

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

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

AND IN THE MATTER OF KNOTEL, INC. and KNOTEL CANADA, INC.

APPLICATION OF KNOTEL CANADA, INC., UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED

AMENDED NOTICE OF MOTION
(Motion for Recognition of U.S. Plan Confirmation Order returnable June 30, 2021)

The applicant, Knotel Canada, Inc. ("**Knotel Canada**"), in its capacity as foreign representative of itself as well as Knotel, Inc. ("**Knotel Parent**", and along with Knotel Canada, the "**Canadian Filing Entities**"), will make a motion to a Judge presiding over the Commercial List on June 30, 2021, at 9:00 a.m. or as soon after as the motion can be heard.

PROPOSED METHOD OF HEARING: The motion is to be heard by Zoom videoconference due to the COVID-19 crisis. Videoconference details are attached as **Schedule "A"** hereto.

THE MOTION IS FOR:

- (a) An order, **among other things**:
- (i) abridging the time for service and filing of this Notice of Motion and the Motion Record and dispensing with service thereof on any interested party other than those served with these proceedings;
 - (ii) recognizing, and giving full force and effect in Canada to, the U.S. Plan Confirmation Order (as defined below) if entered by the United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**"), pursuant to section 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCA**");

- (iii) providing a mechanism for the termination of these CCAA recognition proceedings and the release of the Information Officer, its counsel and counsel to the Canadian Filing Entities;
- (iv) authorizing the dissolution of Knotel Canada on the Effective Date and permitting the Liquidation Trust (as defined below) to take any additional steps, as may be necessary or desirable, to dissolve Knotel Canada;
- (v) approving the fees and disbursements of the Information Officer and its legal counsel;
- (vi) approving the activities of the Information Officer (as defined below), as described in its First Report dated March 19, 2021, its Second Report dated April 9, 2021, and its Third Report, to be filed; and
- (vii) Such further and other relief as this Honourable Court may deem just, substantially in the form attached as Schedule "B" hereto.

THE GROUNDS FOR THE MOTION ARE:

- (b) Knotel Parent and its subsidiaries (together, the "**Knotel Group**" or "**Knotel**") were a market leader in the dedicated flexible workspace industry.
- (c) On January 31, 2021, Knotel Parent and its more than 200 subsidiaries in the United States (the "**Original Debtors**" and with Knotel Canada, the "**Debtors**") filed voluntary petitions for relief before the U.S. Court under Chapter 11 of Title 11 of the *United States Bankruptcy Code* (the "**Bankruptcy Code**") to facilitate the going concern sale of Knotel's core business.
- (d) On March 8, 2021, Knotel Canada filed a voluntary petition for relief under the Bankruptcy Code (together with the cases commenced by the Original Debtors, the "**Chapter 11 Cases**").
- (e) Knotel Parent is the ultimate parent company of the other Debtors, including Knotel Canada.
- (f) On March 9, 2021, Knotel Canada in its capacity as proposed foreign representative of itself and Knotel Parent obtained an order (the "**Interim Order**")

of the Ontario Superior Court of Justice (Commercial List) (the "**Canadian Court**"), among other things, granting a stay of proceedings in respect of the Canadian Filing Entities and their property and business, and in respect of their directors and officers, pending hearing of the application under Part IV of the CCAA by the Canadian Court to recognize the Chapter 11 Cases.

- (g) On March 12, 2021, the Canadian Filing Entities were granted an initial recognition order (i) declaring Knotel Canada as the foreign representative of the Canadian Filing Entities in respect of their Chapter 11 Cases; (ii) declaring the United States of America as the centre of main interest for each of the Canadian Filing Entities; (iii) recognizing the Canadian Filing Entities' Chapter 11 Cases as "foreign main proceedings" as defined in section 45 of Part IV of the CCAA; and (iv) granting a stay of proceedings as set out in Part IV of the CCAA.
- (h) On March 12, 2021, the Canadian Filing Entities were also granted a supplemental recognition order, among other things, (i) appointing Alvarez and Marsal Canada Inc. as the information officer in these proceedings (the "**Information Officer**"); (ii) granting an administration charge in favour of the Information Officer, its counsel and counsel to the Canadian Filing Entities; and (iii) recognizing and giving full force and effect to certain orders of the U.S. Court.
- (i) On March 23, 2021, the Canadian Filing Entities were granted an order, among other things, recognizing and giving full force and effect to an order of the U.S. Court (i) authorizing the sale of all or substantially all of the Debtors' assets, (ii) authorizing the assumption and assignment of certain of the Debtors' executory contracts and unexpired leases, and (iii) granting certain related relief.
- (j) On April 14, 2021, the Canadian Filing Entities were granted an order, among other things, recognizing and giving full force and effect to (i) an order of the U.S. Court establishing the deadlines and procedures by which creditors may file proofs of claim and approving the form and scope of notice of such deadlines; and (ii) an order of the U.S. Court providing that certain operational orders of the U.S. Court granted to the Original Debtors apply to Knotel Canada *nunc pro tunc* to March 8, 2021.

