



FORCE FILED

No. S233209
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF SLP HOLDINGS LTD,
STRUCTURLAM MASS TIMBER CORPORATION,
STRUCTURLAM MASS TIMBER U.S., INC.,
NATURAL OUTCOMES, LLC

APPLICATION OF SLP HOLDINGS LTD. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

PETITIONER

NOTICE OF APPLICATION

Name of the applicant: SLP Holdings Ltd.

To: THE SERVICE LIST

TAKE NOTICE that an application will be made by the Applicant before Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, BC V6Z 2E1, on November 17, 2023 at 9:00 a.m. (as arranged through trial scheduling) or as soon thereafter as counsel may be heard, for the order(s) set out in Part 1 below.

PART 1: ORDERS SOUGHT

1. SLP Holdings Ltd. ("**SLP**"), in its capacity as foreign representative (in such capacity, the "**Foreign Representative**") of SLP, Structurlam Mass Timber Corporation ("**SMTC**"), Structurlam Mass Timber U.S., Inc. and Natural Outcomes, LLC (collectively, the "**Debtors**") seeks an order pursuant to section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), substantially in the form attached as **Schedule "A"** hereto for the following relief from this Court:
 - (a) an order abridging the time for service of this application and directing that it is properly returnable on the hearing date;

- (b) an order (the “**Recognition Order**”) recognizing and giving full force and effect in all provinces and territories of Canada to the following orders granted by the US Bankruptcy Court (as defined below):
 - (i) an Order (I) conditionally approving combined disclosure statement and plan for solicitation purposes only, (II) establishing procedures for solicitation and tabulation of votes to accept or reject combined disclosure statement and plan, (III) approving the form of ballot and solicitation materials, (IV) establishing voting record date, (V) fixing the date, time and place for the confirmation hearing and the deadline for filing objections thereto, and (VI) approving related shortened notice procedures (the “**Solicitation Order**”); and
 - (ii) an Order pursuant to Section 1121(d) of the United States Bankruptcy Code (the “**US Bankruptcy Code**”), further extending the exclusive periods within which the Debtors may file a Chapter 11 Plan and solicit acceptances thereof (the “**Exclusive Filing Order**”); and
- (c) such further and other Orders as this Honourable Court may deem appropriate.

PART 2: FACTUAL BASIS

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Affidavit of Shawn Turkington #5 sworn November 10, 2023 (the “**Turkington Affidavit**”).
2. On April 21, 2023 the Debtors each commenced proceedings under Chapter 11 of Title 11 of the United States Code (the “**Chapter 11 Cases**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Bankruptcy Court**”).
3. On April 26, 2023 pursuant to certain “First Day Motions” filed by the Debtors, the US Bankruptcy Court granted certain interim and/or final orders, including an order authorizing SLP to act as the foreign representative for the purpose of these Canadian recognition proceedings.
4. On April 27, 2023 the Honourable Justice Fitzpatrick of this court granted: (a) an initial recognition order, among other things, recognizing SLP as the “foreign representative” and the Chapter 11 Cases of SLP and SMTC as “foreign non-main proceedings” and the Chapter 11 Cases of SMTU and NOLLC as “foreign main proceedings” each as defined in section 45 of the CCAA; and (b) a supplemental order, among other things, (i) recognizing various orders of the US Bankruptcy Court,

- (ii) ordering a stay of proceedings in Canada in respect of the Debtors until June 1, 2023 (the “**Stay Period**”); and (iii) appointing Alvarez & Marsal Canada Inc. as information officer in respect of these Canadian recognition proceedings (in such capacity, the “**Information Officer**”).
5. On May 16, 2023 the Honourable Justice Fitzpatrick granted a recognition of bidding procedures order recognizing an order granted on May 8, 2023 by the US Bankruptcy Court which order, among other things: (i) approved bidding procedures; (ii) approved stalking horse protections and the Debtors’ entry into a stalking horse purchase agreement; (iii) scheduled the bid deadlines and the auction; (iv) scheduled hearings and objection deadlines with respect to the sale; (v) approved the form and manner of notice thereof; (vi) approved contract assumption and assignment procedures; and (vii) granted related relief. In addition the Stay Period was extended up to and including June 30, 2023.
 6. On June 1, 2023 the Honourable Justice Fitzpatrick granted an order recognizing certain “second day orders” granted in the Chapter 11 Cases including, among other Orders, an Order dated May 25, 2023 establishing bar dates and related procedures for filing proofs of claim (including for administrative expense claims arising under section 503(b)(9) of the US Bankruptcy Code and approving the form and manner of notice.
 7. Further, on June 1, 2023 the Honourable Justice Fitzpatrick granted an approval and vesting order which, among other things:
 - (a) recognized the Final Sale Order granted by the US Bankruptcy Court on May 30, 2023 authorizing, among other things, the sale of the Debtors’ assets free and clear of all liens, claim, interest and encumbrances; and
 - (b) approved the sale transaction contemplated by the Asset Purchase Agreement dated April 21, 2023 as amended (the “**Sale Agreement**”) between the Debtors and Mercer International Inc.
 8. The transaction contemplated by the Sale Agreement closed on June 15, 2023.
 9. On June 21, 2023 the Honourable Justice Fitzpatrick granted an order extending the Stay Period up to and including October 31, 2023.
 10. Further, on June 21, 2023 the Honourable Justice Fitzpatrick granted an order declaring that pursuant to subsections 5(1)(b)(iv) and 5(5) of the *Wage Earner Protection Program Act* (Canada),

S.C. 2005, c. 47, s. 1 (“**WEPPA**”), SMTC and its employees, upon termination, meet the criteria prescribed by Section 3.2 of the *Wage Earner Protection Program Regulations*, SOR/2008-222 and each of SMTC’s employees are eligible, or will be eligible upon termination, to receive payments under and in accordance with WEPPA following the termination of their employment.

11. On October 31, the Honourable Justice Fitzpatrick granted an order extending the Stay Period up to and including January 31, 2024.

Disclosure Statement and Chapter 11 Plan of Liquidation

12. On October 17, 2023 the Debtors’ filed a combined disclosure statement (the “**DS**”) and joint Chapter 11 plan of liquidation (the “**Plan**”, and together with the DS, the “**Combined DS and Plan**”) and a motion for approval of the Solicitation Order.
13. Broadly, the Combined DS and Plan provides for: (i) interim approval of the disclosures set out in the Combined DS and Plan; (ii) scheduling the hearing for the approval of the Combined DS and Plan and the confirmation of the DS and Plan; (iii) approval of procedures for the solicitation and tabulation of votes to accept or reject the Combined Plan and DS; (iv) approve the form of ballot and solicitation package; (v) approval of the notice provisions; and (vi) other related relief.
14. On November 8, 2023 the Debtors’ filed a first amended combined disclosure statement (the “**Amended DS**”) and chapter 11 plan of liquidation (the “**Amended Plan**” and with the Amended DS, the “**Amended Combined DS and Plan**”) amending the Combined DS and Plan.
15. On November 9, 2023, the US Bankruptcy Court entered the Solicitation Order with no objections.

