

Clerk's Stamp:

COURT FILE NUMBERS	BK NO: 25-2651361 BK NO: 25-2651362
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PROCEEDINGS	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF SWIMCO AQUATIC SUPPLIES LTD. AND SWIMCO PARTNERSHIP
DOCUMENT	APPLICATION
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Field LLP 400, 444 – 7 Avenue SW Calgary AB T2P 0X8 Lawyer: Trevor Batty Phone Number: (403) 260-8537 Fax Number: (403) 264-7084 Email Address: tbatty@fieldlaw.com File No. 70179-1

NOTICE TO RESPONDENTS: [listed in the service list attached as Schedule "B"]

This application is made against you. You are a Respondent.

You have the right to state your side of this matter before the Judge.

To do so, you must be in court when the application is heard as shown below:

Date:	August 24, 2020
Time:	3:00 p.m.
Where:	Calgary Courts Centre, 601 – 5th Street SW, Calgary, AB T2P 5P7
Before Whom:	The Honourable Madam Justice B.E.C. Romaine

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

Remedy claimed or sought:

An Order, in the form attached as Schedule "A":

1. Abridging the time for service of this Application and the supporting materials, as necessary, and deeming service thereof to be good and sufficient.

2. Pursuant to section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c.B-3 (the “**BIA**”) extending the stay of proceedings of both of Swimco Aquatic Supplies Ltd. (“**SAS**”) and Swimco Partnership (“**SP**” and together with SAS, the “**Swimco Group**”) under the BIA for a further period of 45 days from August 24, 2020 to and including October 9, 2020.
3. Granting such further and other relief as counsel may advise and this Honourable Court deems appropriate in the circumstances.

Grounds for making this application:

4. SAS and SP are each an “insolvent person”, as defined by the BIA, who filed a Notices of Intention to Make a Proposal on June 11, 2020.
5. The Swimco Group requires an extension of their stays of proceedings in order to continue with their financial restructuring and a proposal to their creditors.
6. The extension of the stays of proceedings is appropriate because:
 - a. The Swimco Group has acted, and is acting, in good faith and with due diligence;
 - b. The Swimco Group will likely be able to make a viable proposal if the extension it is applying for is granted; and
 - c. No creditor will be materially prejudiced if the extension the Swimco Group is applying for is granted.
7. Such further and other grounds as counsel may advise and this Honourable Court deem fit.

Material or evidence to be relied on:

8. Affidavit of Lori Bacon, sworn June 29, 2020, filed.
9. Affidavit of Lori Bacon, sworn August 17, 2020, filed.
10. The First Report of the NOI Trustee, dated June 30, 2020, filed.
11. The Second Report of Deloitte Restructuring Inc., the NOI Trustee, dated August 17, 2020 to be filed by counsel for the NOI Trustee, Cassels Brock & Blackwell LLP.
12. Such further and other materials as counsel may advise and this Honourable Court deem fit.

Applicable Rules:

13. N/A

Applicable Acts and Regulations:

14. *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, specifically ss. 50.4(9) and 64.2

Any irregularity complained of or objection relied on:

15. N/A

How the application is proposed to be heard or considered:

16. This Application is proposed to be heard in Commercial Chambers before the Honourable Commercial Court Justice.

WARNING:

If you do not come to Court either in person or by your lawyer, the Court may give the Swimco Group what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the Swimco Group a reasonable time before the application is to be heard or considered.

SCHEDULE A

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DATE ON WHICH ORDER WAS PRONOUNCED: August 24, 2020

NAME OF JUSTICE WHO MADE THIS ORDER: Madam Justice Barbara E.C. Romaine

LOCATION OF HEARING: Calgary, Alberta

ORDER

UPON THE APPLICATION OF Swimco Aquatic Supplies Ltd. (“**SAS**”) and Swimco Partnership (“**SP**”, together with SAS, the “**Swimco Group**”), AND UPON HAVING read the Application filed by SAS and SP and the Affidavit of Lori Bacon, sworn on August 17, 2020, AND UPON READING the Second Report of Deloitte Restructuring Inc. (the “**NOI Trustee**”), dated August 17, 2020; AND UPON HEARING counsel for SAS and SP and the NOI Trustee and all other interested parties present; IT IS HEREBY ORDERED THAT:

1. The time for service of the Application and all materials in support is hereby abridged to the date of actual service and service is hereby deemed good and sufficient.
2. The 30-day period of time within which SAS and SP are required to file a proposal to their creditors with the Official Receiver, under Section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3 (the “**BIA**”), shall be and is hereby extended by forty-five (45) days, from August 25, 2020, to and including October 9, 2020.

3. Service of this Order shall be deemed to have been achieved by posting a copy of this Order on the website of the NOI Trustee and by delivering a copy of this Order to those parties listed on the Service List prepared by counsel for SAS and SP.

J.C.Q.B.A.