Recognition of U.S. Plan Confirmation Order

- (k) On April 21, 2021, the Debtors filed the chapter 11 combined plan of liquidation and disclosure statement for Knotel Parent and certain other affiliate debtors and on May 12, 2021, the Debtors filed the joint combined first amended chapter 11 plan of liquidation and disclosure statement for Knotel Parent and certain other affiliate debtors (the “**Combined Plan and DS**” as may be amended and/or modified from time to time), and the Debtors and the Official Committee of Unsecured Creditors (the “**Committee**” and together with the Debtors, the “**Plan Proponents**”) filed a joint motion for (i) interim approval of the disclosures set out in the Combined Plan and DS; (ii) approval of procedures for the solicitation and tabulation of votes to accept or reject the Combined Plan and DS; (iii) scheduling the hearing (the “**Combined Hearing**”) on final approval of the adequacy of disclosure statement and confirmation of the Combined Plan and DS; (iv) approval of the form of ballot and solicitation package; (v) approval of the notice provisions; and (vi) other related relief (the “**Interim Approval Motion**”).
- (l) The Combined Plan and DS is a liquidating plan sought by the Plan Proponents. The Plan Proponents believe the Combined Plan and DS provide the most efficient means to liquidate the Debtors’ assets, maximize the value of the Debtors’ estates, and make distributions to creditors.
- (m) The Combined Plan and DS includes a request, pursuant to the Bankruptcy Code, to dismiss the Chapter 11 Cases of certain Debtors listed on Schedule “A” of the Combined Plan and DS (the “**Dismissed Debtors**”) as the Dismissed Debtors have no meaningful assets to administer and dismissal of the Dismissed Debtors from the Chapter 11 Cases upon the Effective Date, as defined in the Combined Plan and DS, will preserve the Debtors’ limited resources and enable them to wind down the estates of Debtors Knotel Parent, Knotel Canada and 42Floors LLC (the “**Liquidating Debtors**”).
- (n) The assets of the Liquidating Debtors, including certain litigation claims, will be transferred to a liquidating trust (the “**Liquidating Trust**”). The Liquidating Trust will be responsible for (i) implementing the Combined Plan and DS, (ii) prosecuting estate causes of action and other litigation transferred to the trust, (iii)

administering, monetizing and/or liquidating the trust assets, (v) resolving all disputed claims, and (v) making all distributions to holders of allowed claims.

- (o) On May 12, 2021, the U.S. Court granted an order in respect of the Interim Approval Motion. Among other things, the order requires solicitation materials to be mailed or otherwise distributed to creditors (including creditors of the Canadian Filing Entities) by May 15, 2021.
- (p) The Combined Hearing has been scheduled for June 29, 2021. At the Combined Hearing the Plan Proponents are seeking an order of the U.S Court, among other things, confirming the Combined Plan and DS (the “**U.S. Plan Confirmation Order**”).
- (q) Knotel Canada requests that the U.S. Plan Confirmation Order, if granted, be recognized by this Court pursuant to section 49 of the CCAA.

