

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

THE HONOURABLE ) FRIDAY, THE 12th  
JUSTICE CAVANAGH ) DAY OF MARCH, 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

**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made 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**") for an Order substantially in the form enclosed in the Application Record, was heard by judicial videoconference via Zoom at Toronto, Ontario due to the COVID-19 crisis.

ON READING the Notice of Application, the affidavit of John M. Jureller sworn March 8, 2021, filed, the affidavit of John M. Jureller sworn March 11, 2021, filed, and upon being provided with copies of the documents required by s. 46 of the CCAA,

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order (Foreign Main Proceeding), a Supplemental Order (Foreign Main Proceeding) is being sought,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for Alvarez & Marsal Canada Inc. in its capacity as the proposed information officer (the

**“Proposed Information Officer”**); counsel for the other parties appearing on the counsel slip; no one else appearing although duly served as appears from the affidavits of service of Kieran May sworn March 9, 10, and 11, 2021, filed:

### **SERVICE**

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

### **FOREIGN REPRESENTATIVE**

2. THIS COURT ORDERS AND DECLARES that the Foreign Representative is the “foreign representative” as defined in section 45 of the CCAA of the Canadian Filing Entities in respect of the cases commenced in the United States Bankruptcy Court for the District of Delaware by the Debtors pursuant to Chapter 11 of the *United States Bankruptcy Code* (the **“Foreign Proceeding”**).

### **CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING**

3. THIS COURT DECLARES that the centre of its main interests for each of the Canadian Filing Entities is the United States of America, and that the Foreign Proceeding is hereby recognized as a “foreign main proceeding” as defined in section 45 of the CCAA.

### **STAY OF PROCEEDINGS**

4. THIS COURT ORDERS that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any Canadian Filing Entity under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;
- (b) further proceedings in any action, suit, or proceeding against any Canadian Filing Entity are restrained; and
- (c) the commencement of any action, suit, or proceeding against any Canadian Filing Entity is prohibited.

## **NO SALE OF PROPERTY**

5. THIS COURT ORDERS that, except with leave of this Court, each of the Canadian Filing Entities is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

## **GENERAL**

6. THIS COURT ORDERS that the Foreign Representative shall not be required to publish notice in any newspaper in Canada pursuant to section 53(b) of the CCAA.

7. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Canadian Filing Entities and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

8. THIS COURT ORDERS AND DECLARES that the Interim Order made on March 9, 2021 shall be of no further force and effect once this Order becomes effective, and that this Order shall be effective as of 12:01 a.m. Eastern Time on the date of this Order, provided that nothing herein shall invalidate any action taken in compliance with such Interim Order prior to the effective time of this Order.

9. THIS COURT ORDERS that 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 Canadian Filing Entities and the Foreign Representative and their counsel, the Proposed Information Officer and its 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.

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The Honourable Justice Cavanagh

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

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PROCEEDING COMMENCED AT TORONTO

**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

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