



**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 December 22, 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. ("**SMTU**") 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 order granted by the US Bankruptcy Court (as defined below):
  - (i) *Findings of Fact, Conclusions of Law, and Order Confirming the First Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Structurlam Mass Timber U.S., Inc. et al.* (the "**Confirmation Order**")
- (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 #6 sworn December 20, 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.
12. On November 17, 2023, the Honourable Justice Fitzpatrick granted an Order recognizing the following orders of the US Bankruptcy Court:
  - (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 (the "**Solicitation Order**"); 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.

***Confirmation Order and Disclosure Statement and Chapter 11 Plan of Liquidation***

13. On October 17, 2023 the Debtors' filed the combined disclosure statement and chapter 11 plan of liquidation (the "**Combined DS and Plan**"). The Combined DS and Plan is a liquidating plan that provides for distribution to creditors, and for the administration of the Debtors' remaining interest in property.
14. In response to certain informal comments from interested parties, on November 8, 2023, in order to address those comments the Debtors' filed a first amended combined

disclosure statement and chapter 11 plan of liquidation (the “**Amended Combined DS and Plan**”).

15. On November 9, 2023, the US Bankruptcy Court entered the Solicitation Order.
16. The Solicitation Order, among other things, set dates related to approval of the Combined DS and Plan, including the combined hearing to consider confirmation and solicitation procedures.
17. On December 5, 2023, the Debtors filed a plan supplement (the “**Plan Supplement**”) in support of, and in accordance with, the Amended Combined DS and Plan. The Plan Supplement includes the “Liquidating Trust Agreement” and the “Identity of the Liquidating Trustee – Heather Barlow” as exhibits.
18. On December 14, 2023, the Debtors filed a revised Amended Combined Plan and Disclosure Statement (the “**Revised Amended Combined Plan and DS**” or, the “**Plan**”).
19. On December 14, 2023, the report tabulating the voting on the Amended Combined DS and Plan was filed with the US Bankruptcy Court. The Debtors obtained overwhelming support of the Amended Combined DS and Plan. Three impaired consenting classes, Class 3A (SMTU General Unsecured Claims), Class 3C (SMTU General Unsecured Claims), and Class 4 (Equity Interest) voted in favor of confirmation. No votes were cast in Class 3B (SLP General Unsecured Claims).
20. On December 19, 2023, the Confirmation Order was granted and entered by the US Bankruptcy Court. Under the Confirmation Order, the US Bankruptcy Court, in addition to confirming the Revised Amended Combined Plan and DS, made the following findings, among others:
  - (a) the Plan contains adequate information within the meaning of Bankruptcy Code section 1125(a);
  - (b) the Debtors have complied with the Interim Approval and Procedures Order, including the solicitation process, in all respects;
  - (c) votes to accept or reject the Plan have been solicited and tabulated fairly and in good faith and pursuant to the Solicitation Order;

- (d) the Solicitation Packages were served in compliance with, among other things, the Bankruptcy Code and the Interim Approval and Procedures Order;
- (e) the Plan was negotiated in good faith and at arm's length and the Debtors have not engaged in any collusive or unfair conduct in connection with the Plan;
- (f) the transmittal and service of the Solicitation Packages were adequate and sufficient under the circumstances, and all parties required to be given notice of the Combined Hearing (including the deadline for filing and serving objections to confirmation of the Combined Plan and Disclosure Statement) have been given due, proper, timely, and adequate notice in accordance with the Interim Approval and Procedures Order and in compliance with the Bankruptcy Code, the Bankruptcy Rules, and applicable non-bankruptcy law, and such parties have had an opportunity to appear and be heard with respect thereto. No other or further notice is required;
- (g) the Plan satisfies Bankruptcy Code section 1129(a)(7). The Liquidation Analysis attached to the Plan, and other evidence proffered or adduced at the Combined Hearing (i) is persuasive and credible, (ii) has not been controverted by other evidence, and (iii) establishes that each Holder of an impaired Claim or Equity Interest either has accepted the Plan or will receive or retain under the Combined Plan and Disclosure Statement, on account of such Claim or Equity Interest, property of a value, as of the Effective Date, that is not less than the amount that such Holder would receive or retain if the Debtors were liquidated under Chapter 7 of the Bankruptcy Code on such date;
- (h) Holders of Claims in Classes 1 (Other Secured Claims) and 2 (Priority Claims) are unimpaired and deemed to accept the Combined Plan and Disclosure Statement. Holders of Claims in Classes 3A (SMTU General Unsecured Claims), 3B (SLP General Unsecured Claims), 3C (SMTC General Unsecured Claims), and 4 (Equity Interests) have voted, as classes, such that each of the foregoing classes have accepted the Combined Plan and Disclosure Statement in accordance with Bankruptcy Code section 1126(c);
- (i) At least one Class of Claims that is impaired under the Combined Plan and Disclosure Statement has accepted the Plan, determined without including any

