



No. S-211985  
Vancouver Registry

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

**AND**

**IN THE MATTER OF ARDENTON CAPITAL CORPORATION AND ARDENTON  
CAPITAL BRIDGING INC.**

**PETITIONERS**

**NOTICE OF APPLICATION**  
**(Stay Extension and Key Employee Retention Plan)**

Name of applicants: The Petitioners, Ardenton Capital Corporation and Ardenton Capital Bridging Inc.

To: Service List (attached hereto as **Schedule "A"**)

TAKE NOTICE that an application will be made by the applicants to the Honourable Mister Justice Macintosh by MS TEAMS at the courthouse at 800 Smithe Street, Vancouver, British Columbia, on May 6, 2021 at 9:00 a.m. for the orders set out in Part 1 below.

**PART 1: ORDERS SOUGHT**

1. Orders in substantially the form attached hereto as **Schedule "B"** and **Schedule "C"**; and
2. Such further and other relief as counsel may request and the Court may deem just.

**PART 2: FACTUAL BASIS**

1. Unless otherwise indicated, capitalized terms used in this Notice of Application have the same meaning as set out in the Petition filed in these proceedings on March 3, 2021.

**A. NATURE OF RELIEF SOUGHT**

2. In this Notice of Application, the Petitioners seek an order, among other things:
  - (a) further extending the Stay Period (as defined in the Second Amended and Restated Initial Order, defined below) to and including July 6, 2021;
  - (b) approving the key employee retention plan (the "**KERP**") offered by Ardenton to certain employees of Ardenton, and one employee of its subsidiary, Ardenton

Capital Canada Inc. (“**ACCI**”), deemed critical to complete a restructuring under these CCAA proceedings, for the continued stability of the Petitioners’ business and operations, and to formulate a plan of arrangement or compromise (a “**Plan**”), together with a charge on all of the Petitioners’ Property for the maximum amount of the KERP (the “**KERP Charge**”);

- (c) approving each of: (i) the Pre-Filing Report of KSV Restructuring Inc. (“**KSV**”) dated March 3, 2021; (ii) the First Report of KSV, in its capacity as the court-appointed monitor of the Petitioners (in such capacity, the “**Monitor**”), dated March 10, 2021; (iii) the Second Report of the Monitor dated March 25, 2021; and (iv) the Third Report of the Monitor dated April 28, 2021, and the actions and activities of the Monitor described in each of the aforementioned reports; and
- (d) sealing the sixth affidavit of James Livingstone, sworn April 27, 2021 (the “**Sixth Affidavit**”), which contains Confidential Exhibit “A”, until further order of this Court.

## **B. BACKGROUND**

- 3. On March 5, 2021 (the “**Filing Date**”), the Petitioners sought and obtained the initial order in these CCAA proceedings (the “**Initial Order**”). Among other things, the Initial Order:
  - (a) granted the initial Stay Period in favour of the Petitioners to and including March 15, 2021;
  - (b) granted each of the Administration Charge and the D&O Charge; and
  - (c) appointed the Monitor in these CCAA proceedings.
- 4. Under the Initial Order, the Court set the Comeback Hearing as March 15, 2021. At the Comeback Hearing, the Court granted an order amending and restating the Initial Order pursuant to which, among other things, the Stay Period was extended to May 7, 2021.
- 5. On March 31, 2021, the Court granted a second order amending and restating the Initial Order (the “**Second Amended and Restated Initial Order**”) pursuant to which, among other things:
  - (a) the amount of the Administration Charge was reduced from \$1.0 million to \$750,000;
  - (b) the terms of the interim financing term sheet dated March 23, 2021 entered into between ACC, as the borrower, ACBI, as the guarantor, and RCM Capital Management Ltd. (which was subsequently assigned to RCM Capital-WSC Holdings Ltd., and hereinafter referred to as the “**DIP Lender**”), as lender (the “**DIP Facility**”) were approved; and

- (c) a charge over all of the Property of each of the Petitioners in favour of the DIP Lender in respect of the DIP Facility was granted (the “**DIP Lender’s Charge**”).
6. The Court also granted orders on March 31, 2021 approving:
- (a) a claims procedure for soliciting and determining the claims against the Petitioners and against the Petitioners’ directors and officers (the “**Claims Process**”); and
  - (b) the appointment of an investors committee comprised of seven investors (the “**Investor Committee**”), representing significant investors or representatives of groups of significant investors, to work with the Monitor and the Petitioners to formulate a Plan that will be presented to the Petitioners’ creditors in due course.

**C. ACTIVITIES SINCE THE LAST STAY EXTENSION MOTION**

7. Since the Filing Date, the Petitioners, together with the Monitor, have been actively engaged with the Petitioners’ stakeholders. This included Ardenton preparing and delivering a comprehensive summary to its investors that set out a description of the financial performance of ACC and the Opcos on a combined basis compared to the previous year, and a summary of the financial performance, operations and outlooks for each of the Opcos (the “**Investor Report**”).
8. As of the date of this Notice of Application, there have been six meetings of the Investor Committee, organized by the Monitor, one of which James Livingstone, Chief Executive Officer and sole director of ACC, and President and sole director of ACBI (“**Mr. Livingstone**”), attended to present to the Investor Committee on the status of the Petitioners’ business and operations, and to address questions and concerns raised by the committee members. Two other Investor Committee meetings were attended by the management teams for each of the Petitioners’ North American Opcos and its UK Opcos, respectively.
9. These Investor Committee meetings continue to be an important aspect of these proceedings, and allow Ardenton to work collaboratively with its investors and the Monitor to develop a Plan that is acceptable to Ardenton’s stakeholders and achieves the overall objective of preserving value.
10. In addition to the Investor Committee meetings, the Ardenton team has been engaged in the following activities since the last Court attendance:
- (a) working with the Monitor to compile and respond to information requests from investors, and preparing detailed Opco presentations for the Investor Committee meetings detailed above;
  - (b) preparing, with the assistance of the Monitor, and delivering the Investor Report;
  - (c) disclaiming two long term service supply agreements with service providers no longer needed by Ardenton;

- (d) assisting the Monitor with preparing several hundred notices to “known creditors” which were delivered to creditors in accordance with the Claims Process and to assist the Monitor to deal with numerous claims and issues concerning the claims;
- (e) preparing Ardenton’s quarterly report to be delivered to its investors, which is expected to be delivered in May 2021; and
- (f) structuring and negotiating the KERP.

