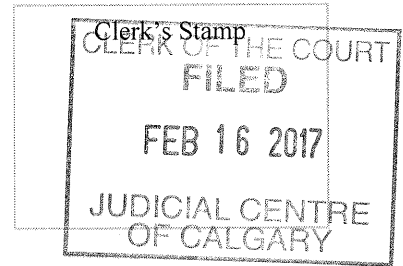


COURT FILE NUMBER 1701- 02452
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary

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

**AND IN THE MATTER OF MODULAR
SPACE INTERMEDIATE HOLDINGS,
INC., MODULAR SPACE CORPORATION,
RESUN MODSPACE, INC., MODSPACE
GOVERNMENT FINANCIAL SERVICES,
INC., MODSPACE FINANCIAL SERVICES
CANADA, LTD., RESUN CHIPPEWA, LLC
AND MODULAR SPACE HOLDINGS., INC.**



DOCUMENT

ORIGINATING APPLICATION

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Robyn Gurofsky
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File No. 020821-000001

NOTICE TO THE SERVICE LIST ATTACHED HERETO AS SCHEDULE "A":

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date: February 21, 2017
Time: 2:00 p.m.

Where: Calgary Courts Centre, 601 5th Avenue S.W., Calgary, Alberta
 Before: The Honourable Justice A.D. Macleod

Go to the end of this document to see what you can do and when you must do it.

Basis for this claim:

1. On December 21, 2016, Modular Space Holdings, Inc. and various of its subsidiaries and affiliates (the “**Modspace Companies**”) commenced voluntary reorganization proceedings (the “**Chapter 11 Proceedings**”) in the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) by each filing a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “**Code**”). In connection with the Chapter 11 Proceedings, the US Court has appointed Modular Space Corporation as the foreign representative of the estates of the Modspace Companies.
2. On December 27, 2016, the Ontario Superior Court of Justice (Commercial List) granted an Initial Recognition Order and a Supplemental Order pursuant to section 46 of the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”) in Court File No. CV-16-11656-00CL (the “**Ontario Recognition Proceedings**”) that, among other things,
 - (a) recognize the Chapter 11 Proceedings as a “foreign main proceeding”;
 - (b) recognize Modular Space Corporation as the Foreign Representative in respect of the Chapter 11 Proceedings;
 - (c) recognize certain other interim and/or final orders granted by the US Court in the Chapter 11 Proceedings, including but not limited to the order of Judge Kevin J. Carey dated December 22, 2016: (i) scheduling a combined disclosure statement approval and plan confirmation hearing, (ii) establishing a plan and disclosure statement objection deadline and related procedures, (iii) approving solicitation and related procedures, (iv) approving the notice procedures, (v) approving notice and objection procedures for the assumption, assignment and rejection of executory contracts and unexpired leases and (vi) extending the time and, upon confirmation, waiving the requirements that statements and schedules be filed and a creditors’ meeting be convened;
 - (d) stay all proceedings against the Modspace Companies; and
 - (e) appoint Alvarez and Marsal Canada Inc. as the Information Officer in the Ontario Recognition Proceedings.
3. On February 15, 2017, the Modspace Companies brought a motion in the US Court and successfully obtained an order (the “**US Confirmation Order**”) confirming the Modspace

Companies' joint pre-packaged plan of reorganization, originally distributed on or about December 20, 2016 and as filed in revised form with the United States Bankruptcy Court for the District of Delaware on February 3, 2017 (including all amendments, modifications and supplements, the "**Plan**"). The US Confirmation Order states, *inter alia*, that:

- (a) The solicitation of votes on the Plan complied with the solicitation procedures approved by the US Court in the scheduling order and complied with all applicable rules, laws and regulations;
- (b) The period during which the Modspace Companies solicited acceptances or rejections to the Plan was a reasonable period and sufficient time for holders in the voting classes to make an informed decision to accept or reject the Plan;
- (c) Votes to accept or reject the Plan were solicited and tabulated fairly, in good faith and in compliance with the Code, orders and other laws, rules and regulations;
- (d) As evidenced by the voting report, 100% of voting holders of claims in each of the nine established classes voted to accept the Plan;
- (e) The nine classes established under the Plan were classified properly thereby satisfying the requirements of sections 1122(a) and 1123(a)(1) of the Code and valid business, factual and legal reasons exist for the separate classification of such classes of claims; and
- (f) The Plan complies with all applicable provisions of the Code.

