

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.

ORDER
(Tenth Extension and Partial Discharge of the Monitor)

BEFORE THE HONOURABLE) MONDAY, THE 27th DAY
MR. JUSTICE G.A. MESCHISHNICK) OF MAY, 2019
IN CHAMBERS)

ON THE APPLICATION of counsel for the applicants, 101133330 Saskatchewan Ltd. and 101149825 Saskatchewan Ltd. (collectively, the "**Applicants**"), and upon hearing from counsel for the Applicants and counsel for Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as the court-appointed monitor in these proceedings, and upon having read the Notice of Application, Fifteenth Supplementary Affidavit of John Orr sworn May 23, 2019, the Twelfth Report of the Monitor dated May 23, 2019 (the "**Twelfth Report**"), and draft order, all filed; and the pleadings and proceedings herein:

The Court orders:

GENERAL

1. Capitalized terms not otherwise defined in this Order shall have the meanings given to them in the Order of the Honourable Justice N.G. Gabrielson dated May 20, 2016 (the "**Initial Order**") and the DIP Facility Order dated May 20, 2016, as well as the Orders of the Honourable Justice G.A. Meschishnick dated:
 - (a) June 13, 2016, August 17, 2016, and December 22, 2016;
 - (b) May 31, 2017 and December 20, 2017;
 - (c) June 1, 2018 and August 30, 2018; and

(d) February 22, 2019 and April 26, 2019.

(All orders following the Initial Order are hereafter sometimes referred to collectively as the “**Subsequent Orders.**”)

SERVICE

2. Service of the Notice of Application and all other materials filed in support of this application on all parties listed in the Service List established in these proceedings shall be and is hereby deemed good, valid, timely, and sufficient.

EXTENSION OF THE INITIAL ORDER

3. Subject to paragraphs 5 to 9 (inclusive) hereof, the Initial Order, including the stay of proceedings provided for therein, as further extended by the Subsequent Orders, is confirmed and extended and shall continue to apply in accordance with its terms and conditions, except as amended by this and any other Order of this Court, until 11:59 p.m. on Friday, July 5, 2019.

APPROVAL OF THE REPORT AND ACTIVITIES OF THE MONITOR

4. All activities, actions and proposed courses of action of Deloitte Restructuring Inc. (collectively, the “**Actions of the Monitor**”) to date in relation to the discharge of its duties and mandate as Monitor of 101149825 Saskatchewan Ltd. (“**825**”) pursuant to the Orders of this Honourable Court in these proceedings (collectively, the “**Monitor's Mandate**”), as such Actions of the Monitor are more particularly described in the Twelfth Report and all of the Monitor’s other reports filed in these proceedings, shall be and are hereby approved and confirmed.

TERMINATION OF 825 CCAA PROCEEDINGS AND DISCHARGE OF MONITOR

5. The proceedings under the *Companies Creditors’ Arrangement Act*, RSC 1985, c C-36, as amended (the “**CCAA**”) in respect of 825 shall be and are hereby terminated.
6. Deloitte Restructuring Inc. shall be and is hereby discharged as Monitor of these CCAA proceedings by 825, provided that notwithstanding its discharge herein:
 - (a) the Monitor shall remain Monitor for the performance of such routine administrative tasks as may be required to complete the administration of these proceedings; and
 - (b) the Monitor shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of Deloitte Restructuring Inc. in its capacity as Monitor.

7. It is hereby adjudged and declared that, based upon the evidence that is currently before this Honourable Court in regard to the Actions of the Monitor:
 - (a) the Monitor has acted honestly and in good faith and carried out the Monitor's Mandate in a commercially reasonable manner;
 - (b) the Monitor has satisfied all of its duties and obligations pursuant to the Monitor's Mandate;
 - (c) the Monitor shall not be liable for any act or omission arising from, relating to or in connection with its discharge of the Monitor's Mandate, save and except for any liability arising out of fraud, gross negligence or willful misconduct on the part of the Monitor;
 - (d) the Monitor has never had and shall not in the future have any liability in regard to any act or omission of 825, including, without limitation, in relation to the business of 825, payment of and/or accounting for any taxes (including, without limitation, goods and services tax) on revenues earned or any indebtedness or obligations whatsoever or howsoever incurred by 825; and
 - (e) no person shall commence an action or proceeding asserting a claim against the Monitor arising from, relating to or in connection with its discharge of the Monitor's Mandate without first obtaining an Order of this Honourable Court (on notice to the Monitor) granting such person leave to commence such action or proceeding, and any such action or proceeding commenced without such leave being obtained is a nullity.
8. Subject to the foregoing, any claims against the Monitor in connection with the Monitor's Mandate are hereby stayed, extinguished and forever barred.
9. Notwithstanding the discharge of the Monitor in regard to these proceedings by 825, the Monitor is hereby granted leave to apply to this Court for such further advice, direction or assistance as may be necessary to give effect to the terms of this Order.

APPROVAL OF THE FEES AND DISBURSEMENTS OF THE MONITOR AND ITS LEGAL COUNSEL

10. The fees and disbursements of the Monitor for the period of April 3, 2019 to April 26, 2019 and those of its legal counsel, MLT Aikins LLP, for the period of March 28, 2019 to April 26, 2019, as more particularly described in the Twelfth Report of the Monitor, are hereby approved.

MISCELLANEOUS MATTERS

11. This Order shall have full force and effect in all Provinces and Territories in Canada, outside Canada and against all Persons against whom it may be enforceable.
12. This Court hereby requests the aid and recognition of any court, tribunal, regulatory, or administrative body having jurisdiction in Canada to give effect to this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

ISSUED at the City of Saskatoon, in the Province of Saskatchewan, this 27th day of May, 2019.


DEPUTY LOCAL REGISTRAR

This Order was delivered by:

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