

**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
ARRANGEMENT OF OLD CLHC COMPANY, OLD CBCLSC COMPANY,
OLD KCRFL LIMITED, OLD 616CL LIMITED, OLD CBHC COMPANY
AND OLD CBSFC COMPANY

Applicants

**MOTION RECORD OF THE MONITOR,
ALVAREZ & MARSAL CANADA INC.
(Stay Extension Motion)**

March 25, 2020

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**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 ARRANGEMENT OF OLD
CLHC COMPANY, OLD CBCLSC COMPANY, OLD KCRFL LIMITED, OLD 616CL
LIMITED, OLD CBHC COMPANY AND OLD CBSFC COMPANY**

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Tab 1

Court File No.: CV-19-631523-00CL

**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
ARRANGEMENT OF OLD CLHC COMPANY, OLD CBCLSC COMPANY,
OLD KCRFL LIMITED, OLD 616CL LIMITED, OLD CBHC COMPANY
AND OLD CBSFC COMPANY

Applicants

**NOTICE OF MOTION
(Stay Extension Motion)**

Alvarez & Marsal Canada Inc., in its capacity as Monitor of the Applicants, will make a Motion before the Honourable Mr. Justice Hainey of the Ontario Superior Court of Justice (Commercial List) on a date to be set by the Commercial List on or prior to April 3, 2020, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The Motion is to be heard orally by teleconference or, alternatively, in writing.

THE MOTION IS FOR

1. An Order substantially in the form attached at Tab 2 of the Motion Record, *inter alia*:
 - (a) if necessary, abridging the time for service of this Notice of Motion and the Motion Record and dispensing with further service thereof;

- (b) extending the Stay Period (as defined in paragraph 17 of the Second Amended and Restated Initial Order (as defined below)) until and including September 30, 2020; and

2. Such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

3. On November 22, 2019, this Honourable Court (the “**CCAA Court**”) granted protection to the Applicants under the *Companies' Creditors Arrangement Act* (the “**CCAA**”) pursuant to an Initial Order (the “**Initial Order**” and the Applicants’ proceeding under the CCAA, the “**CCAA Proceedings**”);

4. Pursuant to the Initial Order, Alvarez & Marsal Canada Inc. was appointed to act as the Monitor in these CCAA Proceedings (in that capacity, the “**Monitor**”);

5. On November 25, 2019, this Honourable Court granted an Amended and Restated Initial Order;

6. On December 20, 2019, this Honourable Court granted a Second Amended and Restated Initial Order (the “**Second Amended and Restated Initial Order**”);

7. The Applicants are affiliated with a number of U.S. entities (collectively, “**U.S. Old BB**” and together with the Applicants and certain of their international affiliates, the “**Old BB Group**”);

8. On November 21, 2019, certain of the U.S. Old BB entities (the “**Chapter 11 Debtors**”) filed voluntary petitions for relief pursuant to title 11 of the United States Code, 11 U.S.C. §§ 101-1520, as amended, in the United States Bankruptcy Court for the District of Delaware;

9. On January 28, 2020, this Honourable Court issued an Order (the “**Approval and Vesting Order**”) which, among other things, approved the sale transaction (the “**Sale Transaction**”) contemplated by the asset purchase agreement entered into among the Applicants, the Chapter 11 Debtors and certain affiliates of FCF Co. Ltd. On the same day, this Honourable Court issued an Order (the “**Monitor’s Expansion of Powers & Stay Extension Order**”) which, among other things, granted the Monitor the Expanded Powers (as defined and described in the Third Report of the Monitor dated January 27, 2020), expanding the powers of the Monitor to, among other things, oversee the remaining business and wind-down activities of the Applicants;

10. The Sale Transaction closed on January 31, 2020;

EXTENSION OF STAY PERIOD

11. Pursuant to the Monitor’s Expansion of Powers & Stay Extension Order, the CCAA Court, among other things, extended the Stay Period until and including April 3, 2020;

12. Since the granting of the Monitor’s Expansion of Powers & Stay Extension Order, the Applicants have acted and, with the assistance and oversight of the Monitor, continue to act in good faith and with due diligence in the CCAA Proceedings;

13. A wind-down reserve from the proceeds of the Sale Transaction was established with the Monitor, which is sufficient to fund the remaining costs anticipated as being required during the wind-down of the CCAA Proceedings (and any related wind-down proceedings such as a formal bankruptcy);

14. It is necessary and in the best interests of the Applicants and their stakeholders that the Stay Period be extended until September 30, 2020, as it will allow the Monitor to facilitate the

wind-down of the CCAA Proceedings, including addressing certain outstanding tax, administrative and wind-down issues described in the Fourth Report filed in connection with this motion;

15. The provisions of the CCAA, including section 11.02(2) thereof, and the inherent and equitable jurisdiction of this Honourable Court;

16. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended; and

17. Such further and other grounds as the lawyers may advise.

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

1. The Fourth Report of the Monitor, dated March 25, 2020;

2. Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

March 25, 2020

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TO: SERVICE LIST

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF OLD CLHC
COMPANY, OLD CBCLSC COMPANY, OLD KCRFL LIMITED, OLD 616CL LIMITED, OLD CBHC
COMPANY AND OLD CBSFC COMPANY

Applicants

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

Proceeding commenced at: TORONTO

**NOTICE OF MOTION
(Stay Extension Motion)**

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Tab 2

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) FRIDAY, THE 3RD
) DAY OF APRIL, 2020
JUSTICE HAINEY)

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 OLD CLHC COMPANY, OLD CBCLSC
COMPANY, OLD KCRFL LIMITED, OLD 616CL LIMITED,
OLD CBHC COMPANY AND OLD CBSFC COMPANY

Applicants

**ORDER
(Stay Extension)**

THIS MOTION made by Alvarez & Marsal Canada Inc. in its capacity as court-appointed monitor of the Applicants in these proceedings (the “**Monitor**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an order extending the Stay Period (as defined in paragraph 17 of the Second Amended and Restated Initial Order dated December 20, 2019) until and including September 30, 2020, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Fourth Report of the Monitor dated March 25, 2020 (the “**Fourth Report**”), and on hearing from counsel for the Monitor, the Applicants, and Brookfield Principal Credit LLC in its capacity as Term Agent and counsel for those other parties appearing as indicated by the counsel sheet, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Francesca Del Rizzo sworn March ●, 2020, filed.

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and is hereby abridged and validated so that the Motion is properly returnable today.

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the Stay Period is hereby extended from April 3, 2020 until and including September 30, 2020.

GENERAL

3. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court or administrative body in any province of Canada, the Federal Court of Canada, any administrative tribunal or other court constituted pursuant to the Parliament of Canada or any of its provinces or territories and any federal or state court or administrative body in the United States of America or any other foreign courts to act in aid of and to be complimentary to this Court in carrying out the terms of this Order.

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 OLD CLHC
 COMPANY, OLD CBCLSC COMPANY, OLD KCRFL LIMITED, OLD 616CL LIMITED, OLD CBHC
 COMPANY AND OLD CBSFC COMPANY

Court File No: CV-19-631523-00CL

Applicants

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

Proceeding commenced at: TORONTO

**ORDER
 (Stay Extension)**

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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 OLD CLHC
COMPANY, OLD CBCLSC COMPANY, OLD KCRFL LIMITED, OLD 616CL LIMITED, OLD CBHC
COMPANY AND OLD CBSFC COMPANY

Court File No: CV-19-00632079-00CL

Applicants

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

Proceeding commenced at: TORONTO

**MOTION RECORD OF THE MONITOR,
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