



Court File No.: CV-11-9283-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**THE HONOURABLE MR  
JUSTICE WILTON-SIEGEL**

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**THURSDAY, THE 26<sup>TH</sup> DAY  
OF FEBRUARY 2015**

**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  
UNIQUE BROADBAND SYSTEMS INC.**

**ORDER**

**THIS MOTION**, made by Unique Broadband Systems Inc. ("**UBS**") and UBS Wireless Services Inc. (together, the "**Applicants**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Affidavit of Victor Wells sworn 19 February 2015 (the "**Wells Affidavit**"), the Affidavit of Grant McCutcheon sworn 25 February 2015, the Twenty-fourth Report of Duff & Phelps Canada Restructuring Inc. (the "**Monitor**") dated 24 February 2015 (the "**Twenty-fourth Report**"), the Affidavit of Mitch Vininsky sworn 24 February 2015, the Affidavits of Tracy Wynne sworn **20 July 2012 and 19 February 2015** and the Affidavit of Jay Swartz sworn 19 February 2015 (the "**Fee Affidavits**") , and on hearing the submissions of counsel for the Applicants, the Monitor and other counsel present,

1. **THIS COURT ORDERS** that the Stay Period as defined in the Initial Order dated 5 July 2011 (the “**Initial Order**”) be and is hereby extended from 27 February 2015 to 15 May 2015.
2. **THIS COURT ORDERS** that the actions and conduct of the Applicants’ former and current officers and directors (the “**Officers and Directors**”) from the date of the Initial Order to the termination of these proceeding be and is hereby ratified and approved.
3. **THIS COURT ORDERS AND DECLARES** that the Officers and Directors are hereby released and discharged from any and all liability that they now have or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Officers and Director while acting in their capacity as officers and directors, save and except for any gross negligence or wilful misconduct on the part of the Officers and Directors.
4. **THIS COURT ORDERS** that the accounts of Gowling Lafleur Henderson LLP (“**Gowlings**”) described in the Wells Affidavit be and are hereby approved and the payment of those accounts by the Applicants be and is hereby ratified and approved.
5. **THIS COURT ORDERS** that the accounts of the Monitor and its counsel, including the fee accrual, as described in the Twenty-fourth Report and the Fee Affidavits be and are hereby approved and the payment of those accounts by the Applicants be and is hereby ratified.
6. **THIS COURT ORDERS** that the actions and conduct of the Monitor as set forth in the Twenty-fourth Report be and are hereby ratified and approved.
7. **THIS COURT ORDERS AND DECLARES** that the Monitor is hereby released and discharged from any and all liability that the Monitor now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Monitor while acting in its capacity as Monitor herein, save and except for any gross negligence or wilful misconduct on the Monitor’s part. Without limiting the generality of the foregoing, the Monitor is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within proceedings, save and except for any gross negligence or wilful misconduct on the Monitor's part.

8. **THIS COURT ORDERS** that the Applicants be and are hereby authorized and directed to call a meeting of the shareholders of UBS for 4 May 2015 (the “**Shareholder Meeting**”) in accordance with the following timetable:
- (a) By 20 March 2015: (i) Alex Dolgonos, DOL Technologies Inc., 2064818 Ontario Inc. and 6138241 Canada Inc. (collectively, the “**Dolgonos Parties**”); and (ii) Robert Ulicki and Clareste Wealth Management Inc. (collectively, the “**Ulicki Parties**”), shall provide to UBS: (i) the information in respect of their proposed director nominees, if any, listed on the attached **Schedule 1**; and (ii) up to 500 words describing any proposal(s) they wish to have considered at the Shareholder Meeting, for inclusion in UBS’ information circular.
  - (b) By 30 March 2015, the Dolgonos Parties and the Ulicki Parties will, if they have proposed nominees, provide to UBS dissident information circulars, which shall include information regarding their respective visions for the Applicant’s post-CCAA business.
  - (c) By 2 April 2015: (i) UBS’ information circular in respect of the Shareholder Meeting and any dissident information circulars provided by the Dolgonos Parties and the Ulicki Parties to UBS will be posted by UBS on the Monitor’s website ([www.duffphelps.com/intl/en-ca/Pages/RestructuringCases.aspx](http://www.duffphelps.com/intl/en-ca/Pages/RestructuringCases.aspx)) and UBS’ website ([www.uniquebroadband.com](http://www.uniquebroadband.com)); and (ii) the required notices and form of proxy will be mailed by UBS to shareholders.
9. **THIS COURT ORDERS** that Victor Wells shall be the Chair of the Shareholder Meeting, but shall have no second or casting vote.
10. **THIS COURT ORDERS** that any issues arising out of or relating to the Shareholder Meeting shall be resolved by this Court.
11. **THIS COURT ORDERS** that the filing of a proof of claim by Louis Mitrovich against UBS subsequent to the bar date set forth in the Order dated 4 August 2011 be and is hereby approved.



12. **THIS COURT ORDERS** that, subject to the determination of the claim of Douglas Reeson (the “**Reeson Claim**”), the Applicants are hereby authorized and directed to pay the claims set forth on the attached **Schedule 2** on or before the later of: (i) 4 May 2015; and (ii) the determination of the Reeson Claim, and upon payment of the amounts set forth on Schedule 2, the claims of each of the Applicants’ creditors shall be settled, compromised and released.