Exclusive Filing Order

16. On November 9, 2023 the Exclusive Filing Order was granted and entered by the US Bankruptcy Court on a certificate of no objection meaning no interest party filed an objection to the Exclusive Filing Order prior to the deadline established by the US Bankruptcy Court.

PART 3: LEGAL BASIS

Issue

1. The sole issue in this application is whether this Honourable Court should grant Canadian recognition of the Solicitation Order and the Exclusive Filing Order.

2. The Foreign Representative is seeking recognition of the Solicitation Order and the Exclusive Filing Order under section 49 of the CCAA. Such recognition is consistent with the CCAA and case law in Canada.
3. When a foreign proceeding has been recognized under Part IV of the CCAA, subsection 49(1) empowers the court to make any order that it considers appropriate if the court is satisfied that it is necessary for the protection of the debtor company's property or the interests of creditors.

CCAA, sections 48(1), 49(1)

4. Canadian Courts have noted that "[t]he purpose of Part IV of the CCAA is to effect cross-border insolvencies and create a system under which foreign insolvency proceedings can be recognized in Canada". This statement corresponds with the stated purposes of Part IV of the CCAA set out in section 44 of the CCAA, which include the promotion of: (a) cooperation between the courts and other competent authorities in Canada with those of foreign jurisdictions; and (b) the fair and efficient administration of cross-border insolvencies that protects the interests of creditors and other interested persons, and those of debtor companies.

Zochem Inc. (Re), 2016 ONSC 958 at para 15

5. When deciding whether to recognize a foreign order, Canadian courts have considered, among other factors:
 - (a) the principles of comity and the need to encourage cooperation between courts of various jurisdictions;
 - (b) the need to accord respect to foreign bankruptcy and insolvency legislation unless in substance generally it is so different from the bankruptcy and insolvency laws of Canada or diverges radically from the processes in Canada;
 - (c) whether stakeholders are and will be treated equitably and to the extent reasonably possible equally regardless of the jurisdiction in which they reside;
 - (d) the importance of promoting plans that allow the enterprises to reorganize globally, especially where there is an established transnational interdependence within the enterprises, and of permitting one jurisdiction, to the extent reasonably practical, to take "charge" of the principal administration of the enterprise's reorganization, where this approach facilitates a potential reorganization and respects the claims of stakeholders in all

jurisdictions without detracting from the net benefits that may be available from alternative approaches;

- (e) the appropriate level of court involvement depends to a significant degree upon the court's nexus to the enterprise;
- (f) where one jurisdiction will have an ancillary role, the court in the ancillary jurisdiction should on an ongoing basis be provided with information and be kept apprised of developments regarding the reorganizational efforts in the foreign principal jurisdiction, and stakeholders in the ancillary jurisdiction should be afforded appropriate access to the proceedings

Babcock & Wilcox Canada Ltd., Re, 2000 CanLII 22482 at para 21

6. Given that the central governing principle of Part IV of the CCAA is comity, Canadian courts should recognize and enforce the judicial acts of a foreign jurisdiction provided that the foreign jurisdiction has assumed jurisdiction on a basis consistent with principles of order, predictability and fairness.

Hollander Sleep Products, LLC et al., Re, 2019 ONSC 3238 at para 41

7. Granting the Recognition Order is consistent with Part IV of the CCAA and the principles of comity, is not contrary to public policy and are orders commonly granted in Canadian restructuring proceedings.
8. Recognition of the Solicitation order in Canada is appropriate and necessary to give effect to the procedures and deadlines governing the process for soliciting, receiving and tabulating votes, and the process for objecting to the confirmation of the Plan. The Solicitation Order, and its recognition in Canada, are necessary to permit the next steps in this cross-border restructuring and for the protection of creditor interests.
9. Furthermore, in order for the Amended Plan to become effective, this Court shall have entered an order recognizing the Solicitation Order giving it full force and effect in Canada.
10. The Foreign Representative respectfully requests this Court grants the Recognition Order.

PART 4: MATERIAL TO BE RELIED ON.

1. Affidavit #5 of Shawn Turkington, sworn November 10, 2023, to be filed concurrently with this Notice of Application;
2. Fourth Report of the Information Officer, filed October 25, 2023;
3. The pleadings and materials filed herein.
4. Such further and other material this Honourable Court may allow.

The applicant estimates that the application will take fifteen (15) minutes.

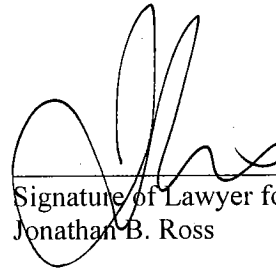
☐ This matter is within the jurisdiction of a master.

☒ This matter is to be heard before Justice Fitzpatrick, as arranged through Trial Scheduling.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: November 10, 2023



Signature of Lawyer for the Applicant
Jonathan B. Ross

To be completed by the court only:

Order made

☐ in the terms requested in paragraphs _____ of Part 1 of this notice of application

☐ with the following variations and additional terms:

Date: _____

Signature of ☐ Judge ☐ Master

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ other matters concerning document discovery
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts
- ☒ other

SCHEDULE "A"

Form Of Order

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF SLP HOLDINGS LTD, STRUCTURLAM MASS
TIMBER CORPORATION, STRUCTURLAM MASS TIMBER U.S., INC.,
NATURAL OUTCOMES, LLC

APPLICATION OF SLP HOLDINGS LTD. UNDER SECTION 46 OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

ORDER MADE AFTER APPLICATION

(RECOGNITION ORDER)

BEFORE THE HONOURABLE
JUSTICE FITZPATRICK

)
)
)

17/November/2023

THE APPLICATION of SLP Holdings Ltd., in its capacity as the foreign representative (the "**Foreign Representative**") of SLP Holdings Ltd., Structurlam Mass Timber Corporation, Structurlam Mass Timber U.S., Inc. and Natural Outcomes, LLC (collectively, the "**Debtors**") in respect of the proceedings (the "**Foreign Proceedings**") commenced in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Bankruptcy Court**") under docket numbers 23-10500-CTG, 23-10499-CTG, 23-10498-CTG, and 23-10497-CTG respectively, for an Order pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), coming on for hearing at Vancouver, British Columbia, on the 31st day of October, 2023; AND UPON READING the material filed, including the Notice of Application, the Affidavit #5 of Shawn Turkington sworn November 10, 2023, and the Fourth Report of Alvarez & Marsal Canada Inc., in its capacity as court-appointed information officer in respect of these proceedings (in such capacity, the "**Information Officer**"), each filed; AND UPON hearing

Jonathan B. Ross and Manuel Dominguez, counsel for the Foreign Representative and those other counsel listed on **Schedule "A"** hereto;

THIS COURT ORDERS AND DECLARES that:

SERVICE AND DEFINITIONS

1. The time for service of the Notice of Application for this Order is hereby abridged and deemed good and sufficient and this application is properly returnable today.