4. Modular Space Corporation, as the Foreign Representative, has filed a motion in the Ontario Recognition Proceedings scheduled to be heard on February 21, 2017 at 10:00 a.m. (eastern time) seeking an order (the "**Ontario Confirmation Order**"), *inter alia*:

- (a) recognizing and giving full force and effect in Canada to the US Confirmation Order;
- (b) recognizing, implementing and giving full force and effect in Canada to the Plan;
- (c) authorizing the Modspace Companies to take all such steps and actions necessary or appropriate to implement the Plan;
- (d) amending the articles of ModSpace Financial Services Canada Ltd. ("**ModSpace Canada**") in accordance with the Plan;
- (e) directing the Registrar of Corporations of the Alberta Corporate Registry to give effect to the Ontario Confirmation Order and to file the Articles of Reorganization of ModSpace Canada pursuant to section 192 of the *Business Corporations Act* (Alberta);
- (f) requesting the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give

effect to this order and to assist the Foreign Representative in carrying out the terms of this order and respectfully requesting all courts, tribunals, regulatory and administrative bodies to make such orders and provide such assistance to the Foreign Representative as may be necessary or desirable to give effect to this order; and

- (g) authorizing and empowering the Foreign Representative 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. The filing of the Articles of Reorganization of ModSpace Canada pursuant to section 192 of the *Alberta Business Corporations Act*, RSA 2000, c B-9 (the “ABCA”) is one of the steps necessary to implementing the Plan, approved by the US Court in the Chapter 11 Proceedings and anticipated to be recognized in the Ontario Recognition Proceedings on February 21, 2017.
 6. Section 192 of the ABCA provides that where a corporation is subject to an “order for reorganization”, its articles may be amended by the order to effect any change that might lawfully be made by an amendment under section 173 of the ABCA. An “order for reorganization” is defined in the ABCA as an order of the Court of Queen’s Bench of Alberta made under... the *Bankruptcy and Insolvency Act* (Canada) approving a proposal, or any other Act of Parliament of Canada or an Act of the Legislature that affects the rights among the corporation, its shareholders and creditors.
 7. The Alberta Corporate Registry has advised that because an “order for reorganization” means an order of the Court of Queen’s Bench of Alberta, it cannot accept the Ontario Confirmation Order as authority to file the Articles of Reorganization of ModSpace Canada, notwithstanding that the Ontario Confirmation Order directs such filing.
 8. Section 16 of the CCAA states that:

“Every order made by the court in any province in the exercise of jurisdiction conferred by this Act in respect of any compromise or arrangement shall have full force and effect in all the other provinces and shall be enforced in the court of each of the other provinces in the same manner in all respects as if the order had been made by the court enforcing it.”
 9. Section 17 of the CCAA states that:

“All courts that have jurisdiction under this Act and the officers of those courts shall act in aid of and be auxiliary to each other in all matters provided for in this Act, and an order of a court seeking aid with a request to another court shall be deemed sufficient to enable the latter court to exercise in regard to the matters directed by the order such jurisdiction as

either the court that made the request or the court to which the request is made could exercise in regard to similar matters within their respective jurisdictions.”

Remedy sought:

10. An Order, substantially in the form attached hereto as **Schedule “B”**:
 - (a) Abridging the time for service of notice of the application, declaring service to be good and sufficient and dispensing with further service of the application;
 - (b) Recognizing the Ontario Confirmation Order and declaring it of full force and effect in Alberta;
 - (c) Directing the Registrar of Corporations of the Alberta Corporate Registry to file the Articles of Reorganization amending and restating Schedule B of the Articles of ModSpace Canada to:
 - (i) authorize directors, between annual general meetings, to appoint one or more additional directors of ModSpace Canada to serve until the next annual general meeting, but limiting the number of additional directors to an amount that is not in excess of 1/3 of the number of directors who held office at the expiration of the last meeting of ModSpace Canada; and
 - (ii) prohibit ModSpace Canada from issuing any class of non-voting equity securities unless and solely to the extent permitted by section 1123(a)(6) of Chapter 11 of Title 11 of the Code; and
11. Such further and other relief as counsel may advise and this Honourable Court deem appropriate in the circumstances.