acceptance of the Combined Plan and Disclosure Statement by an insider, thereby satisfying the requirements of Bankruptcy Code section 1129(a)(10);

- (j) The Court has jurisdiction under 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 to approve the releases set forth in Article XI of the Combined Plan and Disclosure Statement. Pursuant to Bankruptcy Code section 105(a), approval of the releases and injunction provisions contained in the Plan is warranted, as established by the record in these Chapter 11 Cases, because such provisions: (i) are essential to the formulation and implementation of the Plan, (ii) confer substantial benefits on the Debtors' Estates, (iii) are fair, equitable, and reasonable, and (iv) are in the best interests of the Debtors and their Estates.

### **PART 3: LEGAL BASIS**

#### ***Issue***

1. The sole issue in this application is whether this Honourable Court should grant Canadian recognition of the Confirmation Order.

#### ***The Confirmation Order should be recognized by this Court***

2. The Foreign Representative is seeking recognition of the Confirmation Order under section 49 of the CCAA. 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)

3. 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

4. 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



5. 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

6. Comity, cooperation, and accommodation with US Courts have guided CCAA courts in cross-border insolvency proceedings.<sup>30</sup> Canadian courts will generally recognize sale and plan approval orders granted by US Courts in Chapter 11 cases that are foreign main proceedings.

*Lightsquared Inc. (Re)*, 2015 ONSC 2309

7. The Recognition Order provides for the recognition of the Confirmation Order which order, among other things, approves the Amended Combined DS and Plan and authorizes its implementation.
8. The Amended Combined DS and Plan is a liquidating chapter 11 plan that has been heavily negotiated by the Debtors and the Official Committee of Unsecured Creditors (the "**Committee**"), which provides that upon the Effective Date (as defined in the Amended Combined DS and Plan) substantially all of the Debtors assets will be transferred to a liquidating trustee for ultimate distribution.
9. The Debtors and the Committee believe that the Amended Combined DS and Plan is the most efficient distribution of substantially all of the Debtors' assets.
10. Granting the Confirmation Order is consistent with Part IV of the CCAA and the principles of comity, is not contrary to public policy, and these kind of orders are commonly granted in Canadian restructuring proceedings.
11. In *Xerium Technologies Inc., Re*, 2010 ONSC 3974 ("**Xerium**"), Justice Campbell examined the jurisdiction of a Court to recognize a US Confirmation Order under Part IV of the CCAA. In reviewing the Court's jurisdiction, Justice Campbell noted that the recognition of a US Confirmation Order is consistent with the purposes of Part IV and that the principles governing confirmation of a US Confirmation Order under the Bankruptcy

Code are similar to the principles underlying the CCAA, which dictate in favour of recognition of the Plan in Canada.

*Xerium* at paras 23-24 and 28-29

12. The Plan in this case satisfied the same criteria Campbell J. referred to in *Xerium*:

- (a) it is made in good faith;
- (b) it does not breach applicable law;
- (c) it is in the interests of the Debtors' creditors and other stakeholders; and
- (d) it will not likely be followed by the need for further financial reorganization of the Debtors.