**D. STAY PERIOD**

- 11. Pursuant to paragraph 15 of the Second Amended and Restated Initial Order, the Stay Period expires on May 7, 2021.
- 12. In order to further advance the progress the Petitioners have made since the Filing Date with respect to these proceedings, the Petitioners are seeking to further extend the Stay Period to allow the Petitioners more time to complete its restructuring objectives and ultimately present a Plan to their stakeholders.
- 13. The extension of the Stay Period to and including July 6, 2021 is necessary in order to provide continued stability to the Petitioners’ business while the Petitioners, with the assistance of the Monitor, engage with the Investor Committee and work diligently on formulating a Plan that will be presented to the Petitioners’ creditors that is intended to maximize value for the benefit of the Petitioners’ stakeholders.
- 14. The Monitor is supportive of the extension of the Stay Period to July 6, 2021. The Petitioners are not aware of any objection to the extension of the Stay Period, including from any member of the Investor Committee.
- 15. The nine-week cash flow projections, reviewed with the Monitor and attached as Appendices “C” and “D” to the Third Report of the Monitor, projects that the Petitioners will have sufficient funding to continue operating during the extension of the Stay Period.
- 16. The Petitioners now have access to the Court-approved DIP Facility. As of the date of this Notice of Application, CAD\$1.0 million has been drawn under the DIP Facility.

**E. KEY EMPLOYEE RETENTION PLAN**

- 17. To increase the likelihood of the continued participation of certain key employees of ACC, and one employee of ACCI, ACC is proposing to offer a limited number of key employees rights under the KERP (collectively, the “**KERP Participants**”).
- 18. Mr. Livingstone will not be participating in the KERP nor will he be entitled to any payments thereunder.
- 19. As a result of the Petitioners’ financial situation and the commencement of these proceedings, the KERP Participants may seek alternative employment.

20. The amounts payable to KERP Participants are significantly less than the professional costs that would be incurred if the KERP Participants were to resign and outside professionals were required to take on their work. The KERP Participants also have specialized skills relevant to Ardenton together with historical and institutional knowledge integral to these CCAA proceedings, and there would be a steep, time-consuming and expensive learning curve for the professionals to obtain this knowledge.
21. Under the terms of the KERP each of the KERP Participants will receive a retention bonus as an incentive to continue their respective employment for the duration of these CCAA proceedings, which bonus shall be earned upon the earlier:
  - (a) the implementation by the Petitioners of a Plan, as approved by the Monitor (a “**Plan Implementation Event**”), in which case the bonus shall be payable in two installments: (i) 50% on the date of the Plan Implementation Event; and (ii) the balance on the date that is 90 days thereafter;
  - (b) the conversion of these CCAA proceedings to a different restructuring process, provided that substantially all of ACC’s business and assets have not been sold as of the date of the conversion (a “**Conversion Event**”), in which case the retention bonus shall be due and payable on the basis set out in 21(a) above; or
  - (c) the completion of any realization process through the CCAA for substantially all of the Petitioners’ business or assets (a “**Sale Completion Event**” and collectively with a Plan Implementation Event and the Conversion Event, a “**Completion Event**”), in which case the retention amount shall be due and payable within five (5) days following the Sale Completion Event.
22. In order to receive payments under the KERP, each of the KERP Participants cannot have resigned, been terminated with cause or failed to perform his or her duties and responsibilities prior to the Completion Event.
23. The list of the KERP Participants was formulated by the Petitioners in consultation with the Monitor and was approved by Mr. Livingstone as the sole director of ACC and, in the case of one KERP Participant, the sole director of ACCI.
24. The Investor Committee is supportive of the KERP.
25. The DIP Lender does not object to the KERP and the KERP Charge provided such charge is subordinate in all respects to the DIP Lender’s Charge.
26. The Petitioners are seeking a charge of up to \$496,000 to secure the payments under the KERP. The Petitioners, with the support of the Monitor, believe the amount of the proposed payments under the KERP is reasonable in the circumstances.
27. In addition, as part of the KERP, ACC is also seeking approval for the ability to: (a) redeploy KERP entitlements to other KERP Participants; or (b) substitute KERP Participants, subject to the Monitor’s approval, in the event that any of the initial KERP Participants resign or are terminated with cause prior to a Completion Event. It is

appropriate that ACC have some flexibility to replace KERP Participants, if required, or redeploy any unused portion of the KERP to compensate the other KERP Participants who may be required to take on additional tasks as a result of such resignation or termination. Given the circumstances, offering a signing bonus could be critical to attracting prospective employees with the requisite skill set. Any such incentive bonus would not exceed the maximum amount of the KERP Charge and would be subject to the approval of the Monitor and maximize recoveries to creditors.

#### **F. APPROVAL OF THE MONITOR'S REPORTS AND ACTIVITIES**

28. The Monitor has filed four reports (collectively, the "**Monitor's Reports**") in these CCAA proceedings:
- (a) the Pre-Filing Report of the Monitor, made on March 3, 2021 (the "**Pre-Filing Report**");
  - (b) the First Report of the Monitor, made on March 10, 2021 (the "**First Report**");
  - (c) the Second Report of the Monitor, made on March 25, 2021 (the "**Second Report**"); and
  - (d) the Third Report of the Monitor, made on April 28, 2021 (the "**Third Report**").