Affidavit or other evidence to be used in support of this application:

12. Affidavit of Rhonda Lastockin, legal assistant, sworn February 14, 2017; and
13. Such further and other evidence as counsel may advise and this Honourable Court permit.

Applicable Acts and regulations:

14. *Companies’ Creditors Arrangement Act*, RSC 1985 c C-36 (as amended), including sections 16 and 17 thereof;
15. *Business Corporations Act*, RSA 2000, c B-7 (as amended), including section 192 thereof;
16. Such further and other acts and regulations as counsel may advise and this Honourable Court permit.

WARNING

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A"
SERVICE LIST

Service List
(February 14, 2017)

TO:	<p>BORDEN LADNER GERVAIS LLP Bay Adelaide Centre, East Tower 22 Adelaide St. W. Toronto ON M5H 4E3</p> <p>Roger Jaipargas Tel: (416) 367-6266 Fax: (416) 367-6749 E-mail: rjaipargas@blg.com</p> <p>Evita Ferreira Tel: (416) 367-6708 Fax: (416) 367-6749 Email: eferreira@blg.com</p> <p>Counsel to Modular Space Holdings, Inc., Modular Space Intermediate Holdings, Inc., Modular Space Corporation, Resun ModSpace, Inc., ModSpace Government Financial Services, Inc., ModSpace Financial Services Canada, Ltd. and Resun Chippewa, LLC</p>
AND TO:	<p>ALVAREZ & MARSAL CANADA INC. Royal Bank Plaza, South Tower, Suite 2900, P.O. Box 22 200 Bay Street Toronto ON M5J 2J1</p> <p>Alan Hutchens Tel: (416) 847-5159 Fax: (416) 847-5201 Email: ahutchens@alvarezandmarsal.com</p> <p>Jenny Poulos Tel: (416) 847-5166 Fax: (416) 847-5201 Email: jpoulos@alvarezandmarsal.com</p> <p>The Information Officer</p>

AND TO:	<p>TORYS LLP TD South Tower 30th Floor, Box 270 79 Wellington Street W Toronto ON M5K 1N2</p> <p>David Bish Tel: (416) 865-7353 Fax: (416) 865-7380 Email: dbish@torys.com</p> <p>Counsel to Alvarez & Marsal Canada Inc., the Information Officer</p>
AND TO:	<p>NORTON ROSE FULBRIGHT CANADA LLP Suite 2500, 1 Place Ville Marie Montreal QC H3B 1R1</p> <p>Evan Cobb Tel : (416) 216-1929 Fax : (416) 216-3930 Email: evan.cobb@nortonrosefulbright.com</p> <p>Serge Levy Tel: (514) 847-6037 Fax: (514) 286-5474 Email: serge.levy@nortonrosefulbright.com</p> <p>Counsel to Bank of America, N.A., as Administrative Agent</p>
AND TO:	<p>BENNETT JONES LLP 3400 One First Canadian Place P.O. Box 130 Toronto ON M5X 1A4</p> <p>Kevin Zych Tel: (416) 777-5738 Fax: (416) 863-1716 Email: zychk@bennettjones.com</p> <p>Sean Zweig Tel: (416) 777-6254 Fax: (416) 863-1716 Email: zweigs@bennettjones.com</p> <p>Counsel to the Ad Hoc Group of Secured Noteholders</p>

AND TO:	PHH VEHICLE MANAGEMENT SERVICES INC. 2233 Argentia Rd., Suite 400 Mississauga ON L5N 2X7
AND TO:	ELEMENT FLEET MANAGEMENT INC. 4 Robert Speck Parkway, Suite 900 Mississauga ON L4Z 1S1
AND TO:	PITNEY BOWES GLOBAL FINANCIAL SERVICES 5500 Explorer Drive Mississauga ON L4W 5C7
AND TO:	CORPORATE REGISTRY, SERVICE ALBERTA Box 1007 Station Main Edmonton, Alberta T5J 4W6 Tammy Cherian Tel: (780) 401-4065 Fax: (780) 422-1091 Email: Tammy.Cherian@gov.ab.ca

