

2022 01G 0709

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF an application of Grant Thornton Limited, as Court-Appointed Monitor of 92834 Newfoundland and Labrador Inc. (“**92834**” or the “**Company**”);

AND IN THE MATTER OF the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, C. c-36, as amended (the “**CCAA**”)

NOTICE OF MOTION

Grant Thornton Limited, as Court-Appointed Monitor of the Company (hereinafter the “**Applicant**”) will make a motion before the presiding Judge in Bankruptcy and Insolvency on Thursday, the 7th day of March 2024 at 10:00 a.m., or so soon thereafter as the motion can be heard at the Courthouse, Duckworth Street, St. John’s, Newfoundland and Labrador.

On the hearing of this Motion, the Applicant intends to apply for the following relief:

1. An order, *inter alia*:
 - (a) pursuant to the CCAA;
 - (i) Approving payment into court of an amount of \$1,230,700.00 being the amount of the disputed claim of the Town of St. Lawrence as described in paragraph 44(k) of the Monitor’s Eleventh Report; and
 - (ii) Approving the appropriate process for appealing a claim determination made by the Monitor pursuant to the Claim Identification Order;
 - (b) Abridging the notice periods pursuant to section 11 of the CCAA and the *Rules of the Supreme Court, 1986*, Rule 3.03 (1), Rule 6.04 (2) and Rule 6.06;
 - (c) Pursuant to Section 11 of the CCAA directing that the service on the service list set out in **Schedule “A”** hereto is sufficient for the purposes of this Application; and

- (d) Such further and other relief as this Honourable Court deems just and equitable.

THE GROUNDS FOR THE APPLICATION ARE AS FOLLOWS:

BACKGROUND

2. As of February 21, 2022, Canada Fluorspar Inc., and Canada Fluorspar (NL) (hereinafter referred to as the **“Original Entities”**) were insolvent and were unable to meet its debt obligations as they became due. As a result, PricewaterhouseCoopers Inc., in its capacity as court-appointed receiver and manager of Bridging Finance Inc., and Bridging Income Fund LP (**“PWC”**) applied for an interim receivership order pursuant to s.47(1) of the *Bankruptcy and Insolvency Act*, RSC 1985 c. B-3 (the **“BIA”**) over substantially all the assets and undertaking of the Original Entities, which order was issued by this Honourable Court on the 21st day of February, 2022 (the **“Interim Receivership Order”**). Pursuant to the Interim Receivership Order, Grant Thornton Limited (**“GTL”**) was appointed as Interim Receiver of all the assets and undertaking of the Original Entities, with the exception of those assets and undertakings that were carved out of the receivership (defined therein as the **“Excluded Property”**).
3. On the 8th day of March 2022, GTL as Interim Receiver made an application to this Honourable Court declaring that Canada Fluorspar Inc., Canada Fluorspar (NL) Inc., and Newspaper (hereinafter the **“New Entities”**) were a company to which the CCAA applied and requesting protection under the CCAA. As a result of that application, the Court granted an initial CCAA Order on the 11th day of March 2022 (the **“Initial CCAA Order”**) and the Court subsequently granted the ARIO on the 18th day of March 2022. In both orders, GTL was appointed and confirmed as CCAA Monitor.
4. In the Initial CCAA Order, this Honourable Court authorized the Monitor, on behalf of the New Entities, to enter into a DIP Financing Agreement with the DIP Lenders referenced in the Initial CCAA Order (the **“DIP Lenders”**).
5. Following the 18th day of March 2022, the Monitor conducted a Sales and Investment Solicitation Process (**“SISP”**) as contemplated in the order of this Honourable Court issued on the same day as the ARIO (the **“SISP Order”**). The activities of the Monitor in executing the SISP during this period are outlined generally in the Monitor’s Third, Fourth and Fifth Report.