#### The Pre- Filing Report

29. The Pre-Filing Report was prepared for the purpose of providing this Honourable Court with information relating to, *inter alia*:
- (a) provide KSV Restructuring Inc.'s qualifications to act as the Monitor;
  - (b) provide background information about the Petitioner;
  - (c) report on the Petitioners' cash flow projection for the period March 3, 2021 to May 9, 2021 (the "**Cash Flow Forecast**");
  - (d) discuss the rationale for:
    - (i) the Administration Charge in the amount of \$350,000 on each of the Petitioners' Property to secure the fees and disbursements of the Petitioners' counsel, as well as the fees and disbursements of the Monitor and its independent counsel;
    - (ii) the D&O Charge in the amount of \$110,000 on the Property in favour of the sole director and the officers of the Petitioners in respect of liabilities that accrue after the making of the Initial Order;
    - (iii) the proposed priority in the Initial Order of the Administration Charge and the D&O Charge; and

- (e) recommend that this Court grant the relief sought by the Petitioners in its CCAA application materials.

### The First Report

30. The First Report is dated March 10, 2021. As further detailed therein, between the period of March 5, 2021 and March 10, 2021, the Monitor completed, *inter alia*, the following activities:

- (a) corresponding regularly with the Petitioner's management regarding all aspects of these proceedings;
- (b) participating on numerous calls with investors;
- (c) working with the Petitioner to prepare the stakeholder communication strategy and assisting to roll out same;
- (d) sending a notice to the Petitioners' creditors, as required pursuant to the CCAA;
- (e) making arrangements to have the CCAA notice published in the national edition of The Globe and Mail newspaper, in accordance with the CCAA;
- (f) corresponding with the Petitioners' creditors;
- (g) preparing a virtual data room ("Data Room") for potential interim lenders to perform diligence in respect of a DIP Facility;
- (h) monitoring the Petitioners' receipts and disbursements;
- (i) working with the Petitioners to consider the structure of a restructuring plan and its underlying business model;
- (j) framing a creditor claims process for subsequent approval by the Court;
- (k) approving the Petitioners' disclaimers of two office leases;
- (l) drafting the First Report; and
- (m) maintaining the service in these proceedings.

### The Second Report

31. The Second Report is dated March 25, 2021. As further detailed therein, between the period of March 10, 2021 and March 25, 2021, the Monitor completed, *inter alia*, the following activities:

- (a) corresponding regularly with the Petitioners' management regarding all aspects of these proceedings;

- (b) continuing to engage with investors;
- (c) working with Petitioners to put in place the Investor Committee;
- (d) speaking with several individuals who expressed an interest in sitting on the Investor Committee;
- (e) drafting the “Claims Procedure Order” and discussing same with the Petitioners;
- (f) corresponding with the Petitioners’ creditors;
- (g) preparing and updating a virtual data room for prospective lenders;
- (h) facilitating due diligence by prospective lenders;
- (i) negotiating and finalizing the “DIP Term Sheet”;
- (j) monitoring the Petitioners’ receipts and disbursements;
- (k) working with the Petitioners to consider restructuring issues;
- (l) dealing with the Petitioners’ auditors;
- (m) dealing with issues affecting the Petitioners’ United Kingdom operations, including its United Kingdom portfolio companies;
- (n) drafting the Second Report; and
- (o) maintaining the service list in these proceedings.

### The Third Report

32. The Third Report is dated April 28, 2021. As further detailed therein, between the period of March 25, 2021 and April 28, 2021, the Monitor completed, *inter alia*, the following activities:

- (a) engaging regularly with the Petitioners’ management regarding all aspects of these proceedings;
- (b) continuing to engage frequently with investors;
- (c) assisting the Petitioners to prepare the investor update;
- (d) convening six Investor Committee meetings;
- (e) responding to questions from Investor Committee members;
- (f) dealing with the “Claims Procedure” as required under the “Claims Procedure Order”;



- (g) corresponding with the Petitioners' creditors;
- (h) complying with the DIP reporting requirements providing updates to the DIP Lender;
- (i) monitoring the Petitioners' receipts and disbursements;
- (j) working with the Petitioners to consider restructuring issues, including possible frameworks for a CCAA Plan;
- (k) assisting the Petitioners regarding the terms and structure of the KERP;
- (l) drafting Third Report; and
- (m) maintaining the service list.

#### **G. NEXT STEPS**

- 33. Should the Court grant the relief sought by the Petitioners in this Notice of Application, the Petitioners intend to focus on advancing their development of a Plan, with the assistance of the Monitor. To date, there have been preliminary discussions with the Monitor with respect to the framework of a Plan.
- 34. In addition, Ardenton is currently working on finalizing its quarterly report to investors that will be finalized and delivered to the investors this May.
- 35. Based on feedback from investors to date, it has been messaged to the Petitioners that it is imperative that Ardenton continue to provide regular updates and reporting. Accordingly, many of the hours spent by the Ardenton team, including the KERP Participants, are spent preparing Court materials for these proceedings as well as addressing information requests from investors directly or through the Monitor.
- 36. The Petitioners are hopeful that a Plan will be presented to the Petitioners' stakeholders within the next few months.

#### **PART 3: LEGAL BASIS**

- 1. The Petitioners rely on:
  - (a) the CCAA;
  - (b) the Supreme Court Civil Rules, B.C. Reg. 241/2010, as amended;
  - (c) the inherent and equitable jurisdiction of this Honourable Court; and
  - (d) such further and other legal basis as counsel may advise and this Honourable Court may allow.

**A. THE STAY EXTENSION IS APPROPRIATE**

2. This Honourable Court is granted with jurisdiction to grant the extension of a stay pursuant to section 11.02(2) of the CCAA. In determining whether it is appropriate to extend a stay of proceedings, the Court should enquire whether the order sought advances the remedial purposes of the CCAA and avoids the losses that result from liquidation.

CCAA, s. 11.02(2)

*North American Tungsten, Re*, 2015 BCSC 1376 at paras. 25-26 (“***North American Tungsten***”)

3. In the early stages of a CCAA proceedings, it is appropriate for the Courts to give deference when considering extensions to a stay period, provided the good faith and due diligence requirements have been met pursuant to section 11.02(3) of the CCAA.