RECOGNITION OF FOREIGN ORDERS

2. THIS COURT ORDERS that the following orders of the U.S. Bankruptcy Court made in the Foreign Proceeding are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:
 - a. Order dated November 9, 2023, (I) conditionally approving combined disclosure statement and plan for solicitation purposes only, (II) establishing procedures for solicitation and tabulations of votes to accept or reject combined disclosure statement and plan, (III) approving the form of ballot and solicitation materials, (IV) establishing voting record date, (V) fixing the date, time and place for the confirmation hearing and the deadline for filing objections thereto, and (VI) approving related shortened notice procedures, a copy of which is attached hereto as **Schedule "B"**; and
 - b. Order dated November 9, 2023, pursuant to section 1121(d) of the Bankruptcy Code, further extending the exclusive periods within which the Debtors may file a chapter 11 plan and solicit acceptances, a copy of which is attached hereto as **Schedule "C"**.

GENERAL

3. 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 of America, to give effect to this Order and to assist the Debtors, the Foreign Representative, the Information Officer, 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 Debtors, the Foreign Representative, and the

Information Officer, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant the Information Officer status in any foreign proceeding, or to assist the Debtors, the Foreign Representative, and the Information Officer and their respective agents in carrying out the terms of this Order.

4. Each of the Debtors, the Foreign Representative and the Information Officer 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.
5. Any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days' notice to the Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.
6. This Order and all of its provisions shall be effective as of 12:01 a.m. local Vancouver time on the date of this Order.
7. The signature of Mr. Latham on this order is dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Counsel for the Petitioner,
SLP Holdings Ltd., Foreign Representative
Jonathan B. Ross

Signature of Counsel for Alvarez & Marsal
Canada, the Information Officer
Colin D. Brousson

BY THE COURT

REGISTRAR

SCHEDULE "A"

COUNSEL

<u>Name</u>	<u>Acting for</u>
Colin Brousson	Alvarez & Marsal (Information Officer)
Joe Latham	Official Committee of Unsecured Creditors

Schedule "B"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
STRUCTURLAM MASS TIMBER U.S., INC., <i>et al.</i> , ¹	)	Case No. 23-10497 (CTG)
)	
	)	(Jointly Administered)
Debtors.)	
	)	Related Docket No. 417

**ORDER (I) CONDITIONALLY APPROVING COMBINED DISCLOSURE
STATEMENT AND PLAN FOR SOLICITATION PURPOSES ONLY, (II)
ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF
VOTES TO ACCEPT OR REJECT COMBINED DISCLOSURE STATEMENT AND
PLAN, (III) APPROVING THE FORM OF BALLOT AND SOLICITATION
MATERIALS, (IV) ESTABLISHING VOTING RECORD DATE, (V) FIXING THE
DATE, TIME AND PLACE FOR THE CONFIRMATION HEARING AND THE
DEADLINE FOR FILING OBJECTIONS THERETO, AND (VI) APPROVING
RELATED SHORTENED NOTICE PROCEDURES**

Upon consideration of the *Debtors' Motion for Order (I) Approving Adequacy of Disclosures in Combined Disclosure Statement and Plan on Interim Basis, (II) Scheduling Confirmation Hearing and Objection Deadline, (III) Establishing Procedures for Solicitation and Tabulation of Votes, (IV) Approving Form of Ballot and Solicitation Package, and (V) Approving Notice* (the "**Motion**"); and upon consideration of the Motion and all pleadings related thereto, including the statements of counsel and evidence proffered at the hearing on the Motion, if a hearing is required; and the Court having determined that the legal and factual bases set forth in the Motion and at the hearing on the Motion establish just cause for the relief granted herein;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian business number, as applicable, include: Structurlam Mass Timber U.S., Inc. (6287); Natural Outcomes, LLC (n/a); Structurlam Mass Timber Corporation (5050); and SLP Holdings Ltd. (3114). The location of the Debtors' headquarters is: 2176 Government Street, Penticton, British Columbia, Canada V2A 8B5. The address of the registered agent for Structurlam Mass Timber U.S., Inc. is: 8 The Green, Suite A, Dover, Delaware 19901.



231049723110900000000006

THE COURT HEREBY FINDS AS FOLLOWS:

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
2. This is a core proceeding pursuant to 28 U.S. C. § 157(b)(2).
3. Notice of the Motion and the hearing on the Motion was sufficient and proper under the circumstances and complied with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.²
4. The relief requested in the Motion and granted herein is warranted under the circumstances and is in the best interests of the Debtors, their estates, and creditors.
5. The forms of ballots attached hereto as Exhibit 1 (the “**Ballots**”): (i) are consistent with Official Form No. 314, (ii) adequately address the particular needs of the Chapter 11 Cases, (iii) are appropriate for the Voting Classes, and (iv) comply with Bankruptcy Rule 3017(d).
6. Ballots need not be provided to holders of Claims in the Non-Voting Classes (Classes 1 and 2) because they are either Unimpaired and conclusively presumed to have accepted the Plan or Impaired and conclusively presumed to have rejected the Plan in accordance with section 1126(f) and (g) of the Bankruptcy Code.
7. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for Claimholders to make informed decisions to accept or reject the Plan and submit their Ballots in a timely fashion.
8. The Tabulation Procedures for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

² Capitalized terms used but not defined herein shall have the meanings given to them in the Motion.

9. The contents of the Solicitation Packages (*as defined below*) and the procedures for providing notice of the final hearing on approval of the Combined Disclosure Statement and Plan and the other matters set forth in the Confirmation Notice comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

IT IS HEREBY FOUND AND DETERMINED THAT:

10. The Motion is GRANTED as set forth herein.

11. The Combined Disclosure Statement and Plan is conditionally approved for solicitation purposes only on an interim basis and the following deadlines are approved:

DESCRIPTION	DEADLINE
Voting Procedures Hearing Objection Deadline	November 7, 2023, at 4:00 pm (ET)
Voting Procedures and Interim Disclosure Statement Hearing	November 14, 2023, at 3:30 p.m. (ET)
Voting Record Date	The date of entry of the Interim Approval and Procedures Order
Solicitation Commencement Date	Within five (5) business days after entry of the Interim Approval and Procedures Order
Deadline for Creditors to File Rule 3018 Motions	December 1, 2023, at 4:00 p.m. (ET)
Plan Supplement Deadline	December 5, 2023
Deadline for Debtors to Respond to Rule 3018 Motions	December 8, 2023, at 4:00 p.m. (ET)
Voting Deadline for the Combined Disclosure Statement and Plan	December 12, 2023, at 4:00 p.m. (ET)
Combined Disclosure Statement and Plan Objection Deadline	December 12, 2023, at 4:00 p.m. (ET)
Deadline to File Confirmation Brief and Other Evidence Supporting the Combined Disclosure Statement and Plan	December 14, 2023, at 4:00 p.m. (ET)
Deadline to File Voting Tabulation Affidavit	December 14, 2023, at 4:00 p.m. (ET)
Combined Hearing	December 19, 2023, at 11:00 a.m. (ET)

12. The Ballots substantially in the form attached hereto as Exhibit 1 are approved. The Ballots shall be distributed to the Claimholders in the Voting Classes entitled to vote to accept or reject the Plan.

