Applicants and their stakeholders.

6. Since the granting of the Fifth Extension Order, the Applicants have worked diligently and in good faith with their consultant to:

- (a) review and approve the Amended Concept Plan report prepared by Dream;
- (b) secure the Regina City Council’s approval of 33330’s rezoning application for the Campus and Orr Centre; and
- (c) conceptualize and outline a path forward to a formal sales process for the Campus and Orr Centre.

7. With the Campus rezoning approved, an extension of the stay of proceedings to October 1, 2018 is necessary to enable the Applicants to implement the next step in their efforts towards an overall plan of compromise and arrangement, namely, the finalization of a sales process for this Honourable Court’s review and approval.

**Material or evidence to be relied on:**

- (a) this Notice of Application;
- (b) the Affidavit of John Orr sworn May 29<sup>th</sup>, 2018;
- (c) the Affidavit of David Calyniuk sworn May 29<sup>th</sup>, 2018;

- (d) the Confidential Supplement to the Affidavit of David Calyniuk sworn May 29<sup>th</sup>, 2018;
- (e) the Eighth Report of the Monitor;
- (f) proof of compliance with General Application Practice Directive #3;
- (g) a Brief of Law;
- (h) a draft Order; and
- (i) such further and other material as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

8. The Applicants rely on Rules 12-1(1) and 13-7(2).

**Applicable Acts and Regulations:**

9. The Applicants rely on the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and, in particular, sections 11 and 11.02(2) and (3).

**NOTICE**

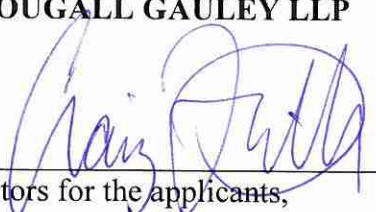
If you wish to oppose the application, you or your lawyer must prepare an affidavit in response, serve a copy at the address for service given at the end of this document, and file it in the court office, with proof of service, at least 7 days before the date set for hearing the application. You or your lawyer must also come to court for the hearing of the application on the date set.

AND FURTHER TAKE NOTICE that if you do not appear at the hearing an order may be made in your absence and enforced against you. YOU WILL NOT RECEIVE FURTHER NOTICE OF THIS APPLICATION.

Dated at the City of Saskatoon, in the Province of Saskatchewan this 29<sup>th</sup> day of May, 2018.

**McDOUGALL GAULEY LLP**

Per:

  
Solicitors for the applicants,  
101133330 Saskatchewan Ltd., and  
101149825 Saskatchewan Ltd.

**CONTACT INFORMATION AND ADDRESS FOR SERVICE**

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