CCAA, s. 11.02(2) and 11.02(3)

*North American Tungsten* at para. 28

4. Since the Filing Date, the Petitioners have acted, and continue to act, in good faith and with due diligence, and circumstances exist that make granting an extension of the Stay Period appropriate. The extension will also provide the Petitioners with the time to develop a Plan.
5. The Monitor supports the extension to the Stay Period and confirms that the Petitioners have acted, and continue to act, in good faith and with due diligence.
6. The Petitioners are unaware of any creditor who opposes this relief being granted and no creditor of the Petitioners will suffer any material prejudice if the Stay Period is extended to and including July 6, 2021.

**B. THE KEY EMPLOYEE RETENTION PLAN IS APPROPRIATE**

7. The Court may exercise its discretion under its general statutory jurisdiction under s. 11 of the CCAA to approve the KERP and grant a charge securing the benefits provided under such KERP. Such plans have been approved across Canada in numerous CCAA proceedings.

*1057863 B.C. Ltd. (Re)*, 2020 BCSC 1359, paras. 100-101 (“***1057863 B.C. Ltd. (Re)***”)

8. The factors to be considered by the Court in approving a KERP will vary from case to case but the following factors will generally be present:
- (a) is the employee important to the restructuring process?
  - (b) does the employee have specialized knowledge that cannot be easily replaced?

- (c) will the employee consider other employment options if the KERP is not approved?
- (d) was the KERP developed through a consultative process involving the Monitor and other professionals? and
- (e) does the Monitor support the KERP and a charge?

*Walter Energy Canada Holdings, Inc. (Re)*, 2016 BCSC 107 at para. 58-59

*1057863 B.C. Ltd. (Re)* at para. 104

9. All of the KERP Participants are critical to the Petitioners and to these CCAA proceedings as they are experienced employees with specialized skills relevant to Ardenton who have played significant roles in the initiatives taken to date, including those activities noted above, which have provided them with knowledge and information that is critical to the success of these CCAA proceedings.
10. Some of the KERP Participants have already been approached by potential employers and corporate head-hunters, and one of the employees who was to be included in the KERP has secured alternative employment and has recently resigned. The KERP provides appropriate incentives for the KERP Participants to remain in their current positions and also compensates them for their critical assistance in these CCAA proceedings.
11. The Monitor supports the KERP, and it has discussed the terms with the Investor Committee and they are also supportive of the proposed terms of the KERP.
12. The KERP is necessary to ensure these key employees continue their employment with the Ardenton group while the Petitioners work to complete its restructuring with the ultimate objective to formulate a Plan.

### **C. THE SEALING ORDER IS APPROPRIATE**

13. The Confidential Exhibit "A" to the Sixth Affidavit contains individually identifiable personal and financial information of the KERP Participants. In order to protect the confidentiality of such information relating to the KERP Participants, and in order to minimize disruption during these CCAA proceedings, the Petitioners are seeking an order sealing the Sixth Affidavit, which contains Confidential Appendix "A", until further order of this Court.
14. No party will be prejudiced if this information is subject to the Sealing Order.
15. The Court has jurisdiction to order that certain materials filed with the Court be sealed in the Court file. The Supreme Court of Canada has stated that such order can be granted where:

- (a) such an order is necessary in order to prevent serious risk to an important interest, including a commercial interest, in the context of litigation because reasonably alternative measures will not prevent the risk; and
- (b) the salutary effects of the confidentiality order, including the effects on the right of civil litigants to a fair trial, outweigh its deleterious effects, including the effects on the right to free expression, which in this context includes the public interest in open and accessible court proceedings.

*Sierra Club of Canada (Minister of Finance)*, 2002 SCC 41 at para. 53 (“**Sierra Club**”)

- 16. The information sought to be sealed fits squarely within the test established by *Sierra Club*.
- 17. A sealing order is required because the unredacted copy of the KERP terms, which is attached as Confidential Appendix “A” to the Sixth Affidavit, contains individually identifiable personal and financial information, the dissemination of which could be prejudicial to Ardenton, the KERP Participants and/or cause irreparable harm within the organization.
- 18. The procedure to be followed in British Columbia for seeking a sealing order is set out in the Supreme Court of British Columbia PD-58, *Sealing Orders in Civil and Family Proceedings* (effective February 10, 2020), which the Petitioners will comply with (modified as necessary in light of remote hearing requirements).

**D. THE MONITOR’S REPORTS AND ACTIVITIES SHOULD BE APPROVED**

- 19. The Monitor's Reports outline the specific activities taken by the Monitor to-date, and for which the Monitor is seeking approval by this Honourable Court.
- 20. Approval of the Monitor's activities is appropriate in these circumstances because such approval will:
  - (a) allow the Monitor, the Petitioners, and other stakeholders to move forward confidently with the next steps in these CCAA proceedings;
  - (b) bring the Monitor's activities in issue before this Court, providing an opportunity for the concerns of this Court, the Petitioners, and/or other stakeholders to be addressed, and any problems to be rectified in a timely way;
  - (c) provide certainty and finality in these CCAA proceedings and activities undertaken by the Monitor, while providing an opportunity for the Petitioners and the stakeholders to raise specific objections and concerns;
  - (d) enable this Court, tasked with supervising these CCAA proceedings, to satisfy itself that the Monitor's court-mandated activities have been conducted in a prudent and diligent manner;

- (e) provide protection for the Monitor, not otherwise provided by statute; and
- (f) protect creditors from delay that would be caused by:
  - (i) re-litigation of steps taken to-date; and
  - (ii) potential indemnity claims by the Monitor.

*Target Canada Co (Re)*, 2015 ONSC 7574 at paras 12 and 23

- 21. In addition, the approval sought by the Monitor is not a general approval of its activities to-date, but is the approval of the specific activities taken by the Monitor to-date, all of which are detailed in the Monitor's Reports.

#### **E. CONCLUSION**

- 22. As set out in the cash flow projections attached as Appendices “C” and “D” to the Third Report, it is anticipated that the Petitioners will have sufficient cash to fund its operations for the duration of the extended Stay Period.
- 23. Since the granting of the Initial Order, the Petitioners have acted and continue to act in good faith and with due diligence to complete a restructuring under the CCAA and stabilize their business and operations.
- 24. The Petitioners continue to carry on their business in accordance with the CCAA and the Initial Order. None of the Petitioners’ stakeholders will suffer material prejudice if the relief is granted in this Notice of Application as requested, and the Monitor is supportive of this relief.