13. In order to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered, by either mail, overnight delivery, or personal delivery so they are actually received no later than **4:00 p.m. (prevailing Eastern Time), on December 12, 2023** (the “**Voting Deadline**”). Ballots transmitted by facsimile or electronic mail will not be counted.

14. For the purposes of voting on the Plan, each Claimholder must (i) have filed a proof of claim or (ii) be identified on the Schedules and not listed as disputed, contingent or unliquidated as to amount. The foregoing is subject to further order of this Court to the extent a party moves for temporary allowance of its Claims in an amount which is different from the amount that otherwise would apply to such Claim under the foregoing.

15. The following Ballots shall not be counted or considered:

- (a) any Ballot received after the Voting Deadline, unless the Court grants an extension to the Voting Deadline with respect to such Ballot;
- (b) any Ballot that is illegible or contains insufficient information;
- (c) any Ballot cast by a Person or Entity that does not hold a Claim in the Class that is entitled to vote to accept or reject the Combined Disclosure Statement and Plan;
- (d) any Ballot for cast for a Claim designated as unliquidated, contingent, or disputed or as zero (0) or unknown in amount and for which no Rule 3018(a) motion has been filed by the Rule 3018(a) motion deadline;
- (e) any Ballot timely received that is cast in a manner that indicates neither acceptance nor rejection of the Combined Disclosure Statement and Plan or that indicates both acceptance and rejection of the Combined Disclosure Statement and Plan;
- (f) simultaneous duplicative Ballots voted inconsistently;

- (g) Ballots partially rejecting and partially accepting the Combined Disclosure Statement and Plan;
- (h) any Ballot received other than the official form sent by the Claims and Balloting Agent;
- (i) any unsigned ballot; or
- (j) any ballot that is submitted by facsimile or electronic mail.

16. Upon completion of the balloting, the Balloting Agent will certify (i) the amount and number of allowed Claims of the Voting Classes accepting or rejecting the Combined Disclosure Statement and Plan, and (ii) details regarding Ballots received but not counted by the Balloting Agent because of defects or any other reason. The Debtors shall cause such certification to be served on the DIP Lender, the Committee, and the United States Trustee and filed with the Court no later than two (2) Business Days prior to the hearing on the final approval of the Combined Disclosure Statement and Plan.

17. If any Claimholder seeks to challenge the allowance of its Claim for voting purposes in accordance with the Tabulation Procedures, such Claimholder must file a motion, pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing its Claim in a different amount or classification for purposes of voting to accept or reject the Combined Disclosure Statement and Plan (a “**Rule 3018 Motion**”) and serve the Rule 3018 Motion on the Debtors so that it is received no later than **4:00 p.m. (prevailing Eastern Time), on December 1, 2023**. The Debtors shall then (a) have until **December 8, 2023, at 4:00 p.m. (ET)** to file and serve any response to such Rule 3018 Motions, and (b) coordinate with the Court to adjudicate and resolve all pending Rule 3018 Motions prior to the Confirmation Hearing. Any Ballot submitted by a Claimholder that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Procedures and the other applicable provisions of this Order unless and until the

underlying Claim or Equity Interest is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

18. The final hearing on the approval of the Combined Disclosure Statement and Plan is hereby scheduled for **December 19, 2023, at 11:00 a.m. (*prevailing Eastern Time*)**. The hearing on the final approval of the Combined Disclosure Statement and Plan may be continued from time to time by the Court without further notice other than the announcement of the adjourned date(s) at the final hearing on the approval of the Combined Disclosure Statement and Plan or any continued hearing.

19. Objections to confirmation of the Combined Plan and Disclosure Hearing on any ground including adequacy of disclosure, if any, must: (i) be in writing; (ii) be filed with the Court and served on: (a) counsel for the Debtors, (b) the United States Trustee; and (c) counsel for the Committee so that they are received no later than **4:00 p.m. (*prevailing Eastern Time*), on December 12, 2023** (the “**Confirmation Objection Deadline**”).

20. The Confirmation Notice in substantially the form attached hereto as Exhibit 2 is APPROVED. The Debtors shall serve the Confirmation Notice on: (i) all parties filing a Notice of Appearance and Request for Service pursuant to Bankruptcy Rule 2002 in these Chapter 11 Cases, (ii) state and local taxing authorities for jurisdictions in which the Debtors conducted business, (iii) the Internal Revenue Service, (iv) the United States Trustee, and (v) all creditors listed on the Debtors’ Schedules and Statements or who have filed a proof of claim, no later than five (5) business days after the entry of the Interim Approval and Procedures Order.

21. The Publication Notice in substantially the form attached hereto as Exhibit 3 is APPROVED. The Debtors shall publish the Publication Notice in one or more national or regional newspapers, in their discretion, not less than seven days prior to the Confirmation

Objection Deadline, and the adequacy and sufficiency of such publication notice is hereby approved.

22. Pursuant to Bankruptcy Rule 3017(d), the date on which this Order is entered shall be the record date for purposes of determining which holders of Claims are entitled to receive Solicitation Packages and, where applicable, vote on the Combined Disclosure Statement and Plan (the “**Record Date**”).

23. The Balloting Agent shall mail or transmit Solicitation Packages no later than five (5) business days after the entry of the Interim Approval and Procedures Order to the Voting Classes containing copies of: (a) the Confirmation Notice; (b) a copy of this Order; (c) a copy of the Combined Disclosure Statement and Plan; and (c) a form of Ballot (collectively, the “**Solicitation Package**”). The Debtors shall also serve copies of the Solicitation Package (excluding the Ballot and a copy of the Combined Disclosure Statement and Plan) on (i) all parties who have filed requests for notice in the Chapter 11 Cases on or before the Record Date; (ii) counsel for the Committee; and (iii) the U.S. Trustee.

24. The Debtors are authorized to make non-substantive and ministerial changes to any documents in the Solicitation Package without further approval of the Court prior to its dissemination, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Disclosure Statement and Plan and any other materials included in the Solicitation Package prior to their distribution.

25. Objections to (a) the Tabulation Procedures, (b) the form of Confirmation Notice to be provided to the Debtor’s creditors and interest holders, and (c) the form of Ballot which will be provided to Voting Classes for voting on the Plan that are not made at the time of the hearing on the Motion shall not be considered at the time of the Combined Hearing.

26. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

27. The Court shall retain jurisdiction as to all matters relating to the interpretation, implementation, and enforcement of this Order.