6. On the 31st day of May 2022, the Monitor made an application to this Honourable Court seeking an extension of the stay period until the 2nd day of September 2022 and amending the SISP procedures to extend the dates of the Phase 2 Bid Deadline and each step thereafter in order to correspond with the CCAA stay period (the “**Amended SISP Order**”). The extension was requested to allow the Monitor to arrange the completion of a National Instruments 43-101 Technical Report with the expectation that it would assist in increasing the purchase price for the New Entities’ assets. The court granted these amendments by Order dated the 10th day of June 2022.
7. As outlined in the Monitor’s Fifth Report, the Monitor received multiple bids for the New Entities’ assets through the SISP process. The Monitor made a recommendation to the DIP Lenders as to its preferred choice with respect to the bids received. The DIP Lenders supported the Monitor’s recommendation and the Monitor therefore notified the successful bidder (the “**Successful Bidder**”) on August 18, 2022.
8. On the 30th day of August 2022, this Honourable Court issued the 2nd Amended ARIO extending the CCAA stay period until the 17th day of October 2022 and amended the SISP procedures in order to allow time to (i) complete the SISP; (ii) enter into a definitive agreement with the Successful Bidder; and (iii) obtain court approval.
9. As outlined in the Monitor’s Fifth Report, the Monitor completed the SISP and awarded, with the consent and the agreement of the DIP Lenders, the sale of the New Entities’ assets to the Successful Bidder.
10. As outlined in the Monitor’s Sixth Report, the Monitor and the New Entities worked diligently to complete the definitive agreement. However, the Successful Bidder failed to top up the agreed upon deposit as required by the SISP, and therefore failed to complete a key deadline as outlined in the SISP. As a result of this material adverse change, the agreement with the Successful Bidder was then terminated and the Monitor filed with this Court a Material Adverse Change Report.
11. On the 12th day of October 2022, this court issued the 3rd Amended ARIO extending the CCAA stay period until the 26th day of February, 2023 to allow the senior secured creditors and the DIP Lenders time to determine next steps as it related to the New Entities’ assets, including the possibility of another SISP or a different type of sale or liquidation process.

12. Following the 12th day of October 2022, the Monitor and the Company worked diligently to solicit bids from parties that previously submitted proposals during the SISP. As of January 26, 2023, the Monitor selected, and the DIP Lenders approved a new successful bidder (the “**Purchaser**”).
13. On the 13th day of February 2023, the Monitor entered into a Letter of Intent with the Purchaser.
14. On the 21st day of February 2023, this court issued the 4th Amended ARIO extending the CCAA stay period until the 31st day of May, 2023 to allow (i) the Purchaser to complete its due diligence (ii) enter into a definitive agreement; and (iii) obtain court approval.
15. On the 18th day of May, 2023, the court issued the 5th Amended ARIO extending the CCAA stay period until the 16th day of June, 2023 to allow the Purchaser (i) to complete the definitive agreement and (ii) obtain court approval and close the transaction. In addition, the court approved the addition of CFI Newspaper Holdings Inc. to these proceedings (CFI Newspaper Holdings Inc., the Original Entities and the New Entities are hereinafter referred to as “**CFI**”).
16. On the 7th day of June, 2023, the court issued the Approval and Reverse Vesting Order (the “**ARVO**”) (i) approving the sale to the Purchaser and (ii) issuing the 6th Amended ARIO extending the CCAA stay period until the 31st day of October, 2023.
17. Pursuant to the ARVO, all the Excluded Liabilities, Claims and Encumbrances (except for the Permitted Encumbrances) as defined in the Share Purchase Agreement between CFI and the Purchaser were vested out to ResidualCo, being 92834, and 92834 was added as an applicant in these CCAA proceedings.
18. On the 13th day of June, 2023 the share transaction with the Purchaser closed and the sale proceeds were paid by the Purchaser to the Monitor.
19. On the 25th day of October, 2023, the court issued (i) the Claims Identification Order, (ii) the 7th amendment to the ARIO extending the stay of proceedings until the 31st day of March, 2024, (iii) the interim distribution of funds by the Monitor to Bridging in an amount of \$14,100,000.00 as set out in the Monitor’s Tenth Report; and (iv) approval of the activities, fees and disbursements of the Monitor and its Legal Counsel.

20. On the 26th day of October 2023, the Monitor remitted the amount of \$14,112,409.00 to Bridging, which amount included outstanding interest due and owing.
21. On the 25th day of January, 2024, this court issued an order (the "Distribution Order") providing for the following: (i) 8th amendment to the ARIO extending the stay of proceedings until the 30th day of June, 2024, (ii) a distribution of funds by the Monitor to the priority claimants in an amount of \$272,892.76 and to Bridging in an amount of \$500,878.46, and (iii) that upon distribution of funds by the Monitor, the stay of proceedings be lifted to allow the Monitor to make an assignment in to bankruptcy of 92384.
22. Pursuant to the Distribution Order, claimants were given until the 15th day of February 2024 to appeal any claim determinations or the Monitor's proposed distribution of the funds.
23. The Monitor has received 6 notices of disputed claims, with a total claims value of \$1,813,643.01.
24. At this time, the Monitor proposes to pay into court the amount of \$1,230,700.00, being the amount of the disputed claim of the Town of St. Lawrence. The Monitor will deal with the remaining disputed claims as outlined in paragraph 17 of the Affidavit of Liam Murphy dated March 1, 2024.

