

**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 1715439 ONTARIO INC.
(FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)**

(the "Applicant")

MOTION RECORD

**(Re Discharge and Termination of CCAA Proceedings)
(Relief originally returnable February 27, 2018, to be heard in writing)**

March 7, 2018

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(formerly known as Index Energy Mills Road
Corporation)*

TO: THE SERVICE LIST

Court File No. CV-17-580840-00CL

**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 1715439 ONTARIO INC.
(FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)**

(the "**Applicant**")

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INDEX

**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 1715439 ONTARIO INC.
(FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)**

(the "Applicant")

**MOTION RECORD
(Re Discharge and Termination of CCAA Proceedings)
(Relief originally returnable February 27, 2018, to be heard in writing)**

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Tab 1

**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 1715439 ONTARIO INC.
(FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)**

**NOTICE OF RETURN OF MOTION
(Discharge and Termination of CCAA Proceedings)
(Relief originally returnable February 27, 2018, to be heard in writing)**

1715439 Ontario Inc., formerly known as Index Energy Mills Road Corporation (the "**Applicant**"), the Applicant in these proceedings, will make a motion before the Court, in writing, as soon as the motion can be read, at 330 University Avenue, Toronto, Ontario,

PROPOSED METHOD OF HEARING: The motion is to be heard in writing.

THE MOTION IS FOR AN ORDER in the form attached as Schedule "A" hereto, among other things:

- (a) abridging and validating the timing and method of service of this Notice of Return of Motion, so that the Motion is properly returnable;
- (b) terminating these proceedings and discharging the Monitor, along with the Administration Charge and the Directors' Charge (each as defined in the initial order in these proceedings issued August 16, 2017 (the "**Initial Order**")); and
- (c) such further and other relief as counsel may advise and as this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

- (a) pursuant to a motion brought by the Applicant originally returnable February 27, 2018, the Applicant sought an order in the form attached as Schedule B to its Notice of Motion (the “**Draft Order**”), among other things, terminating these proceedings and discharging the Monitor, along with the Administration Charge and the Directors’ Charge;
- (b) pursuant to an Order of the Court dated February 27, 2018 (the “**February 27 Order**”), the relief set out in paragraphs 3, 4, 6, 7, 8 and 9 of the Draft Order was adjourned to be heard in writing following the filing of a certificate by the Monitor substantially in the form attached as Schedule A to the February 27 Order (the “**Monitor’s Certificate**”) certifying that the Remaining Activities (as defined in the Third Report of the Monitor dated February 15, 2018 (the “**Third Report**”)) have been completed;
- (c) on March 6, 2018, the Remaining Activities were completed and the Monitor filed the Monitor’s Certificate with the Court;
- (d) those other grounds set out in the Third Report;
- (e) the provisions of the CCAA and the inherent and equitable jurisdiction of this Court;
- (f) Rules 1.04, 1.05, 2.01, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*; and
- (g) such further and other grounds as counsel may advise and this Honourable Court may permit.

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

- (a) the Third Report and the appendices thereto contained in the Motion Record of the Applicant dated February 16, 2018;
- (b) the February 27 Order and the endorsement of Regional Senior Justice Morawetz dated February 27, 2018;
- (c) the Monitor's Certificate dated March 6, 2018; and
- (d) Such further and other material as counsel may advise and this Honourable Court may permit.

March 7, 2018

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TO: THE SERVICE LIST

TAB A

SCHEDULE “A”

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE REGIONAL)
)
SENIOR JUSTICE MORAWETZ) DAY OF MARCH, 2018

**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 1715439 ONTARIO INC.
(FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)**

(the “**Applicant**”)

ORDER

(Discharge and Termination of CCAA Proceedings)

THIS MOTION made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), was read this day at 330 University Avenue, Toronto, Ontario.

ON READING the notice of return of motion dated March 7, 2018, the third report to Court (the “**Third Report**”) of Grant Thornton Limited in its capacity as court appointed monitor (“**Monitor**”) and the certificate of the Monitor dated March 6, 2018.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Return of Motion be and is hereby abridged and validated such that this Motion is properly returnable today and further service thereof is dispensed with.

TERMINATION OF PROCEEDINGS

2. **THIS COURT ORDERS** that these proceedings shall be terminated effective as of 11:59 p.m. on the date hereof without any further act or formality (the “**Termination Time**”).