SCHEDULE "B"
ORDER

COURT FILE NUMBER 1701-

COURT COURT OF QUEEN'S BENCH OF
ALBERTA

JUDICIAL CENTRE Calgary

Clerk's Stamp

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

**AND IN THE MATTER OF MODULAR
SPACE INTERMEDIATE HOLDINGS,
INC., MODULAR SPACE
CORPORATION, RESUN MODSPACE,
INC., MODSPACE GOVERNMENT
FINANCIAL SERVICES, INC.,
MODSPACE FINANCIAL SERVICES
CANADA, LTD., RESUN CHIPPEWA, LLC
AND MODULAR SPACE HOLDINGS,
INC.**

DOCUMENT **ORDER**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

Robyn Gurofsky
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Telephone: (403) 232-9774
Facsimile: (403) 266-1395
Email: RGurofsky@blg.com
File No. 020821-000001

DATE ON WHICH ORDER WAS PRONOUNCED: February 21, 2017

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice A.D. Macleod

UPON THE APPLICATION of Modular Space Corporation in its capacity as the foreign representative (the "**Foreign Representative**") of Modular Space Intermediate Holdings, Inc., Modular Space Corporation, Resun Modspace, Inc., Modspace Government Financial Services, Inc., ModSpace Financial Services Canada, Ltd., Resun Chippewa, LLC and Modular Space Holdings, Inc. (the

“**Debtors**”) which appointment is confirmed by the Order of Judge Kevin J. Carey of the United States Bankruptcy Court for the District of Delaware dated December 22, 2016 and filed in the Debtors’ Chapter 11 Bankruptcy Proceedings in Case No. 16-12825 (KJC) (the “**Chapter 11 Proceedings**”) and by the Order of Mr. Justice Newbould dated December 27, 2016 filed in Ontario in Court File No.: CV-16-11656-00CL (the “**Ontario CCAA Proceedings**”); **AND UPON** reading the Originating Application filed by the Foreign Representative together with the Affidavit of Rhonda Lastockin dated February 14, 2017 in support thereof; **AND UPON** hearing the submissions of counsel for the Foreign Representative and any other counsel in attendance at the application; **AND UPON** having regard to sections 16 and 17 of the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”) providing that an order made by the court in one province under the CCAA shall have full force and effect in all the other provinces and that all courts with jurisdiction under the CCAA shall act in aid of and be auxiliary to each other in all matters provided for in the CCAA;

IT IS HEREBY ORDERED THAT:

1. Service of notice of the within application is hereby abridged and deemed good and sufficient and any further notice of this application is hereby dispensed with.
2. The Order of the Ontario Superior Court of Justice granted in the Ontario CCAA Proceedings on February 21, 2017 (the “**Ontario Confirmation Order**”) attached as **Exhibit “F”** to the Affidavit of Rhonda Lastockin filed herein, which order among other things confirms the Debtors’ joint pre-packaged plan of reorganization (the “**Plan**”) pursuant to Chapter 11 of the United States Bankruptcy Code and recognizes the order granted in the Chapter 11 Proceedings confirming the Plan on February 15, 2017, is hereby recognized in Alberta and declared to be in full force and effect in Alberta.
3. The Ontario Confirmation Order shall be implemented in Alberta in accordance with its terms, and persons subject to the jurisdiction of the Alberta Court of Queen’s Bench shall be so bound.
4. The Articles of ModSpace Financial Services Canada, Ltd. (“**ModSpace Canada**”) shall be amended in accordance with the Plan, as set out in the Articles of Reorganization attached hereto as Schedule “A”.
5. In accordance with this Order and the steps outlined in the Plan, the Registrar of Corporations of the Alberta Corporate Registry is hereby directed to file the Articles of Reorganization that are attached hereto as Schedule “A” pursuant to section 192 of the *Business Corporations Act* (Alberta), which Articles of Reorganization amend and restate Schedule B of the Articles of Modspace Canada to:

- (a) authorize directors, between annual general meetings, to appoint one or more additional directors of ModSpace Canada to serve until the next annual general meeting, but limiting the number of additional directors to an amount that is not in excess of 1/3 of the number of directors who held office at the expiration of the last meeting of ModSpace Canada; and
- (b) prohibit ModSpace Canada from issuing any class of non-voting equity securities unless and solely to the extent permitted by section 1123(a)(6) of Chapter 11 of Title 11 of the United States Bankruptcy Code,

as more particularly outlined in Schedule "A" hereto.

Justice of the Court of Queen's Bench of Alberta

SCHEDULE “A”

To the Order of Justice A.D. Macleod dated February 21, 2017

Articles of Reorganization