

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

THE HONOURABLE  
JUSTICE

*Hainey*

) WEDNESDAY, THE 30TH  
)  
) DAY OF NOVEMBER, 2016

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE AND  
ARRANGEMENT OF H.B. WHITE CANADA CORP.**

(the "**Applicant**")

**ORDER**

**(Approval and Termination Order)**

**THIS MOTION** made by the Applicant pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), for an order, *inter alia*:

- (i) approving the activities of Alvarez & Marsal Canada Inc. ("**A&M**") in its capacity as court-appointed monitor of the Applicant ("**Monitor**"), as set out in the fifth report of the Monitor dated October 31, 2016 (the "**Fifth Report**") and the sixth report of the Monitor (the "**Sixth Report**"), as well as the activities that the Monitor will be required to undertake through to the termination of these CCAA proceedings (the "**CCAA Proceedings**") which are detailed in the Sixth Report;

- (ii) approving the fees and disbursements of the Monitor as set out in the affidavit of Alan J. Hutchens, attached to the Sixth Report (the "**Hutchens Affidavit**");
- (iii) approving the fees and disbursements of Goodmans LLP ("**Goodmans**"), in its capacity as counsel to the Monitor, as set out in the affidavit of L. Joseph Latham, attached to the Sixth Report (the "**Latham Affidavit**"),
- (iv) extending the Stay Period (as defined in paragraph 14 of the Initial Order of the Ontario Superior Court of Justice (Commercial List) dated July 7, 2016) (the "**Initial Order**") until the filing by the Monitor of a certificate (the "**Discharge Certificate**"): (a) confirming the completion of all distributions and all other matters in connection with the Amended Plan of Compromise and Arrangement of the Applicant dated October 13, 2016 (the "**Plan**"), and (b) declaring these CCAA Proceedings to be terminated, which Discharge Certificate shall be substantially in the form attached as Schedule "A" hereto; and
- (v) effective immediately upon the filing of the Discharge Certificate, (a) terminating the CCAA Proceedings, (b) terminating the Administration Charge and the Directors' Charge, as defined in the Initial Order, and (c) discharging A&M as Monitor of the Applicant and releasing A&M and its counsel, Goodmans LLP ("**Goodmans**"), from any and all liability that A&M or Goodmans now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of A&M or Goodmans while acting in its capacity as the Monitor herein or on its behalf, save and except for any gross negligence or wilful misconduct on the Monitor's part or on the part of its counsel, Goodmans;

**ON READING** the Notice of Motion of the Applicant returnable November 30, 2016, the affidavit of Philip J. Gund, sworn November 23, 2016, and the exhibits thereto, the Fifth Report, the Sixth Report, the Supplemental Report to the Sixth Report of the Monitor ("**Supplemental Report to the Sixth Report**"), the Hutchens Affidavit, and the Latham Affidavit, and on hearing the submissions of counsel for the Applicant and the Monitor, no one else appearing although duly served as appears from the affidavit of service of Leonard Loewith sworn November 23, 2016.

Northland  
Power Inc.

#### **DEFINED TERMS**

1. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall be as defined in the Sanction Order issued in the CCAA Proceeding by Justice Penny on November 1, 2016 or the Plan, unless otherwise stated.

#### **SERVICE**

2. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.

#### **APPROVAL OF ACTIVITIES**

3. **THIS COURT ORDERS** that the Fifth Report, the Sixth Report and the Supplemental Report to the Sixth Report, and the actions, conduct and activities of the Monitor described therein be and are hereby approved.

4. **THIS COURT ORDERS** that the activities of the Monitor required to effect the implementation of the Plan, including without limitation to make all requisite distributions under the Plan, and to otherwise complete all necessary steps required to terminate these CCAA

Proceedings, as described and defined in the Sixth Report as the “Remaining Activities,” be and are hereby approved without the need for further reporting or action on the part of the Monitor, provided that in the event the Monitor is required to take steps or actions not contemplated as Remaining Activities in the Sixth Report in connection with the implementation of the Plan or the termination of these CCAA Proceedings, the Monitor shall report on such activities to the Court and may return to the Court for advice and directions with respect to same.

### **APPROVAL OF FEES**

5. **THIS COURT ORDERS** that (i) the fees and disbursements of the Monitor from July 3, 2016 to November 19, 2016 totalling CAD\$794,946.76 (including HST) and (ii) the fees and disbursements of Goodmans in its capacity as legal counsel to the Monitor from June 30, 2016 to November 15, 2016 totalling CAD\$672,807.61 (including HST), be and are hereby approved.

6. **THIS COURT ORDERS** that the Monitor and Goodmans are hereby authorized to incur such additional fees and disbursements as may be required to complete the implementation of the Plan and the administration of these CCAA proceedings as are set out in the Sixth Report (the “**Additional Fees and Disbursements**”), up to a maximum amount of \$150,000 in the case of the Monitor and up to a maximum amount of \$100,000 in the case of Goodmans, and that the incurrence of such Additional Fees and Disbursements by the Monitor and Goodmans are hereby approved, provided that if the Additional Fees and Disbursements of the Monitor or Goodmans exceed the estimates approved herein, the Monitor and Goodmans shall bring a motion to this Court for approval of same. For greater certainty, if the Additional Fees and Disbursements incurred by Monitor and Goodmans are less than the estimates approved herein, no further action is required by any party to effect the approval of such Additional Fees and Disbursements.

## **STAY EXTENSION**

7. **THIS COURT ORDERS** that the Stay Period be and is hereby extended until the date that the Discharge Certificate is filed by the Monitor with this Court.