3. **THIS COURT ORDERS** that the Administration Charge and the Directors’ Charge, each as defined in the initial order in these proceedings issued August 16, 2017 (the “**Initial Order**”), shall be and are hereby terminated, released and discharged at the Termination Time.

DISCHARGE OF MONITOR

4. **THIS COURT ORDERS AND DECLARES** that effective at the Termination Time, the Monitor shall be and is hereby discharged as Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the Termination Time.

5. **THIS COURT ORDERS AND DECLARES** that, in addition to the protections in favour of the Monitor as set out in the CCAA, the Initial Order, any other Order of this Court in these proceedings or otherwise, all of which are expressly continued and confirmed, the Monitor shall not be liable for any act or omission on the part of the Monitor, including with respect to any reliance thereof, including without limitation, with respect to any information disclosed, any act or omission pertaining to the discharge of the Monitor’s duties in these proceedings or with respect to any other duties or obligations of the Monitor under the CCAA or otherwise, save and except for any claim or liability arising out of any gross negligence or wilful misconduct on the part of the Monitor. Subject to the foregoing, and in addition to the protections in favour of the Monitor as set out in the CCAA, the Initial Order, any other Order of this Court in these proceedings or otherwise, any claims against the Monitor in connection with the performance of its duties as Monitor be and are hereby released, stayed, extinguished and forever barred and the Monitor shall have no liability in respect thereof.

6. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, the termination of these proceedings, and the discharge of the Monitor, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor shall continue to have the benefit of, any of the rights, approvals and protections in favour of the Monitor at law or pursuant to the CCAA,

the Initial Order, any other Order of this Court in these proceedings or otherwise, all of which are expressly continued and confirmed.

7. **THIS COURT ORDERS** that no action or other proceeding may be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor in these proceedings except with prior leave of this Court and on prior written notice to the Monitor.

GENERAL

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body, having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents 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 1715439 ONTARIO INC. (FORMERLY KNOWN AS INDEX
ENERGY MILLS ROAD CORPORATION)**

Applicant

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

ORDER
(Discharge and Termination
of CCAA Proceedings)

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**LAWYERS FOR 1715439 ONTARIO INC. (FORMERLY
KNOWN AS INDEX ENERGY MILLS ROAD
CORPORATION)**

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

NOTICE OF RETURN OF MOTION
(Discharge and Termination
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LAWYERS FOR 1715439 ONTARIO INC. (FORMERLY
KNOWN AS INDEX ENERGY MILLS ROAD
CORPORATION)

Tab 2

**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 1715439 ONTARIO INC.
(FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)**

(the "Applicant")

MONITOR'S CERTIFICATE

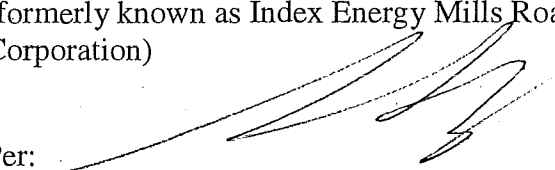
RECITALS

- A. Grant Thornton Limited was appointed as the monitor (the "**Monitor**") of the Applicant in the within proceedings pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") issued August 16, 2017 (the "**Initial Order**");
- B. Pursuant to an Order of the Court dated February 27, 2018 (the "**February 27 Order**"), the relief set out in paragraphs 3, 4, 6, 7, 8 and 9 of the draft order attached as schedule B to the Notice of Motion originally returnable on February 27, 2018, was adjourned, to be heard in writing following the filing of this certificate of the Monitor certifying that the Remaining Activities (as defined in the Third Report) have been completed; and
- C. Unless otherwise indicated herein, capitalized terms used in this Monitor's Certificate shall have the meanings ascribed thereto in the February 27 Order.

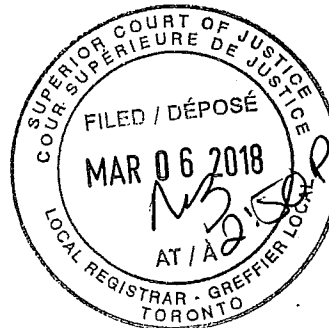
THE MONITOR CONFIRMS that the Remaining Activities (as defined in the Monitor's third report to court filed herein) have been completed.

Dated this 6th day of March, 2018.

