

COURT FILE NUMBER Q.B. No. 1884 of 2019

**COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY**

JUDICIAL CENTRE SASKATOON

**IN THE MATTER OF THE RECEIVERSHIP OF 101098672 SASKATCHEWAN LTD., MORRIS
INDUSTRIES LTD., MORRIS SALES AND SERVICE LTD., and MORRIS INDUSTRIES (USA) INC.**

-AND-

COURT FILE NUMBER BKJ 85 of 2021

**COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY**

JUDICIAL CENTRE SASKATOON

APPLICANT BANK OF MONTREAL

**RESPONDENTS 101098672 SASKATCHEWAN LTD., MORRIS INDUSTRIES LTD.,
MORRIS SALES AND SERVICE LTD., CONTOUR REALTY INC. AND
MORRIS INDUSTRIES (USA) INC.**

**IN THE MATTER OF THE BANKRUPTCY OF 101098672 SASKATCHEWAN LTD., MORRIS
INDUSTRIES LTD., MORRIS SALES AND SERVICE LTD., and MORRIS INDUSTRIES (USA) INC.**

NOTICE OF APPLICATION

(Distribution & Discharge Order)

NOTICE TO RESPONDENTS: All parties listed in the enclosed Service List

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:

Where: Court House, 520 Spadina Crescent East
Saskatoon, Saskatchewan

Date: Thursday, September 30, 2021

Time: 9:00 a.m.

**NOTE: Due to the health risks posed by the COVID-19
pandemic, all Chambers applications will be heard
by telephone unless the presiding judge has
decided otherwise. Dial-in particulars may be
obtained upon request by contacting the Office of
the Local Registrar.**

(Read the Notice at the end of this document to see what else you can do and when you must do it.)

Remedy claimed or sought:

1. An Order in substantially the form of the enclosed draft Distribution and Discharge Order:
 - (a) approving and directing a final distribution of sale proceeds to certain creditors of 101098672 Saskatchewan Ltd. ("**8672 Sask**"), Morris Industries Ltd. ("**MIL**"), Morris Sales and Service Ltd. ("**MSS**"), and/or Morris Industries (USA) Inc. ("**MUSA**"); together with 8672 Sask, MIL, MSS, and MUSA, the "**Receivership Entities**";
 - (b) vacating the Directors' Charge established by paragraph 22 of the Amended and Restated Initial Order granted by the Honourable Mr. Justice R.S. Smith on January 16, 2020 (the "**ARI Order**") in the proceedings pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, Q.B. No. 1884 of 2019, Judicial Centre of Saskatoon (the "**CCAA Proceedings**"), and affirmed by the Receivership Order granted within the receivership proceedings within Q.B. No. 1884 of 2019, Judicial Centre of Saskatoon (the "**Receivership Proceedings**") of the Honourable Mr. Justice R.W. Elson dated March 26, 2021 (the "**Receivership Order**");
 - (c) discharging Alvarez & Marsal Canada Inc. ("**A&M**") as Receiver of the Receivership Entities;
 - (d) authorizing A&M to dispose of any records of the Receivership Entities which are in its possession but no longer required (the "**Records**") if the same are not claimed by the former directors of the Receivership Entities after 60 days' notice from A&M;
 - (e) approving the activities of the A&M as Receiver, Trustee in Bankruptcy, and (formerly) Monitor of the Receivership Entities, and the fees and disbursements of A&M and its legal counsel; and
 - (f) releasing A&M from liability for its actions in its capacity as Receiver and (formerly) Monitor of the Receivership Entities.
2. Such further and other relief as counsel may request and this Honourable Court may allow.

Grounds for making this application:

3. All or substantially all of the assets of the Receivership Entities were sold prior to the granting of the Receivership Order. The Receivership Entities remained in receivership in order that funds might be distributed and certain administrative matters completed. Those tasks have now been completed, and (assuming the distributions sought herein are approved) A&M's mandate as Receiver is complete, and there is no further role for A&M to play in that regard.

4. The Director and Officer Claims Process contemplated in the Order (Director and Officer Claims Process) granted by the Honourable Mr. Justice R.W. Elson on June 18, 2021 (the "**D&O Claims Process Order**") is complete, with only one (non-material) claim having been accepted and paid.
5. As more particularly detailed in the Second Report of the Receiver dated September 27, 2021, as well as all other reports filed in these proceedings:
 - a) A&M's mandate has at all times been carried out with efficiency and integrity and with due regard for the interests of all parties; and
 - b) the professional fees and disbursements of A&M and its legal counsel are fair and reasonable in the circumstances.
6. Such further or other grounds as counsel may advise and this Honourable Court may allow.

Material or evidence to be relied on:

7. This Notice of Application, with proof of service;
8. Second Report of the Receiver dated September 27, 2021;
9. A form of draft Order (Distribution and Discharge);
10. A redline document showing the changes in the proposed Order (Distribution and Discharge) from the Saskatchewan Template Distribution and Discharge Order;
11. Such further and other materials as counsel may advise and this Honourable Court may allow.

Applicable Acts and regulations:

12. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, Part XI.

DATED at Saskatoon, Saskatchewan, this 27th day of September, 2021.

MLT AIKINS LLP

Per: 

Jeffrey M. Lee, Q.C. and Paul Olfert
Counsel for the Monitor, Alvarez & Marsal Canada
Inc.

NOTICE

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

CONTACT INFORMATION AND ADDRESS FOR SERVICE:

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