28. This Order is effective immediately upon entry.

Dated: November 9th, 2023
Wilmington, Delaware



CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1 TO ORDER CONDITIONALLY APPROVING
COMBINED DISCLOSURE STATEMENT AND PLAN FOR
SOLICITATION PURPOSES ONLY**

(Ballots)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
STRUCTURLAM MASS TIMBER U.S., INC., <i>et al.</i> , ¹	)	Case No. 23-10497 (CTG)
)	
Debtors.	)	(Jointly Administered)
)	

Ballot for Accepting or Rejecting the Combined Disclosure Statement and Plan

This Ballot is submitted to you by the above-captioned debtors and debtors in possession (the “**Debtors**”) to solicit your vote to accept or reject the Combined Disclosure Statement and Plan [Docket No. ____], dated _____, 2023 (the “**Combined Disclosure Statement and Plan**”). Capitalized terms used in this Ballot and not otherwise defined have the meanings given to them in the Combined Disclosure Statement and Plan or the Bankruptcy Court’s Order approving the Combined Disclosure Statement and Plan [Docket No. ____], entered on [DATE] (the “**Interim Approval and Procedures Order**”).

You should review the Combined Disclosure Statement and Plan before you vote. **Copies of the Combined Disclosure Statement and Plan and the Interim Approval and Procedures Order are available for review without charge at the website maintained by the Claims and Noticing Agent, <https://www.kccllc.net/structurlam> or by calling (888) 647-1715.** You may wish to seek legal advice concerning the Combined Disclosure Statement and Plan and your classification and treatment under the Combined Disclosure Statement and Plan.

If your Ballot is not received by the Balloting Agent on or before 4:00 p.m. (prevailing Eastern Time), on December 12, 2023, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Combined Disclosure Statement and Plan.

If the Combined Disclosure Statement and Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote. To have your vote counted, you must complete, sign and return this Ballot to the Claims and Noticing Agent so that is received by the deadline indicated above at the following address:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or Canadian business number, as applicable, include: Structurlam Mass Timber U.S., Inc. (6287); Natural Outcomes, LLC (n/a); Structurlam Mass Timber Corporation (5050); and SLP Holdings Ltd. (3114). The location of the Debtors’ headquarters is: 2176 Government Street, Penticton, British Columbia, Canada V2A 8B5. The address of the registered agent for Structurlam Mass Timber U.S., Inc. is: 8 The Green, Suite A, Dover, Delaware 19901.

<p><u>If by Regular Mail:</u></p> <p>Attn:</p>	<p><u>If by Hand Delivery or Overnight Mail:</u></p> <p>Attn:</p>
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YOU SHOULD CAREFULLY READ AND FOLLOW THE VOTING INSTRUCTIONS SET FORTH IN SECTION VI OF THE COMBINED DISCLOSURE STATEMENT AND PLAN BEFORE COMPLETING AND RETURNING THIS BALLOT.

Your claim has been placed in Class [3A] [3B] [3C] [4] under the Combined Disclosure Statement and Plan. You have a right to: (i) vote to accept or reject the Combined Disclosure Statement and Plan as provided in Item 2 below; and (ii) opt into the Releases by Holders of Claims Against the Debtors under Article XI.D of the Combined Disclosure Statement and Plan (the "Releases") in Item 3 below.

Item 1. Amount of Claim. The undersigned is a holder of a Class [3A] [3B] [3C][Name of Class] in the unpaid principal amount of Dollars:

\$ _____

Item 2. Vote. The owner of the Claim set forth in Item 1 votes (please check only one box):

- ☐ To Accept the Combined Disclosure Statement and Plan
☐ To Reject the Combined Disclosure Statement and Plan

Item 3. Releases.

EXCEPT AS OTHERWISE PROVIDED IN THIS COMBINED DISCLOSURE STATEMENT AND PLAN, ON THE EFFECTIVE DATE AND AS OF THE EFFECTIVE DATE, FOR GOOD AND VALUABLE CONSIDERATION, THE ADEQUACY OF WHICH IS HEREBY CONFIRMED, THE RELEASING PARTIES SHALL BE DEEMED TO FOREVER RELEASE, WAIVE, AND DISCHARGE EACH OF THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DAMAGES, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION, AND LIABILITIES WHATSOEVER IN CONNECTION WITH OR IN ANY WAY RELATING TO THE DEBTORS, THE CONDUCT OF THE DEBTORS' BUSINESSES, THE CHAPTER 11 CASES, THE COMBINED DISCLOSURE STATEMENT AND PLAN (OTHER THAN THE RIGHTS OF THE DEBTORS, OR A CREDITOR HOLDING AN ALLOWED CLAIM TO ENFORCE THE OBLIGATIONS UNDER THE CONFIRMATION ORDER AND COMBINED DISCLOSURE STATEMENT PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES, AND OTHER AGREEMENTS OR DOCUMENTS DELIVERED THEREUNDER), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, CONTRACT, VIOLATION OF FEDERAL OR STATE SECURITIES LAW OR OTHERWISE, THAT ARE BASED IN WHOLE OR PART ON ANY ACT, OMISSION,

TRANSACTION, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE; PROVIDED, HOWEVER, THAT NOTHING IN THIS ARTICLE XI SHALL OPERATE AS A RELEASE, WAIVER OR DISCHARGE OF ANY CAUSES OF ACTION OR LIABILITIES ARISING OUT OF GROSS NEGLIGENCE, WILLFUL MISCONDUCT, FRAUD OR CRIMINAL ACTS OF ANY SUCH RELEASED PARTY.

[] The undersigned, elects to opt into the Releases by Holders of Claims Against the Debtors under Article XI.D of the Combined Disclosure Statement and Plan.

Item 4. Certifications. By signing this Ballot, the undersigned certifies: (a) no other Ballot has been cast with respect to the Claim identified in Item 1, and that to the extent any such Ballot has been cast, such earlier Ballots are hereby revoked; (b) the undersigned was aware a copy of the Disclosure Statement relating to the Combined Disclosure Statement and Plan was available for review and to the extent the undersigned wanted to do so and has reviewed the Combined Disclosure Statement and Plan; (c) as the Record Holder of the Claim set forth in Item 1, the undersigned has full power and authority to vote to accept or reject the Combined Disclosure Statement and Plan. The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Combined Disclosure Statement and Plan, and that all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned.

Dated:	Street Address:
Signature:	
Name of Voter:	City, State, Zip Code:
Title:	
Social Security or Tax I.D. No.:	
	Telephone Number:

**EXHIBIT 2 TO ORDER CONDITIONALLY APPROVING
COMBINED DISCLOSURE STATEMENT AND PLAN FOR
SOLICITATION PURPOSES ONLY**

(Confirmation Notice)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
STRUCTURLAM MASS TIMBER U.S., INC., <i>et al.</i> , ¹	)	Case No. 23-10497 (CTG)
)	
Debtors.	)	(Jointly Administered)
)	

**NOTICE OF (I) PLAN VOTING DEADLINE, (II) PLAN CONFIRMATION/
DISCLOSURE STATEMENT HEARING AND (III) CERTAIN RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On October 17, 2023, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed the Combined Disclosure Statement and Chapter 11 Plan of Liquidation [Docket No. 416] (the “**Combined Disclosure Statement and Plan**”). Pursuant to an Order dated [_____, 2023] (the “**Interim Approval and Procedures Order**”), the Bankruptcy Court conditionally approved the Combined Disclosure Statement and Plan for solicitation purposes only.