General

- (r) The CCAA, including Part IV thereof.
- (s) Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*.
- (t) Such further and other grounds as the lawyers may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) The affidavit of Kieran May, to be sworn, to be filed;
- (b) The third report of the Information Officer, to be filed; and
- (c) Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

June 22, 2021

CASSELS BROCK & BLACKWELL LLP

Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Shayne Kukulowicz

Tel: 416.860.6463
skukulowicz@cassels.com

Natalie E. Levine

Tel: 416.860.6568
nlevine@cassels.com

Kieran May

Tel: 416.869.5321
kmay@cassels.com

Lawyers for the Canadian Filing Entities

TO: SERVICE LIST

SCHEDULE "A"
ZOOM VIDEOCONFERENCE DETAILS

Join Zoom Meeting

<https://cassels.zoom.us/j/91756337311?pwd=TUpPalpubnUwRzBjdVJlMklsa3B3UT09>

Meeting ID: 917 5633 7311

Password: 803754

One tap mobile

+19292056099,,91756337311# US (New York)

+12532158782,,91756337311# US (Tacoma)

Dial by your location

+1 929 205 6099 US (New York)

+1 253 215 8782 US (Tacoma)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 669 900 6833 US (San Jose)

888 475 4499 US Toll-free

877 853 5257 US Toll-free

Meeting ID: 917 5633 7311

Find your local number: <https://cassels.zoom.us/u/akBipvmFW>

Join by SIP

91756337311@zoomcrc.com

Join by H.323

162.255.37.11 (US West)

162.255.36.11 (US East)

69.174.57.160 (Canada Toronto)

65.39.152.160 (Canada Vancouver)

Meeting ID: 917 5633 7311

Password: 803754

SCHEDULE "B"

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.) WEDNESDAY, THE 30TH
JUSTICE CAVANAGH) DAY OF JUNE, 2021

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

AND IN THE MATTER OF KNOTEL, INC. and KNOTEL CANADA,
INC.

APPLICATION OF KNOTEL CANADA, INC. UNDER SECTION 46 OF
THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,
c. C-36, AS AMENDED

**RECOGNITION ORDER
(RECOGNITION OF U.S. PLAN CONFIRMATION ORDER AND TERMINATION OF THE
CCAA PROCEEDINGS)**

THIS MOTION, made by Knotel Canada, Inc. ("**Knotel Canada**") in its capacity as the foreign representative (the "**Foreign Representative**") of Knotel, Inc. ("**Knotel Parent**") and Knotel Canada (the "**Canadian Filing Entities**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Motion Record, was heard by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 crisis.

ON READING the Notice of Motion, the Affidavit of Kieran May sworn ●, 2021 (the "**May Affidavit**"), and the Third Report of Alvarez & Marsal Canada Inc. ("**A&M**") , in its capacity as information officer (the "**Information Officer**") dated ●, 2021 (the "**Third Report**"), and upon hearing the submissions of counsel for the Foreign Representative, counsel for the Information Officer; and counsel for the other parties appearing on the counsel slip; and no one else appearing although duly served as appears from the affidavits of service of Kieran May, sworn May 14, 2021 and June ●, 2021, filed:

SERVICE AND DEFINITIONS

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that capitalized terms used herein and not otherwise defined have the meaning given to them in the Third Report.

RECOGNITION OF ADDITIONAL U.S. ORDER

3. THIS COURT ORDERS that the following order of the U.S. Court made in the Chapter 11 Cases is hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- a) *Findings of Fact, Conclusions of Law, and Order (I) Approving the Adequacy of Disclosures on a Final Basis and (II) Confirming the Joint Combined Second Amended Chapter 11 Plan of Liquidation and Disclosure Statement for Knotel, Inc. and Certain Affiliate Debtors* (Docket I.D. #●) (“**U.S. Plan Confirmation Order**”) attached as **Schedule “A”** hereto,

provided, however, that in the event of any conflict between the terms of the U.S. Plan Confirmation Order and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Property (as defined in the Supplemental Order granted in these proceedings on March 12, 2021 (the “**Supplemental Order**”).

IMPLEMENTATION OF THE PLAN

4. THIS COURT ORDERS that the Foreign Representative, the Canadian Filing Entities and the Information Officer are authorized and directed to take all steps and actions, and to do all things, necessary or appropriate to implement the Combined Plan and DS in accordance with its terms, and enter into, implement and consummate all of the steps, transfers, transactions and agreements contemplated pursuant to the Plan.
5. THIS COURT ORDERS that as of the Effective Date, the Combined Plan and DS, including (i) the treatment of Claims as provided for in the Combined Plan and DS; (ii) the transfer of assets to the Liquidation Trust in accordance with the terms of the Combined Plan and DS; and (iii) all compromises, arrangements, transfers, transactions, releases, discharges and injunctions

provided for in the Combined Plan and DS as approved in the U.S. Plan Confirmation Order, as applicable, shall inure to the benefit of and be binding and effective upon the Canadian Filing Entities, the Canadian creditors of the Chapter 11 Debtors, and all other persons affected thereby, and on their respective heirs, administrators, executors, legal personal representatives, successors and assigns.