## **TERMINATION OF CCAA PROCEEDINGS AND DISCHARGE OF THE MONITOR**

8. **THIS COURT ORDERS** that, immediately upon the Monitor filing the Discharge Certificate with this Court:

- (a) these CCAA Proceedings shall be and are hereby terminated without the need for any further action, provided that nothing herein impacts the validity of any Orders made in these CCAA Proceedings or any actions or steps taken by any Person (as defined in the Initial Order) in reliance on such Orders;
- (b) the Administration Charge and the Directors' Charge, as defined in the Initial Order, shall be and are hereby terminated without the need for any further action; and
- (c) the DIP Lenders' Charge, as defined in the Initial Order, shall remain in full force and effect until the Applicant, with the consent of the Plan Sponsors, elects to extinguish such obligations or such obligations are otherwise satisfied.

9. **THIS COURT ORDERS** that the Monitor is hereby directed to post a copy of the Discharge Certificate, once filed, on the Website and provide a copy to the Service List by email.

10. **THIS COURT ORDERS AND DECLARES** that, immediately upon the filing of the Discharge Certificate, the Monitor shall have satisfied all of its obligations pursuant to the CCAA and these CCAA Proceedings and shall have no further obligations, liabilities, responsibilities or

duties as Monitor, and A&M shall be discharged as Monitor effective immediately upon the filing of the Discharge Certificate.

11. **THIS COURT ORDERS** that, immediately upon the filing of the Discharge Certificate, A&M (whether in its capacity as Monitor or otherwise), Goodmans and their respective affiliates and officers, directors, partners, employees and agents (collectively, the "**Released Parties**") be and are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any action or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of the filing of the Discharge Certificate in any way relating to, arising out of or in respect of these CCAA Proceedings (the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and forever barred, with prejudice, and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim arising out of gross negligence or willful misconduct on the part of the Released Parties.

12. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Released Parties in any way arising from or related to these CCAA Proceedings, except with (a) prior leave of this Court and on at least seven (7) days' prior written notice to each of A&M, Goodmans and each other affected Released Party and (b) such order granting leave securing, as security for costs, the full indemnity costs of A&M, Goodmans and each other affected Released Party in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

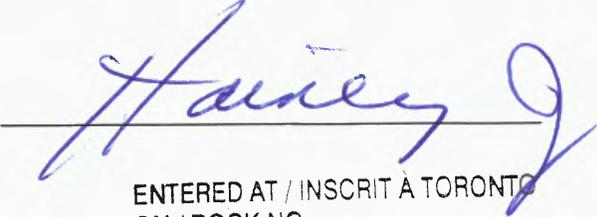
13. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of: (i) the rights,

approvals and protections in favour of the Monitor and the CRO (as defined in the Initial Order) pursuant to the Initial Order, any other Order of this Court in these CCAA Proceedings, the CCAA or otherwise, all of which are expressly continued and confirmed; and (ii) the compromises, arrangements, releases, discharges and injunctions contemplated in the Plan and the Sanction Order.

## GENERAL

14. **THIS COURT ORDERS** that any and all administrative matters relating to these CCAA Proceedings which arise following the termination of these CCAA Proceedings, including interpretation of the Plan, may be brought before the Court on a motion for determination, advice and directions on at least seven (7) days' notice to all affected stakeholders.

15. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America or elsewhere to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to the Order or to assist the Monitor and its agents in carrying out the terms of this Order.



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LE / DANS LE REGISTRE NO:

NOV 30 2016

PER / PAR:



**SCHEDULE "A"**

Court File No. CV-16-11452-00CL

**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 A PLAN OF COMPROMISE OR  
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(the "**Applicant**")

**MONITOR'S CERTIFICATE  
(DISCHARGE OF MONITOR AND TERMINATION OF CCAA PROCEEDINGS)**

**RECITALS**

- A. The Applicant obtained protection from its creditors under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") pursuant to the Initial Order ("**Initial Order**") of the Honourable Justice Newbould of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated July 7, 2016. The Initial Order also appointed Alvarez & Marsal Canada Inc. ("**A&M**") as monitor (the "**Monitor**") of the business and financial affairs the Applicant. The proceedings commenced by the Applicant under the CCAA will be referred to herein as the "**CCAA Proceedings**".
- B. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order (as defined below).
- C. Pursuant to an Order of the Court dated November 30, 2016, (the "**Discharge Order**"), the Monitor may be discharged and the CCAA Proceedings may be terminated upon filing of this Monitor's Certificate with the Court..
- D. The CCAA Proceedings have been completed in accordance with the Orders of the Court and under the supervision of the Monitor.

**THE MONITOR CERTIFIES** the following:

1. the fees and disbursements of the Monitor and of the Monitor's counsel, Goodmans LLP, have been paid in full;
2. the Monitor has completed all distributions under the Plan;
3. the Monitor has completed all matters incidental to the termination of the CCAA Proceedings or any other matters necessary to complete the CCAA Proceedings, as detailed in the Sixth Report or as requested by the Applicant and agreed to by the Monitor; and
4. the CCAA Proceedings are hereby terminated.

This Certificate was executed by the Monitor at Toronto, Ontario on \_\_\_\_\_, and filed.

**ALVAREZ & MARSAL CANADA INC.**, in its capacity as Court-appointed Monitor of H.B. White Canada Corp. and not in its personal or corporate capacity

Per:

\_\_\_\_\_  
Name:

Title:

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF H.B. WHITE CANADA CORP.

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

Proceeding commenced at Toronto

**ORDER  
(Approval and Termination Order)**

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