



Court File No. CV-23-00693280-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) THURSDAY THE 20<sup>TH</sup>  
 )  
JUSTICE KIMMEL ) DAY OF APRIL, 2023  
 )

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF TEHAMA INC.**

**CCAA TERMINATION ORDER**

**THIS MOTION**, made by Tehama Inc. (the "**Applicant**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an Order, among other things, terminating these CCAA proceedings upon the filing of the Monitor's Termination Certificate (defined below), was heard this day by videoconference.

**ON READING** the Applicant's Notice of Motion dated April 14, 2023, the Affidavit of Rob White sworn April 14, 2023, and the Fourth Report ("**Fourth Report**") of Deloitte Restructuring Inc. ("**Deloitte**") dated April 14, 2023, in its capacity as the monitor in these proceedings (the "**Monitor**"), and on hearing the submissions of counsel for the Applicant, counsel for the Monitor and counsel for those other parties appearing as indicated by the counsel slip, no one appearing for any other party although duly served as appears from the affidavit of service, filed:

## **SERVICE**

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.

## **DEFINED TERMS**

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Amended and Restated Initial Order of Justice Kimmel dated January 30, 2023 (“**ARIO**”).

## **TERMINATION OF CCAA PROCEEDINGS**

3. **THIS COURT ORDERS** that, upon service by the Monitor of an executed certificate substantially in the form attached hereto as **Schedule “A”** (the “**Monitor’s Termination Certificate**”) on the service list in these CCAA proceedings (“**Service List**”) certifying that, to the best of the knowledge and belief of the Monitor, all matters to be attended to in connection with the CCAA proceedings have been completed, the within CCAA proceedings shall be terminated without any further act or formality (the “**CCAA Termination Time**”), save and except as provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA proceedings or any actions or steps taken by any Person in furtherance thereof.

4. **THIS COURT ORDERS** that the Monitor is hereby directed to file a copy of the Monitor’s Termination Certificate with the Court as soon as is practicable following the service thereof on the Service List.

5. **THIS COURT ORDERS** that the Charges shall be terminated, released and discharged as of the CCAA Termination Time without any further act or formality.

## **DISCHARGE OF MONITOR**

6. **THIS COURT ORDERS** that effective at the CCAA Termination Time, Deloitte shall be and is hereby discharged from its duties as the Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time, provided that, notwithstanding its discharge as Monitor, Deloitte shall have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to these CCAA proceedings following the CCAA Termination Time, as may be required or appropriate (“**Monitor Incidental Matters**”).

7. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, the Monitor’s discharge or the termination of these CCAA proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, all of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA, the ARIO, or any other Order of this Court in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed following and after the CCAA Termination Time, including in connection with any Monitor Incidental Matters and other actions taken by the Monitor following the CCAA Termination Time with respect to the Applicant or these CCAA proceedings.

## **MONITOR’S REPORT AND ACTIVITIES APPROVAL**

8. **THIS COURT ORDERS** that the Fourth Report of the Monitor and the activities and conduct of the Monitor described therein are hereby approved; provided, however, that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

9. **THIS COURT ORDERS** that effective at the CCAA Termination Time, counsel to the Applicant, the Monitor (in addition to the protections in favour of the Monitor in any Order of this Court in the CCAA proceedings or the CCAA), counsel to the Monitor, and each of their respective affiliates, officers, directors, partners, employees and agents, as applicable, (collectively, the “**Released Parties**”) are hereby released and forever discharged from any and all liability that the Released Parties now or may hereafter have by reason of any act, omission, transaction, dealing or other occurrence in any way relating to, arising out of, or in respect of these CCAA proceedings, including in carrying out any Monitor Incidental Matters, whether known or unknown, matured or

unmatured, foreseen or unforeseen, relating to matters that were raised, or could have been raised, in the within proceedings, save and except for any gross negligence or wilful misconduct.

10. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against any of the Released Parties in any way arising from or related to these CCAA proceedings, except with prior leave of this Court on at least seven (7) days' prior written notice to the applicable Released Parties.

#### **GENERAL**

11. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Toronto time on the date of this Order, and this Order is enforceable without the need for entry and filing.

 Digitally signed by  
Jessica Kimmel  
Date: 2023.04.20  
10:24:55 -04'00'

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Court File No. CV-23-00693280-00CL

**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 A PLAN OF COMPROMISE  
OR ARRANGEMENT OF TEHAMA INC.

**MONITOR'S TERMINATION CERTIFICATE**

**RECITALS**

1. Deloitte Restructuring Inc. ("**Deloitte**") was appointed as the Monitor of Tehama Inc. (the "**Applicant**") in the within proceedings commenced under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCA**") pursuant to an Initial Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated January 20, 2023, as amended and restated.
2. Pursuant to an Order of this Court dated April 20, 2023 (the "**CCA Termination Order**"), among other things, Deloitte shall be discharged as the Monitor and the Applicant's CCA proceedings shall be terminated upon the service of this Monitor's Termination Certificate on the service list in these CCA proceedings, all in accordance with the terms of the CCA Termination Order.

**THE MONITOR HEREBY CERTIFIES** the following:

3. To the knowledge of the Monitor, all matters to be attended to in connection with the Applicant's CCA Proceedings (Court File No. CV-23-00693280-00CL) have been completed and these CCA Proceedings should now be terminated.

**DATED** at Toronto, Ontario this  
\_\_\_\_\_ day of \_\_\_\_\_,  
2023. **Deloitte Restructuring Inc., in its  
capacity of the Monitor of the Applicant,  
and not in its personal or corporate  
capacity**

Per:

Name:

Title:

Court File No. CV-23-00693280-(

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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF TEHAMA INC.

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

Proceedings commenced at Toronto, Ontario

**CCAA TERMINATION ORDER**

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