#### **PART 4: MATERIAL TO BE RELIED ON**

- 1. Pre-Filing Report of KSV Restructuring Inc., dated March 3, 2021;
- 2. First Report of KSV Restructuring Inc., dated March 10, 2021;
- 3. Second Report of KSV Restructuring Inc., made on March 25, 2021;
- 4. Third Report of KSV Restructuring Inc., made on April 28, 2021;
- 5. Affidavit #5 of James Livingstone, made on April 27, 2021;
- 6. Affidavit #6 of James Livingstone, made on April 27, 2021; and
- 7. Such further and other material as counsel may advise and as this Honourable Court may allow.

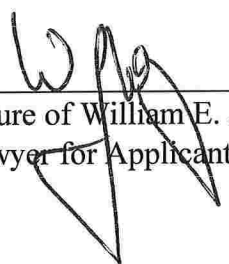
The applicants estimate that the application will take 1 hour.

- This matter is not within the jurisdiction of a master.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
  - (i) you intend to refer to at the hearing of this application, and
  - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
  - (i) a copy of the filed application response;
  - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
  - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: April 28, 2021

  
\_\_\_\_\_  
Signature of William E. J. Skelly  
 Lawyer for Applicant

***To be completed by the court only:***

Order made  
in the terms requested in paragraphs ..... of Part 1 of  
this notice of application

with the following variations and additional terms:  
.....  
.....  
.....

Date: .....[dd/mmm/yyyy].....

Signature of  Judge  Master

## Appendix

### THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

**SCHEDULE "A"**

(Service List)



**IN THE SUPREME COURT OF BRITISH COLUMBIA**  
**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.**  
**1985, c. C-36**

**AND**

**IN THE MATTER OF ARDENTON CAPITAL CORPORATION AND ARDENTON  
CAPITAL BRIDGING INC.**

**PETITIONERS**

**SERVICE LIST**

**April 6, 2021**

<p><b>Aird &amp; Berlis LLP</b> 1800-181 Bay Street Toronto, Ontario M5J 2T9</p> <p>Co-counsel to the Petitioners</p>	<p>Kyle B. Plunkett (416) 865-3406 <a href="mailto:kplunkett@airdberlis.com">kplunkett@airdberlis.com</a></p> <p>D. Robb English (416) 865-4748 <a href="mailto:renglish@airdberlis.com">renglish@airdberlis.com</a></p> <p>Jonathan Yantzi (416) 865-4733 <a href="mailto: jyantzi@airdberlis.com">jyantzi@airdberlis.com</a></p>
<p><b>MLT Aikins LLP</b> 2600-1066 West Hastings Street Vancouver, British Columbia V6E 3X1</p> <p>Co-counsel to the Petitioners</p>	<p>William E. J. Skelly (604) 608-4597 <a href="mailto:wskelly@mltaikins.com">wskelly@mltaikins.com</a></p> <p>Thomas W. Clifford (604) 608-4555 <a href="mailto:tclifford@mltaikins.com">tclifford@mltaikins.com</a></p> <p>Vanessa Mensink (604) 608-4582 <a href="mailto:vmensink@mltaikins.com">vmensink@mltaikins.com</a></p>

<p><b>KSV Restructuring Inc.</b> 2308-150 King Street West Toronto, Ontario M5H 1J9</p> <p>Monitor</p>	<p>Bobby Kofman (416) 932-6228 <a href="mailto:bkofman@ksvadvisory.com">bkofman@ksvadvisory.com</a></p> <p>Noah Goldstein (416) 932-6207 <a href="mailto:ngoldstein@ksvadvisory.com">ngoldstein@ksvadvisory.com</a></p> <p>Esther Mann (416) 932-6009 <a href="mailto:emann@ksvadvisory.com">emann@ksvadvisory.com</a></p>
<p><b>DLA Piper (Canada) LLP</b> 6000-100 King Street West Toronto, Ontario M5X 1E2</p> <p>2800-666 Burrard Street Vancouver, British Columbia V6C 2Z7</p> <p>Counsel to the Monitor</p>	<p>Edmond Lamek (416) 365-3444 <a href="mailto:edmond.lamek@dlapiper.com">edmond.lamek@dlapiper.com</a></p> <p>Colin Brousson (604) 643-6400 <a href="mailto:colin.brousson@dlapiper.com">colin.brousson@dlapiper.com</a></p> <p>Jeffrey Bradshaw (604) 643-2941 <a href="mailto:jeffrey.bradshaw@dlapiper.com">jeffrey.bradshaw@dlapiper.com</a></p>
<p><b>Nathanson, Schachter &amp; Thompson LLP</b> 750-900 Howe Street Vancouver, British Columbia V6Z 2M4</p> <p>Counsel to the Petitioners' Directors and Officers</p>	<p>Peter J. Reardon (778) 328-8940 <a href="mailto:preardon@nst.ca">preardon@nst.ca</a></p> <p>Jessica Pinard <a href="mailto:jpinard@nst.ca">jpinard@nst.ca</a></p>
<p><b>Attorney General of Canada</b> Department of Justice Canada Ontario Regional Office, Tax Law Section 400-120 Adelaide Street West Toronto, Ontario M5H 1T1</p>	<p>Diane Winters (647) 256-7459 <a href="mailto:diane.winters@justice.gc.ca">diane.winters@justice.gc.ca</a></p> <p>Maria Vujnovic (647) 256-7455 <a href="mailto:maria.vujnovic@justice.gc.ca">maria.vujnovic@justice.gc.ca</a></p>
<p><b>Ministry of Finance (Ontario)</b> Insolvency Unit 33 King Street West, 6th Floor Oshawa, Ontario L1H 8H5</p>	<p><a href="mailto:insolvency.unit@ontario.ca">insolvency.unit@ontario.ca</a></p>