A combined hearing to consider the Combined Disclosure Statement and Plan (the “**Combined Hearing**”) will be held before the Honorable Craig T. Goldblatt, United States Bankruptcy Judge, United States Bankruptcy Court, 3rd Floor, Court Room 7, **on December 19, 2023 at 11:00 a.m. (prevailing Eastern Time)**].

Objections to confirmation of the Combined Disclosure Statement and Plan, including any objection to the adequacy of the disclosures if any, must: (a) be in writing; (b) state the name

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or Canadian business number, as applicable, include: Structurlam Mass Timber U.S., Inc. (6287); Natural Outcomes, LLC (n/a); Structurlam Mass Timber Corporation (5050); and SLP Holdings Ltd. (3114). The location of the Debtors’ headquarters is: 2176 Government Street, Penticton, British Columbia, Canada V2A 8B5. The address of the registered agent for Structurlam Mass Timber U.S., Inc. is: 8 The Green, Suite A, Dover, Delaware 19901.

and address of the objecting party and the nature of the Claim of such party; and (c) be filed with the Court and served so as to be actually received by the following parties by **4:00 p.m.**

(prevailing Eastern Time) on December 12, 2023:

- i. counsel for the Debtors, *Chipman Brown Cicero & Cole, LLP*, Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801 (*Attn:* William E. Chipman, Jr., Esquire (chipman@chipmanbrown.com) and Mark D. Olivere, Esquire (olivere@chipmanbrown.com));
- ii. the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (*Attn:* Benjamin A. Hackman (Benjamin.a.hackman@usdoj.gov)); and
- iii. counsel to the Official Committee of Unsecured Creditors, *Buchalter*, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017-1730 (*Attn:* Julian Gurule, Esquire (jgurule@buchalter.com)); and *Morris, Nichols, Arsht & Tunnell LLP*, 1201 North Market Street, Wilmington, DE 19899-1347 (*Attn:* Matthew B. Harvey, Esquire (mharvey@morrisnichols.com)).

The Debtors reserve the right to file a consolidated reply to any such objection no later than December 14, 2023.

Pursuant to the Interim Approval and Procedures Order, the Bankruptcy Court approved the use of certain materials in the solicitation of votes to accept or reject the Combined Disclosure Statement and Plan and certain procedures for the tabulation of votes to accept or reject the Combined Disclosure Statement and Plan. If you are a holder of a Claim against the Debtors as of [_____, 2023] (the “**Record Date**”) and entitled to vote, you have received with this Notice a ballot form (a “**Ballot**”) and instructions for completing the Ballot.

For a vote to accept or reject the Combined Disclosure Statement and Plan to be counted, the holder of a Ballot must complete all required information on the Ballot, execute the Ballot and return the completed Ballot in accordance with the instructions so that it is received by **4:00 p.m., (prevailing Eastern Time), on December 12, 2023** (the “**Voting Deadline**”). Any failure to follow the instructions included with the Ballot or to return a properly completed Ballot so that

it is received by the Voting Deadline may disqualify such Ballot and vote on the Combined Disclosure Statement and Plan. The rules and procedures for the tabulation of the votes are outlined in the Interim Approval and Procedures Order.

If a holder of a Claim wishes to challenge the allowance or disallowance of a Claim for voting purposes under the Tabulation Procedures (as defined in the Interim Approval and Procedures Order), such entity must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such Claim in a different amount or classification for purposes of voting to accept or reject the Combined Disclosure Statement and Plan and serve such motion on the undersigned counsel to the Debtors so that it is received no later than **4:00 p.m. (prevailing Eastern Time), on December 1, 2023**. The Debtors shall have until December 8, 2023 to file and serve any responses to such motions. Unless the Court orders otherwise, such Claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Procedures.

No later than seven (7) days before the Voting Deadline, the Plan Proponents will file in the Bankruptcy Court the Plan Supplement, which will contain, among other things: (a) the Liquidating Trust Agreement; (b) identification of the Liquidating Trustee; and (c) any other disclosures as required by the Bankruptcy Code. The Plan Supplement will be provided by the Debtors upon request to the Claims and Noticing Agent *via* email (_____) or by calling (888) 647-1715.

Important Dates

DESCRIPTION	DEADLINE
Voting Procedures Hearing Objection Deadline	November 7, 2023, at 4:00 pm (ET)
Voting Procedures and Interim Disclosure Statement Hearing	November 14, 2023, at 3:30 p.m. (ET)

DESCRIPTION	DEADLINE
Voting Record Date	The date of entry of the Interim Approval and Procedures Order
Solicitation Commencement Date	Within five (5) business days after entry of the Interim Approval and Procedures Order
Deadline for Creditors to File Rule 3018 Motions	December 1, 2023, at 4:00 p.m. (ET)
Plan Supplement Deadline	December 5, 2023
Deadline for Debtors to Respond to Rule 3018 Motions	December 8, 2023, at 4:00 p.m. (ET)
Voting Deadline for the Combined Disclosure Statement and Plan	December 12, 2023, at 4:00 p.m. (ET)
Combined Disclosure Statement and Plan Objection Deadline	December 12, 2023, at 4:00 p.m. (ET)
Deadline to File Confirmation Brief and Other Evidence Supporting the Combined Disclosure Statement and Plan	December 14, 2023, at 4:00 p.m. (ET)
Deadline to File Voting Tabulation Affidavit	December 14, 2023, at 4:00 p.m. (ET)
Combined Hearing	December 19, 2023, at 11:00 a.m. (ET)

Summary of Estimated Recoveries

The table below summarizes the classification and treatment of all classified Claims under the Combined Disclosure Statement and Plan. The estimated amounts of Allowed Claims set forth in the following table are based on the Debtor's books and records. Additionally, the recoveries available to Holders of Claims set forth below are estimates, and actual recoveries may materially differ based on the amount of Claims actually Allowed, among other things. Depending on the amount of Allowed Claims, the actual recoveries available to Holders of Allowed Claims could be materially lower compared to the estimates provided below.

Class	Estimated Claims ²	Treatment	Estimated Recovery to Holders of Allowed
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² These amounts represent filed or scheduled Claims. The Debtors have not completed their analysis of Claims in the Chapter 11 Cases, and objections to such Claims have not been Filed and/or fully litigated and may continue following the Effective Date. Therefore, there can be no assurances of the exact amount of the Allowed Claims at this time. Rather, the actual amount of the Allowed Claims may be greater or lower than estimated.

			Claims³
Class 1 – Other Secured Claims	\$0	Unimpaired, deemed to accept	100%
Class 2 – Priority Claims	\$41,770	Unimpaired, deemed to accept	100%
Class 3A – SMTU General Unsecured Claims	\$99,780,470 ⁴	Impaired, entitled to vote	21.1%
Class 3B – SLP General Unsecured Claims	\$80,687,555 ⁵	Impaired, entitled to vote	0%
Class 3C – SMTC General Unsecured Claims	\$19,010,126 ⁶	Impaired, entitled to vote	21.2%
Class 4 – Equity Interests	n/a	Impaired, entitled to vote	0%

Except to the extent a Holder of an Allowed Claim agrees to a less favorable treatment, such Holder shall receive, under the Combined Disclosure Statement and Plan, the treatment described in Article V in full and final satisfaction, settlement, and release of and in exchange for such Holder's Allowed Claim.