*Xerium* at para 28, citing CCAA ss.44 and 61(1)

13. The Recognition Order satisfies many of the contextual factors Canadian courts have considered when recognizing US court orders in a CCAA Part IV proceeding, including, among other things:

- (a) the Recognition Order is critical to the restructuring of the Debtors as a cross-border unit. Obtaining the Recognition Order from this Court is a condition for completion of the Plan;
- (b) the creditors entitled to vote on the Plan voted overwhelmingly in favour of its approval;
- (c) the Plan was confirmed by the US Bankruptcy Court on December 19, 2023 in accordance with well-established procedures and practices, including the court-approved disclosure statement;
- (d) Canada is an ancillary jurisdiction in the reorganization of the Debtors;
- (e) the Confirmation Order is necessary to ensure the fair and efficient administration of this cross-border insolvency. Canadian creditors who are members of those Classes are in no way discriminated against but rather are able to fully participate; and

- (f) it is in the interests of all stakeholders that there be a coordinated cross-border approach to ensure that the recoveries of creditors and other stakeholders are maximized in the circumstances.
- 14. Recognition of the Confirmation Order in Canada is appropriate and necessary to give effect to the Plan. The Confirmation Order, and its recognition in Canada, are necessary to ensure the fair and efficient administration of this cross-border insolvency and it is in the interest of all stakeholders that there be a coordinated cross-border approach to ensure that the Debtors can successfully complete their Chapter 11 Cases.
- 15. The Information Officer recommends that this Honourable Court grant the Confirmation Order recognizing the Plan.
- 16. For the foregoing reasons, the Foreign Representative respectfully requests this Court grants the Confirmation Order.

**PART 4: MATERIAL TO BE RELIED ON.**

- 1. Affidavit #6 of Shawn Turkington, sworn December 20, 2023, to be filed concurrently with this Notice of Application;
- 2. Fifth Report of the Information Officer;
- 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.

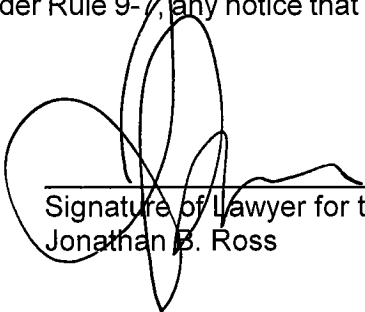
☒ This matter is to be heard before Justice Fitzpatrick, as arranged through Trial Scheduling.

**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: December 20, 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	)	22/December/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 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 before me at the courthouse, 800 Smithe Street, Vancouver, British Columbia, on the 22<sup>nd</sup> day of December, 2023; AND UPON READING the material filed, including the Notice of Application, the Affidavit #6 of Shawn Turkington sworn December 20, 2023, and the Fifth 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 CONFIRMATION ORDER**

2. THIS COURT ORDERS AND DECLARES that the following order, granted in the U.S. Bankruptcy Court, and attached as **Schedule "B"** hereto, is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49(1) of the CCAA and shall be implemented and become effective in all provinces and territories of Canada upon the issuance of this Order in accordance with its terms:

- a. *Findings of Fact, Conclusions of Law, and Order Confirming the First Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of Structurlam Mass Timber U.S., Inc., et al*

### **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 are 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:

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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**

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

**SCHEDULE "B"**

**Confirmation Order**

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

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**FOREIGN RECOGNITION ORDER**

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**GOWLING WLG (CANADA) LLP**

Barristers & Solicitors  
Bentall 5, Suite 2300,  
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File No. V57461      JBR/msh

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
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AMENDED

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**NOTICE OF APPLICATION**

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**GOWLING WLG (CANADA) LLP**  
Barristers & Solicitors  
Bentall 5, Suite 2300  
550 Burrard Street  
Vancouver, BC V6C 2B5  
**Attention : Jonathan B. Ross**

Tel: 604.683.6498      Fax: 604.683.3558

File No. V57461

JBR/msh