6. THIS COURT ORDERS that the dissolution of Knotel Canada be authorized on the Effective Date and that, from and after the Effective Date, including, for certainty, following the termination of these CCAA proceedings, the Liquidation Trust shall be authorized but not required to take all such steps and actions, and to execute and deliver all such additional documents, as may be necessary or desirable to dissolve Knotel Canada in accordance with applicable law.

RELEASES AND INJUNCTIONS

7. THIS COURT ORDERS AND DECLARES that the compromises, arrangements, releases, discharges and injunctions contained and referenced in the Combined Plan and DS and as approved by the U.S. Plan Confirmation Order, are valid and effective on the Effective Date, all such releases, discharges and injunctions are hereby sanctioned, approved, recognized and given full force and effect in all provinces and territories of Canada in accordance with and subject to the terms of this Order, the U.S. Plan Confirmation Order and the Combined Plan and DS.

APPROVAL OF FEES AND ACTIVITIES

8. THIS COURT ORDERS that the Information Officer's activities, as set out in its First Report dated March 19, 2021, its Second Report dated April 9, 2021, and the Third Report, be and are hereby approved; provided, however, that only the Information Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

9. THIS COURT ORDERS that the fees and disbursements of the Information Officer and counsel to the Information Officer, Blake, Cassels & Graydon LLP ("**Blakes**"), as set out in the Third Report and Fee Affidavits attached thereto, be and are hereby approved.

10. THIS COURT ORDERS that the fees and disbursements of the Information Officer and Blakes, respectively, as estimated in the Third Report, that have been or will be incurred in performance of the duties of the Information Officer up to the date (the "**Discharge Date**") of the filing of the Information Officer's Termination Certificate (as defined below) and the incidental

duties that may be required to complete the administration of these proceedings following the Discharge Date are hereby authorized and approved for the Information Officer and its counsel up to a maximum of CDN\$[●] plus any applicable taxes and disbursements in the aggregate. In the event the aggregate fees of the Information Officer and Blakes exceed such amount, the Debtors may elect to pay such additional amounts, plus any applicable taxes and disbursements, without further application to this Court for approval of such fees

TERMINATION OF CCAA PROCEEDINGS

11. THIS COURT ORDERS that upon service by the Information Officer of an executed certificate substantially in the form attached hereto as Schedule "B" (the "**Information Officer's Termination Certificate**") certifying that the conditions to the Effective Date have been satisfied or waived and that, to the knowledge of the Information Officer, all matters to be attended to in connection with these CCAA proceedings have been completed, these CCAA proceedings shall be terminated without any other act or formality (the "**CCAA Termination Time**"); provided that, nothing herein impacts the validity of any Orders made in these CCAA proceedings or any actions or steps taken by any Person in connection therewith.

12. THIS COURT ORDERS that the Information Officer may rely on written notice (which, for greater certainty, may be provided by way of e-mail) from the Foreign Representative or its counsel advising that the conditions to the Effective Date have been satisfied or waived and the Information Officer shall incur no liability with respect to the delivery or filing of the Information Officer's Termination Certificate, save and except for any gross negligence or wilful misconduct on its part.

13. THIS COURT ORDERS that the Administration Charge (as defined in the Supplemental Order) shall be terminated, released and discharged at the CCAA Termination Time without any other act or formality.

14. THIS COURT ORDERS that effective at the CCAA Termination Time, A&M shall be and is discharged as the Information Officer in these proceedings; provided that the Information Officer shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of the Information Officer.

15. THIS COURT ORDERS AND DECLARES effective at the CCAA Termination Time, A&M, Blakes and Cassels Brock & Blackwell LLP ("**Cassels**") shall be (i) deemed to have satisfied all

its duties and obligations pursuant to all Orders made in these proceedings and (ii) released and discharged from any and all liability that A&M, Blakes or Cassels (each a “**Released Party**”) now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of A&M while acting in its capacity as Information Officer, Blakes while acting in its capacity as counsel to the Information Officer, or Cassels while acting in its capacity as counsel to the Canadian Filing Entities (the “**Released Claims**”), save and except for any gross negligence or wilful misconduct on the Information Officer's part. Without limiting the generality of the foregoing, upon the e-filing of the Information Officer's Termination Certificate, A&M, Blakes and Cassels shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within CCAA proceedings, save and except for any gross negligence or wilful misconduct on the Information Officer's part.

