

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
(Seventh Extension, Sales Process, and DIP Facility #6)

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 Saskatoon
520 Spadina Crescent East
Saskatoon, SK S7K 3G7

Date: August 30, 2018

Time: 10:00 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 March 4, 2019;
- (c) approving the Ninth 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 May 19, 2018 to August 19, 2018, and its legal counsel, MLT Aikins LLP, May 9, 2018 to August 24, 2018;
- (e) authorizing the Applicants to obtain and borrow under a credit facility from Affinity Credit Union 2013;
- (f) providing that the Confidential Supplement to the Tenth Supplementary Affidavit of John Orr sworn August 27, 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 proposals submitted by CBRE, CIR Commercial Realty Inc. o/a Colliers International (“**Colliers**”), ICR Commercial Real Estate, and Cushman & Wakefield, as well as the Services Agreement dated July 27, 2018 between 101133330 Saskatchewan Ltd.’s (“**33330**”) and Colliers, have become public such that the same are no longer confidential; or
 - (ii) 60 days having passed since the issuance of an order confirming the sale of the Property, or alternatively written notice from the Applicants or Monitor that no such sale is likely to occur;
- (g) approving 33330’s retainer of Colliers and execution of the Services Agreement;
- (h) authorizing 33330 to market the Property with in accordance with the Proposed Sales Process more particularly described in the Tenth Supplementary Affidavit of John Orr sworn August 27, 2018 and Schedule “B” to the draft Order filed herein;
- (i) 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. 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 June 1, 2018 (the “**Sixth Extension Order**”), and expires on Monday, October 1, 2018, at 11:59 p.m. Saskatchewan time.

4. Since the granting of the Sixth Extension Order, the Applicants have worked diligently and in good faith with their professional advisors to:

- (a) finalize and circulate a request for proposals to real estate brokerages with a significant presence in Saskatchewan;
- (b) review and analyze the proposals received;
- (c) select and conclude a services agreement with the preferred proponent; and
- (d) prepare the Proposed Sales Process for Court approval.

5. As more particularly described in the materials filed in support of this application, the Applicants submit that the Proposed Sales Process is fair and reasonable in the circumstances. A sale is warranted at this time, no objections have been raised to date, and there is no better viable alternative of which the Applicants are aware at present.

Material or evidence to be relied on:

- (a) this Notice of Application and proof of service;
- (b) the Tenth Supplementary Affidavit of John Orr sworn August 27th, 2018;

- (c) the Confidential Supplement to the Tenth Supplementary Affidavit of John Orr sworn August 27th, 2018;
- (d) the Ninth Report of the Monitor;
- (e) proof of compliance with General Application Practice Directive #3;
- (f) Brief of Law;
- (g) draft Order; and
- (h) such further and other material as counsel may advise and this Honourable Court may permit.

Applicable rules:

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

Applicable Acts and Regulations:

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

NOTICE

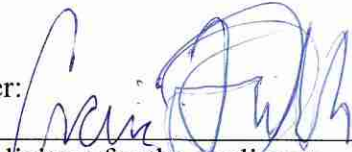
If you wish to oppose the application, you or your lawyer must prepare an affidavit in response, serve a copy at the address for service given at the end of this document, and file it in the court office, with proof of service, at least 7 days before the date set for hearing the application. You or your 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 27th day of August, 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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