Article XI D⁷ of the Combined Disclosure Statement and Plan contains certain release provisions as set forth below:

-
- ³ The estimated percentage recovery is based upon, among other things, an estimate of potential Allowed Claims in the Chapter 11 Cases. As set forth above, the actual amount of the Allowed Claims may be greater or lower than estimated. Thus, the actual recoveries may be higher or lower than projected depending upon, among other things, the amounts and priorities of Claims that are actually allowed by the Bankruptcy Court.
- ⁴ The amount of SMTU General Unsecured Claims listed herein is an estimate based upon the *Summary of Assets and Liabilities for Non-Individuals on Schedule E/F* [Docket No. 149], Filed Proofs of Claim and preliminary review by the Debtors. These amounts have not been reconciled to Filed Proofs of Claim and Filed Proofs of Claim have not been reviewed for accuracy at this point in time.
- ⁵ The amount of SLP General Unsecured Claims listed herein is an estimate based upon the *Summary of Assets and Liabilities for Non-Individuals on Schedule E/F* [Docket No. 155], Filed Proofs of Claim and preliminary review by the Debtors. These amounts have not been reconciled to Filed Proofs of Claim and Filed Proofs of Claim have not been reviewed for accuracy at this point in time.
- ⁶ The amount of SMTC General Unsecured Claims listed herein is an estimate based upon the *Summary of Assets and Liabilities for Non-Individuals on Schedule E/F* [Docket No. 153], Filed Proofs of Claim and preliminary review by the Debtors. These amounts have not been reconciled to Filed Proofs of Claim and Filed Proofs of Claim have not been reviewed for accuracy at this point in time.

D. Releases by Holders of Claims and Interests of Debtors.

EXCEPT AS OTHERWISE PROVIDED IN THIS COMBINED DISCLOSURE STATEMENT AND PLAN, ON THE EFFECTIVE DATE AND AS OF THE EFFECTIVE DATE, FOR GOOD AND VALUABLE CONSIDERATION, THE ADEQUACY OF WHICH IS HEREBY CONFIRMED, THE RELEASING PARTIES SHALL BE DEEMED TO FOREVER RELEASE, WAIVE, AND DISCHARGE EACH OF THE RELEASED PARTIES FROM ANY AND ALL CLAIMS, OBLIGATIONS, SUITS, JUDGMENTS, DAMAGES, DEMANDS, DEBTS, RIGHTS, CAUSES OF ACTION, AND LIABILITIES WHATSOEVER IN CONNECTION WITH OR IN ANY WAY RELATING TO THE DEBTORS, THE CONDUCT OF THE DEBTORS' BUSINESSES, THE CHAPTER 11 CASES, THE COMBINED DISCLOSURE STATEMENT AND PLAN (OTHER THAN THE RIGHTS OF THE DEBTORS, OR A CREDITOR HOLDING AN ALLOWED CLAIM TO ENFORCE THE OBLIGATIONS UNDER THE CONFIRMATION ORDER AND COMBINED DISCLOSURE STATEMENT PLAN AND THE CONTRACTS, INSTRUMENTS, RELEASES, AND OTHER AGREEMENTS OR DOCUMENTS DELIVERED THEREUNDER), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, CONTRACT, VIOLATION OF FEDERAL OR STATE SECURITIES LAW OR OTHERWISE, THAT ARE BASED IN WHOLE OR PART ON ANY ACT, OMISSION, TRANSACTION, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR PRIOR TO THE EFFECTIVE DATE; PROVIDED, HOWEVER, THAT NOTHING IN THIS ARTICLE XI SHALL OPERATE AS A RELEASE, WAIVER OR DISCHARGE OF ANY CAUSES OF ACTION OR LIABILITIES ARISING OUT OF GROSS NEGLIGENCE, WILLFUL MISCONDUCT, FRAUD OR CRIMINAL ACTS OF ANY SUCH RELEASED PARTY.

⁷ Capitalized terms used but not otherwise defined shall have the meaning ascribed in the Combined Disclosure Statement and Plan.

Copies of the Combined Disclosure Statement and Plan and the Interim Approval and Procedures Order are available for review without charge at the website maintained by the Claims and Noticing Agent, <https://www.kccellc.net/structurlam> or by calling _____ (Toll Free).

Dated: _____, 2023
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

/s/ Draft

William E. Chipman, Jr. (No. 3818)
Mark D. Olivere (No. 4291)
Hercules Plaza
1313 North Market Street, Suite 5400
Wilmington, Delaware 19801
Telephone: (302) 295-0191
Facsimile: (302) 295-0199
Email: chipman@chipmanbrown.com
olivere@chipmanbrown.com

*Counsel for the Debtors and the
Debtor-in-Possession*

**EXHIBIT 3 TO ORDER CONDITIONALLY APPROVING
COMBINED DISCLOSURE STATEMENT AND PLAN FOR
SOLICITATION PURPOSES ONLY**

(Publication Notice)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
STRUCTURLAM MASS TIMBER U.S., INC., <i>et al.</i> , ¹)	
	)	Case No. 23-10497 (CTG)
)	
Debtors.	)	(Jointly Administered)
)	

**NOTICE OF (I) PLAN VOTING DEADLINE, (II) PLAN CONFIRMATION/
DISCLOSURE STATEMENT HEARING AND (III) CERTAIN RELATED MATTERS**

PLEASE TAKE NOTICE THAT on October 17, 2023, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed the Combined Disclosure Statement and Chapter 11 Plan of Liquidation (the “**Combined Disclosure Statement and Plan**”). Pursuant to an Order dated [_____, 2023] (the “**Interim Approval and Procedures Order**”), the Bankruptcy Court conditionally approved the Combined Disclosure Statement and Plan for solicitation purposes only. A combined hearing to consider the Combined Disclosure Statement and Plan (the “**Combined Hearing**”) will be held before the Honorable Craig T. Goldblatt, United States Bankruptcy Judge, United States Bankruptcy Court, 3rd Floor, Court Room 7, on **December 19, 2023, at 11:00 a.m. (prevailing Eastern Time)**. Objections to confirmation of the Combined Disclosure Statement and Plan, including any objection to the adequacy of the disclosures if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim of such party; and (c) be filed with the Court and served so as to be actually received by the following parties by **4:00 p.m. (prevailing Eastern Time) on December 12, 2023**:

- i. counsel for the Debtors, *Chipman Brown Cicero & Cole, LLP*, Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801 (*Attn: William E. Chipman, Jr., Esquire (chipman@chipmanbrown.com) and Mark D. Olivere, Esquire (olivere@chipmanbrown.com)*);
- ii. the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (*Attn: Benjamin A. Hackman (Benjamin.a.hackman@usdoj.gov)*); and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number or Canadian business number, as applicable, include: Structurlam Mass Timber U.S., Inc. (6287); Natural Outcomes, LLC (n/a); Structurlam Mass Timber Corporation (5050); and SLP Holdings Ltd. (3114). The location of the Debtors’ headquarters is: 2176 Government Street, Penticton, British Columbia, Canada V2A 8B5. The address of the registered agent for Structurlam Mass Timber U.S., Inc. is: 8 The Green, Suite A, Dover, Delaware 19901.

