



Court File No. CV-22-00691990-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE MYERS

FRIDAY, THE 30TH
DAY OF JANUARY, 2026

BETWEEN:

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 1000156489 ONTARIO INC.

Applicant

DISTRIBUTION ORDER

THIS MOTION made by Alvarez & Marsal Canada Inc., in its capacity as monitor (in such capacity, the “**Monitor**”) of 1000156489 Ontario Inc. (f/k/a DCL Corporation) (the “**Company**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the “**CCAA**”), for an order, *inter alia*, (i) approving an extension of the Stay Period; (ii) approving the Proposed Distribution Methodology; (iii) authorizing and empowering the Monitor, for and on behalf of the Company, to make one or more cash distributions to unsecured creditors of the Company; (iv) approving the Administrative Reserve (as defined below); (v) approving the Monitor’s Reports (as defined below) and the activities described therein, (vi) approving the fees and disbursements of the Monitor and the Monitor’s legal counsel, Osler, Hoskin and Harcourt LLP (“**Monitor’s Counsel**”), as described in the Eleventh Report (as hereinafter defined) and the affidavits sworn in support thereof; and (vii) granting certain related relief; was heard this day by judicial video conference via Zoom in Toronto, Ontario.

E2471

ON READING the Notice of Motion, the Eleventh Report of the Monitor dated January 26, 2026 and the appendices thereto (the “**Eleventh Report**”), the affidavit of Joshua Nevsky sworn January 26, 2026 and the exhibits thereto (the “**Nevsky Fee Affidavit**”), the affidavit of Martino Calvaruso sworn January 26, 2026 and the exhibits thereto (the “**Calvaruso Fee Affidavit**”), and on hearing the submissions of counsel for the Monitor and Ursel Phillips Fellows Hopkinson LLP, in its capacity as Representative Counsel (the “**Representative Counsel**”), and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service of Marleigh Dick sworn January 28, 2026:

SERVICE AND DEFINITIONS

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 or notice thereof.
2. **THIS COURT ORDERS** that capitalized terms used herein that are not otherwise defined have the meanings ascribed to them in the Eleventh Report or the Amended and Restated Initial Order dated December 29, 2022 (as amended from time to time, the “**Amended and Restated Initial Order**”), as applicable.

DISTRIBUTIONS

3. **THIS COURT ORDERS** that the Proposed Distribution Methodology for the distributions to be made under this Order, as set out in the Eleventh Report, is hereby approved, and the Monitor is authorized and empowered to establish, hold and maintain the Administrative Reserve and make payments therefrom, in each case in accordance with the Proposed Distribution Methodology.
4. **THIS COURT ORDERS** that the Monitor, for and on behalf of the Company, is hereby authorized and empowered to make one or more cash distributions to each Unsecured Creditor holding a Proven Claim on a *pro rata, pari passu* basis, in accordance with the Proposed Distribution Methodology in full and final satisfaction of such claims, from the CCAA Cash Pool

(including any tax refunds received by the Company in respect of any such distributions and any returned or undeliverable distributions).

5. **THIS COURT ORDERS** that all distributions shall be made in Canadian dollars regardless of the currency indicated in the Proof of Claim, calculated by the Monitor, in accordance with paragraph 8 of the Claims Procedure Order.
6. **THIS COURT ORDERS** that, notwithstanding anything else contained in this Order or any other Order made in these CCAA Proceedings, all distributions and payments made pursuant to this Order shall be free and clear of the Charges.
7. **THIS COURT ORDERS** that, if a cheque or other instrument (a “**Cheque**”) issued to an Unsecured Creditor holding a Proven Claim pursuant to the Proposed Distribution Methodology is not presented for payment to the applicable account maintained by the Monitor within 60 days of mailing of the Cheque by the Monitor (each, an “**Uncashed Cheque**”), the Monitor is authorized and empowered to: (a) send written notice to the applicable Unsecured Creditor at the address for the Unsecured Creditor in the Monitor’s records that if the Uncashed Cheque is not deposited by the Unsecured Creditor and presented for payment to the applicable account maintained by the Monitor within 20 days of the date of mailing of such notice, the Monitor will stop payment on the Uncashed Cheque and the Unsecured Creditor will not be entitled to receive any funds pursuant to the distribution to which the Uncashed Cheque relates; and (b) if the Uncashed Cheque has not been presented for payment to the applicable account maintained by the Monitor within such 20 day period, then such Unsecured Creditor shall not be entitled to receive any funds pursuant to the distributions contemplated by this Order and the Monitor is authorized and directed to stop payment on the Uncashed Cheque. If a Cheque issued to an Unsecured Creditor holding a Proven Claim pursuant to the Proposed Distribution Methodology is returned to the Monitor, then such Unsecured Creditor shall not be entitled to receive any funds pursuant to the distribution contemplated by this Order.
8. **THIS COURT ORDERS** that the Monitor, for and on behalf of the Company, is hereby authorized and empowered to pay any *de minimis* amounts held by the Monitor following the

distributions contemplated by this Order, to a registered charity selected by the Monitor, if and when determined by the Monitor, in its sole discretion.