<p><b>Ontario Securities Commission</b> 20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8</p>	<p>Joyce Taylor <a href="mailto:jtaylor@osc.gov.on.ca">jtaylor@osc.gov.on.ca</a></p>
<p><b>Ministry of Attorney General (British Columbia)</b> Legal Services Branch PO Box 9290 Stn Prov Govt Victoria, BC V8W 9J7</p>	<p>Aaron Welch (250) 356-8589 <a href="mailto:aaron.welch@gov.bc.ca">aaron.welch@gov.bc.ca</a></p> <p>Cindy Cheuk <a href="mailto:Cindy.Cheuk@gov.bc.ca">Cindy.Cheuk@gov.bc.ca</a></p> <p><a href="mailto:AGLSBRevTaxInsolvency@gov.bc.ca">AGLSBRevTaxInsolvency@gov.bc.ca</a></p>
<p><b>Department of Justice Canada</b> British Columbia Regional Office 900-840 Howe Street Vancouver, BC V6Z 2S9</p> <p>Counsel to Her Majesty The Queen in right of Canada</p>	<p>Christine Matthew (604) 666-5891 <a href="mailto:Christine.Matthews@justice.gc.ca">Christine.Matthews@justice.gc.ca</a></p> <p>Marina Karpova <a href="mailto:Marina.Karpova@justice.gc.ca">Marina.Karpova@justice.gc.ca</a></p>
<p><b>British Columbia Securities Commission</b> 12th Floor 701 W. Georgia Street Vancouver, BC V7Y 1L2</p>	<p>Kai Shi (604) 899-6838 <a href="mailto:kshi@bcsc.bc.ca">kshi@bcsc.bc.ca</a></p>

<p><b>The Toronto-Dominion Bank</b> 1933 Willingdon Avenue, 2nd Floor Burnaby, British Columbia V5C 5J3</p> <p>And</p> <p><b>The Toronto-Dominion Bank (Commercial Baking)</b> P.O. Box 1001, Pacific Centre 700 West Georgia Street, 2nd Floor Vancouver I.B.C. V7Y 1A2</p> <p>And</p> <p><b>The Toronto-Dominion Bank</b> TD Tower, 66 Wellington St. West, 39th Floor Toronto, Ontario, M5K 1A2</p>	<p>Christopher Keane (604) 654-3944 <a href="mailto:christopher.keane@td.com">christopher.keane@td.com</a></p> <p>Michelle Madore (604) 654-3055 <a href="mailto:michelle.madore@td.com">michelle.madore@td.com</a></p> <p>Andrew Laukkanen (604) 654-3195 <a href="mailto:andrew.laukkanen@td.com">andrew.laukkanen@td.com</a></p> <p>Michael Vos (416) 308-4076 <a href="mailto:michael.vos@td.com">michael.vos@td.com</a></p>
<p><b>HSBC Bank Canada</b> Personal Lending 855 West Georgia Street, 2nd Floor Vancouver, British Columbia V6C 3G1</p>	<p>Fareen Mohan <a href="mailto:fareen.mohan@hsbc.ca">fareen.mohan@hsbc.ca</a></p> <p>Janette T. Wong (604) 641-1127 <a href="mailto:janette_t_wong@hsbc.ca">janette_t_wong@hsbc.ca</a></p>
<p><b>Dentons Canada LLP</b> 20th Floor, 250 Howe Street Vancouver, BC V6C 3R8</p> <p>Counsel to HSBC</p>	<p>Tevia Jeffries (604) 691-6427 <a href="mailto:tevia.jeffries@dentons.com">tevia.jeffries@dentons.com</a></p> <p>Sarah Howes <a href="mailto:sarah.howes@dentons.com">sarah.howes@dentons.com</a></p>
<p><b>Nansil Inc.</b></p>	<p>Richard Gotlib <a href="mailto:richard.gotlib@gmail.com">richard.gotlib@gmail.com</a></p>
<p><b>Bentall Kennedy (Canada) Limited Partnership,</b> Suite 1100 - One York Street, Toronto, ON, M5J0B6.</p>	<p>Geoff Rayner, Sr Director, Leasing (416) 681-3400 <a href="mailto:geoff.rayner@bentallgreenoak.com">geoff.rayner@bentallgreenoak.com</a></p>

<p><b>Oxford Properties Group,</b> MNP Tower, Suite 1280, 1021 West Hastings Street, Vancouver, BC, V6E0C3</p>	<p>Susan Wali, Property Administrator (604) 893-3240 <a href="mailto:swali@oxfordproperties.com">swali@oxfordproperties.com</a></p>
<p><b>Lawson Lundell LLP</b> 1600 - 925 West Georgia Street, Vancouver, BC V6C 3L2</p> <p>Creditor</p>	<p>William Roberts (604) 631-9163 <a href="mailto:wroberts@lawsonlundell.com">wroberts@lawsonlundell.com</a></p>
<p><b>Blake, Cassels &amp; Graydon LLP</b> 595 Burrard Street, Suite 2600 Vancouver, BC V7X 1L3</p> <p>Counsel to Oxford Management Services Inc.</p>	<p>Claire Hildebrand (604) 631-3331 <a href="mailto:claire.hildebrand@blakes.com">claire.hildebrand@blakes.com</a></p>
<p><b>Fasken Martineau DuMoulin LLP</b> 550 Burrard Street, Suite 2900 Vancouver, British Columbia V6C 0A3</p> <p>Counsel to Montrusco Bolton Investments Inc., Montrusco Bolton Alternative Fund L.P., MBI/Ardenton Private Equity Income Fund, L.P. and MBI/Ardenton Private Equity Income and Growth Fund, L.P.</p>	<p>Kibben Jackson (604) 631-4786 <a href="mailto:kjackson@fasken.com">kjackson@fasken.com</a></p>
<p><b>Office of the Superintendent of Bankruptcy</b> Innovation, Science and Economic Development Canada</p>	<p>Marie Wu (236) 334-3514 <a href="mailto:marie.wu@canada.ca">marie.wu@canada.ca</a></p>
<p><b>Thornton Grout Finnigan LLP</b> Suite 3200, 100 Wellington Street West P.O. Box 329, Toronto-Dominion Centre Toronto, ON M5K 1K7</p> <p>Counsel to Leone Financial Corporation, shareholder of 1971035 Ontario Inc.</p>	<p>Rebecca Kennedy (416) 304-0603 <a href="mailto:Rkennedy@tgf.ca">Rkennedy@tgf.ca</a></p> <p>Adrienne Ho (647) 354-4122 <a href="mailto:AHo@tgf.ca">AHo@tgf.ca</a></p>