Grant Thornton Limited in its capacity as
court-appointed Monitor of 1715439 Ontario Inc.
(formerly known as Index Energy Mills Road
Corporation)

Per: 

Name: Michael Creber, CPA, CA, CIRP,
LIT
Title: Senior Vice-President



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 1715439 ONTARIO
INC. (FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)

Applicant

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

MONITOR'S CERTIFICATE

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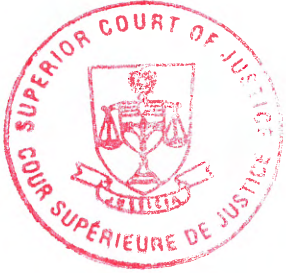
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Tab 3



Court File No. CV-17-580840-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE REGIONAL)
SENIOR JUSTICE MORAWETZ)

TUESDAY, THE 27TH
DAY OF FEBRUARY, 2018

**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 1715439 ONTARIO INC.
(FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)**

(the "**Applicant**")

ORDER

(Stay Extension, Fee Approval and Release of Funds)

THIS MOTION made by the Applicant pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), was heard this day at 330 University Avenue, Toronto, Ontario, by way of Court Call.

ON READING the third report to Court (the "**Third Report**") of Grant Thornton Limited in its capacity as court appointed monitor ("**Monitor**") in these proceedings, and on hearing the submissions of counsel for the Applicant, the Monitor, Index Residence AB (publ), and no one else appearing although duly served as appears from the affidavit of service of Benjamin Goodis sworn February 16, 2018.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated such that this Motion is properly returnable today and further service thereof is dispensed with.

APPROVAL OF ACTIVITIES

2. **THIS COURT ORDERS** that the Third Report and the actions, conduct and activities of the Monitor described therein be and are hereby approved.

TERMINATION OF PROCEEDINGS

3. **THIS COURT ORDERS** that the relief set out in paragraphs 3, 4, 6, 7, 8 and 9 of the draft order attached as schedule B to the Notice of Motion originally returnable today, be and is hereby adjourned, to be heard in writing following the filing of a certificate of the Monitor substantially in the form attached hereto as **Schedule A** (the "**Monitor's Certificate**") certifying that the Remaining Activities (as defined in the Third Report) have been completed.

4. **Intentionally Deleted.**

STAY EXTENSION

5. **THIS COURT ORDERS** that the Stay Period, as defined in the Initial Order, and as previously extended, be and is hereby extended until and including March 16, 2018.

6. **Intentionally Deleted.**

7. **Intentionally Deleted.**

8. **Intentionally Deleted.**

9. **Intentionally Deleted.**

APPROVAL OF FEES AND DISBURSEMENTS

10. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and of its counsel, Goodmans LLP ("**Goodmans**"), as set out in the Third Report, the affidavit of Michael G. Creber (the "**Creber Affidavit**") and the affidavit of Brian F. Empey (the "**Empey Affidavit**") attached as Appendices thereto, be and are hereby approved.

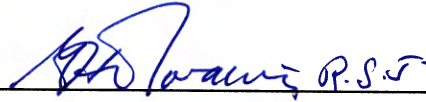
11. **THIS COURT ORDERS** that the anticipated further fees and disbursements of the Monitor and of Goodmans to complete their remaining duties and the administration of these proceedings, as set out in the Third Report, the Creber Affidavit, and the Empey Affidavit, be and are hereby approved, and that the Monitor and Goodmans shall not be required to pass their accounts in respect of any further activities in connection with the administration of these proceedings provided the fees and disbursements of the Monitor and Goodmans do not exceed the amounts estimated in the Third Report and the Appendices thereto.

RELEASE OF FUNDS

12. **THIS COURT ORDERS** that the Monitor, Goodmans and the Applicant's counsel, Cassels Brock & Blackwell LLP, be and are hereby authorized and directed to apply any funds held by them as professional fee retainers, including, without limitation, any funds held under the Administration Charge Amount (as defined in the Third Report), on account of their respective outstanding fees and disbursements incurred until the Termination Time, provided, however, that any unused balance of the professional fee retainers and the Administration Charge Holdback shall be transferred to Index Energy Ajax Corporation, as purchaser of the Applicant's assets, at or immediately following the Termination Time.

GENERAL

13. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body, having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.