9. **THIS COURT ORDERS** that the Monitor or any other person facilitating distributions pursuant to this Order shall be entitled to deduct and withhold from any such distribution to an Unsecured Creditor such amounts as may be required to be deducted or withheld under any applicable law and to remit such amounts to the appropriate governmental authority or other person entitled thereto as may be required by such law.

10. **THIS COURT ORDERS** that the Monitor is hereby authorized and empowered to take any further steps that it deems necessary or desirable to complete the distributions described in this Order.

11. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these CCAA proceedings;
- (b) any applications for any bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”) in respect of the Company or any of its predecessors, successors or heirs;
- (c) any bankruptcy order issued pursuant to any such applications or any subsequent assignment in bankruptcy made in respect of the aforementioned parties; and

any distributions made pursuant to this Order are final, irreversible and shall be binding upon any trustee in bankruptcy that may be appointed in respect of the Company, and shall not be void or voidable by creditors of the Company, nor shall any distribution constitute or be deemed to be fraudulent preferences, assignments, fraudulent conveyances, transfers-at-undervalue or other reviewable transactions under the BIA, CCAA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial laws and shall, upon the receipt thereof, be free of all claims, liens, security interests, charges or other encumbrances granted by or relating to the Company.

12. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and any other Orders in these proceedings, is hereby authorized and empowered to take such other actions and fulfill such other roles as are contemplated by the Proposed Distribution Methodology or this Order, and the Monitor may, at any time and from time to time, seek further direction of the Court with respect to its duties or other matters in respect thereof.

13. **THIS COURT ORDERS** that in carrying out the terms of the Proposed Distribution Methodology and/or this Order, the Monitor: (a) shall have all the protections provided to it as an officer of the Court, including the protections granted pursuant to the CCAA and other Orders granted in the CCAA proceedings, including the stay of proceedings, in its favour; and (b) shall incur no liability or obligation as a result of carrying out any duties or work in connection with the Proposed Distribution Methodology and/or this Order, whether in its personal capacity or its capacity as Monitor, save and except for any gross negligence or willful misconduct on its part.

14. **THIS COURT ORDERS** that any Unsecured Creditor, whose address as indicated: (a) in the filed Proof of Claim or otherwise advised by the Unsecured Creditor in writing; or (b) on file with the Monitor on the date of a distribution, is not a Canadian address will be treated as a non-resident of Canada for purposes of any applicable non-resident withholding tax on payments hereunder, subject to receipt by the Monitor of information satisfactory to it (in its sole discretion) that such Unsecured Creditor is not a non-resident. Notwithstanding any withholding or deduction, each person receiving a distribution will have the sole and exclusive responsibility for the satisfaction and payment of any tax obligations imposed by any governmental authority (including income and other tax obligations) on account of such distribution.

15. [THIS SPACE LEFT DELIBERATELY]

[THIS SPACE LEFT DELIBERATELY]

APPROVAL OF THE MONITOR'S REPORTS AND ACTIVITIES AND FEES

16. **THIS COURT ORDERS** that the Seventh Report of A&M in its capacity as Monitor, dated December 1, 2023 (the “**Seventh Report**”), Eighth Report of A&M in its capacity as Monitor, dated June 18, 2024 (the “**Eighth Report**”), Ninth Report of A&M in its capacity as Monitor, dated January 21, 2025 (the “**Ninth Report**”), Tenth Report of A&M in its capacity as Monitor, dated August 18, 2025 (the “**Tenth Report**”), and the Eleventh Report (collectively with the Seventh Report, Eighth Report, Ninth Report and Tenth Report, the “**Reports**”) and the actions, activities and conduct of the Monitor set out therein, are hereby ratified and approved. The Monitor, in its personal capacity and only with respect to its own personal liability, shall only be entitled to rely upon or utilize in any way such approval.

APPROVAL OF FEES AND DISBURSEMENTS

17. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from December 7, 2022 to January 17, 2026, as set out in the Nevsky Fee Affidavit, are hereby approved.

18. **THIS COURT ORDERS** that the fees and disbursements of the Monitor’s Counsel for the period from December 20, 2022 to December 31, 2025, as set out in the Calvaruso Fee Affidavit, are hereby approved.

GENERAL

19. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

20. **THIS COURT ORDERS** that, notwithstanding any other provision of this Order, the Monitor shall remain entitled to seek advice, directions or assistance from the Court in respect of the interpretation and implementation of this Order and the performance by Monitor of its obligations under this Order and any other matters that pertain to the distributions authorized by this Order.

21. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Monitor, the Company and their respective agents in carrying out the terms of 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, and the Company, as may be necessary or desirable to give effect to this Order, or to assist the Monitor and the Company and their respective agents in carrying out the terms of this Order.

22. **THIS COURT ORDERS** that each of the Monitor and the Company be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

23. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order without the need for entry or filing.



Justice FL Myers Digitally signed by Justice FL Myers
Date: 2026.01.30 14:41:19 -05'00'

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

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1000156489 ONTARIO INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

DISTRIBUTION ORDER

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Counsel for Alvarez & Marsal Canada Inc., solely in its capacity as Monitor of 1000156489 Ontario Inc. (f/k/a DCL Corporation) and not in its personal or corporate capacity