<p><b>Clark Wilson LLP</b> 900-885 West Georgia Street Vancouver, BC V6C 3H1</p> <p>Counsel to RCM Capital Management Ltd.</p>	<p>Nick Carlson (604) 891-7797 <a href="mailto:NCarlson@cwilson.com">NCarlson@cwilson.com</a></p> <p>Deborah Hamann-Trou <a href="mailto:DHamann-Trou@cwilson.com">DHamann-Trou@cwilson.com</a></p> <p>Christopher Ramsay <a href="mailto:CRamsay@cwilson.com">CRamsay@cwilson.com</a></p>
<p><b>Minden Gross LLP</b> 2200 - 145 King Street West Toronto, ON M5H 4G2</p> <p>Counsel for the Landlord of 18 King Street East, Toronto, ON, KS King and Victoria Inc.</p>	<p>Timothy R. Dunn (416) 369-4335 <a href="mailto:tdunn@mindengross.com">tdunn@mindengross.com</a></p> <p>Stephen Skorbinski (416) 369-4286 <a href="mailto:sskorbinski@mindengross.com">sskorbinski@mindengross.com</a></p> <p>Benjamin Radcliffe (416) 369-4112 <a href="mailto:bradcliffe@mindengross.com">bradcliffe@mindengross.com</a></p>
<p><b>EQUICAPITA</b> Suite 2210, 8561 8A Avenue SW, Calgary, AB T3H 0V5</p>	<p>Stephen Johnston (403)218-6506 <a href="mailto:sjohnston@equicapita.com">sjohnston@equicapita.com</a></p>

### Email Distribution List

[kplunkett@airdberlis.com](mailto:kplunkett@airdberlis.com); [renglish@airdberlis.com](mailto:renglish@airdberlis.com); [jyantzi@airdberlis.com](mailto:jyantzi@airdberlis.com);  
[wskelly@mltaikins.com](mailto:wskelly@mltaikins.com); [tclifford@mltaikins.com](mailto:tclifford@mltaikins.com); [vmensink@mltaikins.com](mailto:vmensink@mltaikins.com);  
[bkofman@ksvadvisory.com](mailto:bkofman@ksvadvisory.com); [ngoldstein@ksvadvisory.com](mailto:ngoldstein@ksvadvisory.com); [emann@ksvadvisory.com](mailto:emann@ksvadvisory.com);  
[edmond.lamek@dlapiper.com](mailto:edmond.lamek@dlapiper.com); [colin.brousson@dlapiper.com](mailto:colin.brousson@dlapiper.com); [preardon@nst.ca](mailto:preardon@nst.ca); [jpinaard@nst.ca](mailto:jpinaard@nst.ca);  
[diane.winters@justice.gc.ca](mailto:diane.winters@justice.gc.ca); [maria.vujnovic@justice.gc.ca](mailto:maria.vujnovic@justice.gc.ca); [insolvency.unit@ontario.ca](mailto:insolvency.unit@ontario.ca);  
[jtaylor@osc.gov.on.ca](mailto:jtaylor@osc.gov.on.ca); [aaron.welch@gov.bc.ca](mailto:aaron.welch@gov.bc.ca); [Cindy.Cheuk@gov.bc.ca](mailto:Cindy.Cheuk@gov.bc.ca);  
[AGLSBRevTaxInsolvency@gov.bc.ca](mailto:AGLSBRevTaxInsolvency@gov.bc.ca); [kshi@bcsc.bc.ca](mailto:kshi@bcsc.bc.ca); [christopher.keane@td.com](mailto:christopher.keane@td.com);  
[michelle.madore@td.com](mailto:michelle.madore@td.com); [andrew.laukkanen@td.com](mailto:andrew.laukkanen@td.com); [michael.vos@td.com](mailto:michael.vos@td.com);  
[fareen.mohan@hsbc.ca](mailto:fareen.mohan@hsbc.ca); [janette\\_t\\_wong@hsbc.ca](mailto:janette_t_wong@hsbc.ca); [richard.gotlib@gmail.com](mailto:richard.gotlib@gmail.com);  
[swali@oxfordproperties.com](mailto:swali@oxfordproperties.com); [wroberts@lawsonlundell.com](mailto:wroberts@lawsonlundell.com); [claire.hildebrand@blakes.com](mailto:claire.hildebrand@blakes.com);  
[kjackson@fasken.com](mailto:kjackson@fasken.com); [marie.wu@canada.ca](mailto:marie.wu@canada.ca); [Rkennedy@tgf.ca](mailto:Rkennedy@tgf.ca);  
[Christine.Matthews@justice.gc.ca](mailto:Christine.Matthews@justice.gc.ca); [Marina.Karpova@justice.gc.ca](mailto:Marina.Karpova@justice.gc.ca);  
[geoff.rayner@bentallgreenoak.com](mailto:geoff.rayner@bentallgreenoak.com); [AHo@tgf.ca](mailto:AHo@tgf.ca); [NCarlson@cwilson.com](mailto:NCarlson@cwilson.com); [DHamann-Trou@cwilson.com](mailto:DHamann-Trou@cwilson.com);  
[CRamsay@cwilson.com](mailto:CRamsay@cwilson.com); [tevia.jeffries@dentons.com](mailto:tevia.jeffries@dentons.com);  
[sarah.howes@dentons.com](mailto:sarah.howes@dentons.com); [tdunn@mindengross.com](mailto:tdunn@mindengross.com); [sskorbinski@mindengross.com](mailto:sskorbinski@mindengross.com);  
[bradcliffe@mindengross.com](mailto:bradcliffe@mindengross.com); [jeffrey.bradshaw@dlapiper.com](mailto:jeffrey.bradshaw@dlapiper.com); [sjohnston@equicapita.com](mailto:sjohnston@equicapita.com)