- iii. counsel to the Official Committee of Unsecured Creditors, *Buchalter*, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017-1730 (Attn: Julian Gurule, Esquire (jgurule@buchalter.com)); and *Morris, Nichols, Arsht & Tunnell LLP*, 1201 North Market Street, Wilmington, DE 19899-1347 (Attn: Matthew B. Harvey, Esquire (mharvey@morrisnichols.com)).

Pursuant to the Interim Approval and Procedures Order, the Bankruptcy Court approved the use of certain materials in the solicitation of votes to accept or reject the Combined Disclosure Statement and Plan and procedures to tabulate votes on the Combined Disclosure Statement and Plan. If you are a holder of a Claim against the Debtors as of [_____, 2023] (the “**Record Date**”) and entitled to vote, you have received a ballot form (a “**Ballot**”) and instructions for completing the Ballot. Ballots must be completed and returned in accordance with the instructions by **4:00 p.m., (prevailing Eastern Time), on December 12, 2023** (the “**Voting Deadline**”). Failure to follow the instructions may disqualify such Ballot and vote. The following are important dates to note.

Important Dates

DESCRIPTION	DEADLINE
Voting Procedures Hearing Objection Deadline	November 7, 2023, at 4:00 pm (ET)
Voting Procedures and Interim Disclosure Statement Hearing	November 14, 2023, at 3:30 p.m. (ET)
Voting Record Date	The date of entry of the Interim Approval and Procedures Order
Solicitation Commencement Date	Within five (5) business days after entry of the Interim Approval and Procedures Order
Deadline for Creditors to File Rule 3018 Motions	December 1, 2023, at 4:00 p.m. (ET)
Plan Supplement Deadline	December 5, 2023
Deadline for Debtors to Respond to Rule 3018 Motions	December 8, 2023, at 4:00 p.m. (ET)
Voting Deadline for the Combined Disclosure Statement and Plan	December 12, 2023, at 4:00 p.m. (ET)
Combined Disclosure Statement and Plan Objection Deadline	December 12, 2023, at 4:00 p.m. (ET)
Deadline to File Confirmation Brief and Other Evidence Supporting the Combined Disclosure Statement and Plan	December 14, 2023, at 4:00 p.m. (ET)
Deadline to File Voting Tabulation Affidavit	December 14, 2023, at 4:00 p.m. (ET)
Combined Hearing	December 19, 2023, at 11:00 a.m. (ET)

PLEASE BE ADVISED THAT ARTICLE XI OF THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS CERTAIN RELEASE, EXCULPATION AND INJUNCTION PROVISIONS. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE XI OF THE PLAN, AS YOUR RIGHTS MAY BE AFFECTED.

Copies of the Combined Disclosure Statement and Plan and the Interim Approval and Procedures Order are available for review without charge at the website maintained by the Claims and Noticing Agent, <https://www.kccllc.net/structurlam> or by calling (888) 647-1715 (Toll Free).

Dated: _____, 2023
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

/s/ Draft

William E. Chipman, Jr. (No. 3818)
Mark D. Olivere (No. 4291)
Hercules Plaza
1313 North Market Street, Suite 5400
Wilmington, Delaware 19801
Telephone: (302) 295-0191
Facsimile: (302) 295-0199
Email: chipman@chipmanbrown.com
olivere@chipmanbrown.com

*Counsel for the Debtors and the
Debtor-in-Possession*

Schedule "C"

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
STRUCTURLAM MASS TIMBER U.S., INC., <i>et al.</i> , ¹	)	Case No. 23-10497 (CTG)
)	
	)	(Jointly Administered)
Debtors.)	
	)	Related Docket No. 415
)	
)	

**ORDER, PURSUANT TO SECTION 1121(d) OF THE BANKRUPTCY CODE,
FURTHER EXTENDING THE EXCLUSIVE PERIODS WITHIN WHICH THE
DEBTORS MAY FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES
THEREOF**

Upon consideration of the motion (the "**Motion**")² of the Debtors for entry of an order, pursuant to section 1121(d) of the Bankruptcy code, Bankruptcy Rule 9006, and Local Rule 9006-2, further extending the Debtors' Exclusive Periods to file a chapter 11 plan and solicit acceptances thereof; and upon consideration of all pleadings related thereto; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and the Court having jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012, and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that venue of this matter is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it further appearing that the relief requested in the Motion and provided for

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or Canadian business number, as applicable, include: Structurlam Mass Timber U.S., Inc. (6287); Natural Outcomes, LLC (n/a); Structurlam Mass Timber Corporation (5050); and SLP Holdings Ltd. (3114). The location of the Debtors' headquarters is: 2176 Government Street, Penticton, British Columbia, Canada V2A 8B5. The address of the registered agent for Structurlam Mass Timber U.S., Inc. is: 8 The Green, Suite A, Dover, Delaware 19901.

² All capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Motion.



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herein is in the best interest of the Debtors, their creditors, their estates, and all other parties in interest; and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors' Exclusive Filing Period is hereby extended by ninety (90) days, through and including February 15, 2024.
3. The Debtors' Exclusive Solicitation Period is hereby extended by ninety (90) days, through and including April 15, 2024.
4. The entry of this order shall be without prejudice to the rights of the Debtors and their estates to seek further extensions of the Exclusive Periods or to seek other appropriate relief.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.
6. The Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to this Order.

Dated: November 9th, 2023
Wilmington, Delaware



CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

No. S233209
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF SLP HOLDINGS LTD., STRUCTURLAM
MASS TIMBER CORPORATION, STRUCTURLAM MASS
TIMBER U.S., INC, NATURAL OUTCOMES, LLC,

APPLICATION OF SLP HOLDINGS LTD. UNDER SECTION 46
OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

FOREIGN ORDER RECOGNITION ORDER

GOWLING WLG (CANADA) LLP

Barristers & Solicitors
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550 Burrard Street
Vancouver, BC V6C 2B5

Tel: 604.683.6498 Fax: 604.683.3558

File No. V57461

JBR/msh

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

IN THE MATTER OF SLP HOLDINGS LTD, STRUCTURLAM MASS
TIMBER CORPORATION, STRUCTURLAM MASS TIMBER U.S., INC.,
NATURAL OUTCOMES, LLC

APPLICATION OF SLP HOLDINGS LTD. UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED

NOTICE OF APPLICATION

GOWLING WLG (CANADA) LLP

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File No. V57461

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