13. **THIS COURT ORDERS** that upon:

- (a) the payment by the Applicants of the amounts referenced in paragraph 12 and Schedule 2;
- (b) the completion of the Shareholder Meeting and the resolution of any disputes relating to or arising out of the Shareholder Meeting;
- (c) the payment of the professional fees and expenses of the Monitor and its counsel, and Gowlings rendered in connection with these proceeding, and
- (d) the service and filing of a final report of the Monitor,


the Monitor shall, upon approval of the Court, file a certificate substantially in the form attached as **Schedule 3** (the “**Termination Certificate**”).

14. **THIS COURT ORDERS** that upon the filing of the Termination Certificate:

- (a) these proceedings shall be dismissed and terminated;
- (b) the Monitor shall be discharged as Monitor of the Applicants, provided however that notwithstanding its discharge herein the Monitor shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Monitor; and
- (c) all Charges established by the Initial Order shall be terminated, released and discharged.

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

FEB 27 2015  
TORONTO 3639403

  
\_\_\_\_\_  
Natasha Brown  
Registrar

## SCHEDULE 1

1. The following information for each person proposed to be nominated for election as a director (a "proposed director"):
  - (a) The name, province or state, and country of residence, of each proposed director.
  - (b) The present principal occupation, business or employment of each proposed director, and The name and principal business of any company in which any such employment is carried on. Furnish similar information as to all of the principal occupations, businesses or employments of each proposed director within the five preceding years.
  - (c) The number of securities of each class of voting securities of the company or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by each proposed director.
  - (d) If securities carrying 10 per cent or more of the voting rights attached to all voting securities of the company or of any of its subsidiaries are beneficially owned, or controlled or directed, directly or indirectly, by any proposed director and the proposed director's associates or affiliates,
    - (i) state the number of securities of each class of voting securities beneficially owned, or controlled or directed, directly or indirectly, by the associates or affiliates; and
    - (ii) name each associate or affiliate whose security holdings are 10 per cent or more.
2. If a proposed director
  - (a) is, as at the date of the information circular, or has been, within 10 years before the date of the information circular, a director, chief executive officer or chief financial officer of any company that,
    - (i) was subject to an a cease trade or similar order or any other order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of 30 consecutive days (an "order") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
    - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

state the fact and describe the basis on which the order was made and whether the order is still in effect; or

- (b) is, as at the date of the information circular, or has been within 10 years before the date of the information circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or
  - (c) has, within the 10 years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director, state the fact.
3. The penalties or sanctions imposed and the grounds on which they were imposed, or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a proposed director has been subject to
- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
  - (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.
3. If any proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the company acting solely in such capacity, name the other person or company and describe briefly the arrangement or understanding.



## SCHEDULE 2

<b>Creditor</b>	<b>Claim</b>
Alex Dolgonos and DOL Technologies Inc.	\$500,000
Grant McCutcheon	\$200,000
Stellarbridge Management Group	\$150,000
Peter Minaki	\$92,861
Louis Mitrovich	\$38,473
Gorrissen Federspiel	\$32,116
Goldman Sloan Nash & Haber LLP	\$22,397
Heenan Blaikie LLP	\$6,149
Douglas Reeson	\$TBD
2064818 Ontario Inc.	\$0
Gerald McGoey and Jolian Investments Limited	\$0
LOOK Communications Inc.	\$0
Robert Ulicki	\$0
Henry C. Eaton	\$0

### SCHEDULE 3

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### **TERMINATION CERTIFICATE**

#### **RECITALS:**

- A. Pursuant to an Order dated 5 July 2011, proceedings under the *Companies' Creditors Arrangement Act* (the "**CCAA Proceedings**") were commenced in respect of Unique Broadband Systems, Inc. ("**UBS**") and UBS Wireless Services Inc.
- B. Pursuant to an Order dated 26 February 2015 (the "**Termination Order**"), the Court ordered that the CCAA proceeding be terminated on the filing by the Monitor of a Certificate confirming certain steps have been completed including the payment of UBS' creditors and the holding of a meeting of UBS' stakeholders.
- C. Capitalized terms used herein and not otherwise defined shall have the meaning given to them in the Discharge Order.

#### **NOW THEREFORE:**

The Monitor hereby certifies that:



- (a) the payment by the Applicants of the amounts required by paragraph 12 of that Termination Order;
- (b) the completion of the Shareholder Meeting and the resolution of any disputes relating to or arising out of the Shareholder Meeting;
- (c) the directors elected at the Shareholder Meeting are [Name],[Name], and [Name]; and;
- (d) the payment of the professional fees and expenses of the Monitor and its counsel, and Gowlings rendered in connection with the CCAA Proceedings.

Dated this \_\_\_\_ day of May 2015.

**DUFF & PHELPS CANADA RESTRUCTURING INC.,  
solely in its capacity as monitor of Unique Broadband  
Systems, Inc. and UBS Wireless Services Inc.**

Per: \_\_\_\_\_

Name:

Title:

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ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT TORONTO

ORDER

*Order*

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Inc. and UBS Wireless Services Inc.