**SCHEDULE "B"**

(Order Made After Application)  
(Stay Extension and Key Employee Retention Plan)

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF ARDENTON CAPITAL CORPORATION AND  
ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

**ORDER MADE AFTER APPLICATION**

**(Stay Extension and Key Employee Retention Plan)**

BEFORE THE HONOURABLE )  
MR. JUSTICE MACINTOSH ) May 6, 2021

ON THE APPLICATION of the Petitioners coming on for hearing by MS TEAMS at Vancouver, British Columbia, on the 6<sup>th</sup> day of May, 2021; AND ON HEARING William E.J. Skelly and Kyle Plunkett, counsel for the Petitioners, Colin Brousson, counsel for the Monitor, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the Fifth Affidavit of James Livingstone, made on April 27, 2021 (the "**Livingstone #5 Affidavit**"), the Sixth Affidavit of James Livingstone, made on April 27, 2021 (the "**Livingstone #6 Affidavit**"), the Pre-Filing Report of the KSV Restructuring Inc. (the "**Monitor**"), made on March 3, 2021, the First Report of the Monitor, made on March 10, 2021, the Second Report of the Monitor, made on March 25, 2021, and the Third Report of the Monitor, made on April 28, 2021 (collectively, the "**Monitor's Reports**"); AND UPON BEING ADVISED that the secured creditors who are likely to be affected by the charges created herein were given notice; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended, the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;



THIS COURT ORDERS AND DECLARES THAT:

1. Unless otherwise indicated, the definitions contained in this Order have the same meaning as defined in the Second Amended and Restated Initial Order filed in these proceedings on April 1, 2021.
2. The Stay Period be and is hereby extended to and including July 6, 2021.
3. The key employee retention plan (the “**KERP**”) of the Petitioner, Ardenton Capital Corporation (“**ACC**”), and its subsidiary, Ardenton Capital Canada Inc., which is described in the Livingstone #5 Affidavit, and in unredacted form in Confidential Exhibit “A” of the Livingstone #6 Affidavit, filed under Sealing Order, be and is hereby approved, and ACC is authorized and directed to make the payments contemplated thereunder should the employees become entitled thereto in accordance with the terms and conditions of the KERP.
4. Each of the beneficiaries of the KERP shall be entitled to the benefit of and are hereby granted a charge on the Property (the “**KERP Charge**”), which KERP Charge shall not exceed an aggregate amount of \$496,000, to secure the amounts payable under the KERP pursuant to section 3 herein. The KERP Charge shall have the priority set out in section 5 herein.
5. The KERP Charge shall have the benefit of paragraphs 41 through 46 of the Second Amended and Restated Initial Order and constitute a “Charge”. The KERP Charge shall rank in priority to all Encumbrances other than: (a) the liens and encumbrances in favour of HSBC Bank Canada against the Property existing as at the date of the Initial Order; (b) the Administration Charge; (c) the Interim Lender’s Charge; and (d) the Director’s Charge, such that the priorities of the Administration Charge, the Directors’ Charge, the KERP Charge, the Intercompany Charge and the Interim Lender’s Charge, as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$750,000);

Second – Interim Lender’s Charge;

Third – Director’s Charge (to the maximum amount of \$240,000);

Fourth – KERP Charge (to the maximum amount of \$496,000); and

Fifth – Intercompany Charge in the case of the Property of ACC.

6. In the event that any of the beneficiaries of the KERP are terminated with cause or resign prior to being entitled to receiving payment thereunder, ACC may be permitted to substitute such employee or employees with a new employee, with the approval of the Monitor, provided that any such substitution shall not exceed the total aggregate of the KERP Charge.

7. The Monitor's Reports, and the actions and conduct of the Monitor, as particularized therein, are hereby approved.

8. Endorsement of this Order by counsel appearing on this Notice of Application, except for counsel for the Petitioners, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

\_\_\_\_\_  
Signature of William E.J. Skelly  
 Party  Lawyer for the Petitioners

BY THE COURT

\_\_\_\_\_  
REGISTRAR

**SCHEDULE "C"**

(Sealing Order)

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF ARDENTON CAPITAL CORPORATION AND  
ARDENTON CAPITAL BRIDGING INC.

PETITIONERS

SEALING ORDER

BEFORE THE HONOURABLE )  
MR. JUSTICE MACINTOSH ) May 6, 2021

ON THE APPLICATION of the Petitioners coming on for hearing by MS TEAMS at Vancouver, British Columbia, on the 6<sup>th</sup> day of May, 2021; AND ON HEARING William E.J. Skelly and Kyle Plunkett, counsel for the Petitioners, Colin Brousson, counsel for the Monitor, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including the Fifth Affidavit of James Livingstone, made on April 27, 2021, the Sixth Affidavit of James Livingstone, made on April 27, 2021 (the "**Livingstone #6 Affidavit**"), and the Third Report of the Monitor, made on April 28, 2021; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended, the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. Access to Sealed Items permitted by:

- Counsel of Record
- Parties of Record
- Further Court Order
- Others

**Items to be sealed**

Document Name	Date filed <i>(Date on Court Stamp)</i>	Number of copies filed, including any extra copies for the judge	Duration of sealing order <i>(to specific date or until further order)</i>	Sought	Granted	
					YES	NO
1) <u>Entire File</u>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2) <u>Specific Documents</u>  The Livingstone #6 Affidavit	To be filed	Two - One copy, to be sealed in the file, and one copy to be included in the Application Record for the Honourable Judge.	Until further Order.	X	<input type="checkbox"/>	<input type="checkbox"/>
3) <u>Clerk's Notes</u>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4) <u>Order</u>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5) <u>Reasons for Judgment</u>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Endorsement of this Order by counsel appearing on this Notice of Application, except for counsel for the Petitioners, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

\_\_\_\_\_  
Signature of William E.J. Skelly  
 Party  Lawyer for the Petitioners

BY THE COURT

\_\_\_\_\_  
REGISTRAR