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

FEB 27 2018

PER / PAR:



Schedule A

Court File No. CV-17-580840-00CL

**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 1715439 ONTARIO INC.
(FORMERLY KNOWN AS INDEX ENERGY MILLS ROAD CORPORATION)**

(the "**Applicant**")

MONITOR'S CERTIFICATE

RECITALS

A. Grant Thornton Limited was appointed as the monitor (the "**Monitor**") of the Applicant in the within proceedings pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") issued August 16, 2017 (the "**Initial Order**");

B. Pursuant to an Order of the Court dated February 27, 2018 (the "**February 27 Order**"), the relief set out in paragraphs 3, 4, 6, 7, 8 and 9 of the draft order attached as schedule B to the Notice of Motion originally returnable on February 27, 2018, was adjourned, to be heard in writing following the filing of this certificate of the Monitor certifying that the Remaining Activities (as defined in the Third Report) have been completed;

C. Unless otherwise indicated herein, capitalized terms used in this Monitor's Certificate shall have the meanings ascribed thereto in the February 27 Order.

THE MONITOR CONFIRMS that the Remaining Activities (as defined in the Monitor's third report to court filed herein) have been completed.

DATED at Toronto, Ontario this day of , 20 .

**Grant Thornton Limited in its capacity as
court-appointed Monitor of 1715439 Ontario
Inc. (formerly known as Index Energy Mills
Road Corporation)**

**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 1715439 ONTARIO INC. (FORMERLY KNOWN AS INDEX
ENERGY MILLS ROAD CORPORATION)**

Court File No. CV-17-580840-00CL

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST PROCEEDING COMMENCED AT TORONTO	
ORDER (Stay Extension, Fee Approval and Release of Funds)	
Cassels Brock & Blackwell LLP 2100 Scotia Plaza 40 King Street West Toronto, ON M5H 3C2 Shayne Kukulowicz LSO#30729S Tel: 416.860.6463 Fax: 416.640.3176 skukulowicz@casselsbrock.com Jane Dietrich LSO# 49302U Tel: 416.860.5223 Fax: 416.640.3144 jdietrich@casselsbrock.com H. Lance Williams Tel: 604.691.6112 Fax: 604.691.6120 lwilliams@casselsbrock.com <i>Lawyers for 1715439 Ontario Inc. (formerly known as Index Energy Mills Road Corporation)</i>	

Tab 4

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 1715439 ONTARIO INC. (FORMERLY KNOWN AS INDEX
ENERGY MILLS ROAD CORPORATION)

Feb 27, 2018

By Court Call.
J. Dietrich for Applicant.
R. Blackwell for Trustee.
D. Brock for Index Energy Mills.

The motion proceeded on an unopposed basis.

The Trustee reports approval of its third Report of related activities.

No adverse comment reported by the Trustee.

The third Report and activities of the Trustee approved.

The Applicant and Trustee are in the final steps of completing the plan.

Administration activities set to conclude.

✓ funds remain outstanding

LEGAL #45302460.1

Feb 27/18 Court File No. CV-17-580840-00CL
ONTARIO

SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

MOTION RECORD
(RETURNABLE FEBRUARY 27, 2018)

Cassels Brock & Blackwell LLP
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Toronto, ON M5H 3C2

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Lawyers for 1715439 Ontario Inc.
(formerly known as Index Energy Mills Road Corporation)



A short & concise of the Stg Period
is required. I am satisfied in the
need, that the parties are working
in good faith and with due diligence
such that a return of the Stg
Period to March 16, 2018 is
appropriate and is granted.

The fees of the Monitor and its
counsel ~~appear to be~~ as set out
in the Third Report, the affidavits
of Messrs Baker & Emery appear
to be reasonable in the circumstances
and are approved.

The remaining requested relief ~~will~~ is
~~the subject of an~~ adjourned
and can be considered on a
return date by motion in writing
- such return date to coincide
with the filing of the Monitor's
Discharge Certificate.

 R. Parant P.S.J.

**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 1715439 ONTARIO INC. (FORMERLY KNOWN AS INDEX
ENERGY MILLS ROAD CORPORATION)**

Applicant

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

MOTION RECORD
(Discharge and Termination
of CCAA Proceedings)

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**LAWYERS FOR 1715439 ONTARIO INC. (FORMERLY
KNOWN AS INDEX ENERGY MILLS ROAD
CORPORATION)**