16. THIS COURT ORDERS that no action or other proceeding shall be commenced against the Information Officer, A&M, Blakes or Cassels in any way arising from or related to the Released Claims except with prior leave of this Court and on prior written notice to the applicable Released Party.

GENERAL

17. 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 Canadian Filing Entities, the Foreign Representative, the Information Officer, and their respective counsel and 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 Canadian Filing Entities, the Foreign Representative, and the Information Officer, the latter as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Canadian Filing Entities, the Foreign Representative, and the Information Officer, and their respective counsel and agents in carrying out the terms of this Order.

18. THIS COURT ORDERS that each of the Canadian Filing Entities, the Foreign Representative, and the Information Officer shall 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.

The Honourable Justice Cavanagh

Schedule "A"

Schedule “B”

FORM OF INFORMATION OFFICER’S TERMINATION CERTIFICATE

Court File No. CV-21-00658434-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

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

AND IN THE MATTER OF KNOTEL, INC. and KNOTEL CANADA, INC.

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AMENDED

INFORMATION OFFICER’S TERMINATION CERTIFICATE

A. Pursuant to an Order of the Honourable Justice Cavanagh of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated March 12, 2021 (the “**Supplemental Order**”), Alvarez & Marsal Canada Inc. was appointed as information officer of the Court (in such capacity, the “**Information Officer**”) in the proceeding (the “**CCAA Proceedings**”) commenced by Knotel Canada, Inc. in its capacity as the foreign representative (the “**Foreign Representative**”) of Knotel, Inc. and Knotel Canada, Inc. (the “**Canadian Filing Entities**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”).

B. Pursuant to an Order of the Court dated June [●], 2021 (the “**U.S. Plan Recognition Order**”) made in the CCAA Proceedings, the Court (a) recognized the [**Order confirming the joint combined plan of liquidation and disclosure statement**], and (b) provided for the termination of these CCAA proceedings upon the filing of this certificate (the “**Information Officer’s Termination Certificate**”) with the Court.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the U.S. Plan Recognition Order.

THE INFORMATION OFFICER CERTIFIES that:

1. The Information Officer has been advised by the Canadian Filing Entities (or their counsel) that the conditions to the Plan becoming effective as set out in section [●] of the Plan have been satisfied or waived pursuant to section [●] of the Plan.

2. To the knowledge of the Information Officer, all matters to be attended to in connection with the Foreign Representative's CCAA Proceedings (Court File No. CV-21-00658434-00CL) have been completed.

ACCORDINGLY, the CCAA Termination Time as defined in the U.S. Plan Recognition Order has occurred.

DATED at Toronto, Ontario this ____ day of _____, 2021.

**ALVAREZ & MARSAL CANADA INC., in its
capacity as Information Officer, and not in
its personal capacity**

Per: _____

Name:

Title:

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

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Court File No.: CV-21-00658434-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

**RECOGNITION ORDER
(RECOGNITION OF U.S. PLAN CONFIRMATION ORDER AND
TERMINATION OF THE CCAA PROCEEDINGS)**

CASSELS BROCK & BLACKWELL LLP

Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Shayne Kukulowicz

Tel: 416.860.6463
skukulowicz@cassels.com

Natalie E. Levine

Tel: 416.860.6568
nlevine@cassels.com

Kieran May

Tel: 416.869.5321
kmay@cassels.com

Lawyers for the Canadian Filing Entities

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Court File No.: CV-21-00658434-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

PROCEEDING COMMENCED AT TORONTO

AMENDED NOTICE OF MOTION

CASSELS BROCK & BLACKWELL LLP

Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario M5H 3C2

Shayne Kukulowicz

Tel: 416.860.6463
skukulowicz@cassels.com

Natalie E. Levine

Tel: 416.860.6568
nlevine@cassels.com

Kieran May

Tel: 416.869.5321
kmay@cassels.com

Lawyers for the Canadian Filing Entities