APPEAL PROCESS

25. Upon completion of the Claims Identification Order, the Monitor set a date of February 15, 2024, for the filing of any appeals. To date the Monitor has received 6 notices of appeal.
26. In the Claims Identification Order, this Honourable Court ordered that the Monitor's determinations are subject to further determination by this Honourable Court in the event that the Monitor and the applicable claimant are unable to resolve any dispute with respect to a particular claim. The Monitor is requesting that this court adjudicate the appeals of the Town of St. Lawrence, Inaminka Marine Services Limited, and Richard Spellacy. The Monitor will work to resolve the remaining appeals before seeking the assistance of this Honourable Court.

27. The Monitor submits that appeals of the Monitor's determinations are properly categorized as "true appeals" and that the standard of review is the standard that is applicable to appellate courts during typical civil appeals.
28. The Monitor is of the view that any claimants who appeal the Monitor's determinations are fundamentally having a priorities dispute with Bridging, as the senior secured creditor. The Monitor has discussed the adjudication of these appeals with Bridging, and has come to the following agreement:
 - (a) The Monitor will file any materials, as applicable, for the following claimants that have appealed:
 - (i) Inaminka Marine Services Limited ("IMSL"); and
 - (ii) Richard A. Spellacy ("Mr. Spellacy").
 - (b) Bridging will file any materials, as applicable, for all other claimants that have appealed. The Monitor will execute any formal documentation required to allow Bridging to respond to those appeals.
29. The exception for IMSL and Mr. Spellacy is due to the Monitor's extensive knowledge garnered as a result of multiple Federal Court applications undertaken by IMSL and Mr. Spellacy. The Monitor is of the view that it can most efficiently see the adjudication of the IMSL and Mr. Spellacy claims to completion.

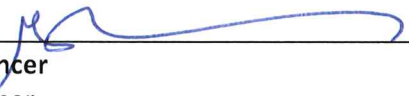
OTHER GROUNDS

30. The provisions of the CCAA, including section 11, section 11.02 and section 36 thereof; and the inherent equitable jurisdiction of this Honourable Court;
31. The following documentary evidence will be used at the hearing of this Application;
 - (a) The affidavit of Liam Murphy, sworn as of the 1st day of March, 2024;
 - (b) The Monitor's Twelfth Report; and

- (c) Such further and other evidence as counsel may advise and this Honourable Court may permit.

All of which is respectfully submitted.

DATED AT St. John's, in the Province of Newfoundland and Labrador, this 1st day of March, 2024.



Geoffrey Spencer
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Solicitors for the Applicant
Whose address for service is:

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AND TO: **The Service List attached as Schedule "A" to the Application**

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86. Atlantic Canada Opportunities Agency (ACOA)
PO Box 6051, 644 Main Street Moncton NB, E1C 9J1
Attention: Bonnie Christie
recovery-recouvrement@acoa-apec.ca
87. Box L Mining and Ranching LLC
Attn Patrick Gannon 519 Flood Road, Great Falls MT 59404
Attention: Patrick Gannon
pgannon@boxlmininandranching.com
88. Cahill Fabrication Structural Limited
240 Waterford Bridge Road. St. John's NL PO Box 1674 A1C 5P5
Attention: Dan Farrell
dfarrell@cahill.ca
89. ControlPro Distributors Inc.
57 Pippy Place, St. John's NL, A1B 4H8
miken.controlpro@nfld.net
90. Dallas Mercer Consulting Inc.
47 Beclin Road, Mount Pearl NL, A1N 5GH
Attention: Verna Janes
verna@dmconsulting.ca
91. Donaldson Company Inc.
1400 West 94th Street, Bloomington, MN 55431
Attention: Scott Woitas
scott.woitas@donaldson.com
92. Eastern Composite Services Inc.
6 Logy Bay Road, St. John's NL, A1A 1J6
cgrandy@easternservices.ca
93. Easy Kleen Pressure Systems Ltd.
41 Earnhardt Road, Sussex Corner, NB E4E 6A1
receivables@easykleen.com
94. Electronic Centre Limited
9 Hallett Crescent, St. John's, NL A1B 4C4
rcoish@electroniccentre.com
95. Emberley's Transport Ltd.
P.O. Box 200, Marystown, NL A0E 2H0
gary@emberleystransport.com
96. General Auto and Industrial (NAPA Auto Parts 6305)
195 McGettigan Boulevard, Marystown, NL A0E 2M0
jfancey@napacanada.com

97. Head, Johnson, Kachigian & Wilkinson, PC
7134 South Yale Avenue, Suite 440, Tulsa, OK 74136, United States of America
cwilkinson@hjkwlaw.com
98. Hoskin Scientific Limited
5-3280 South Service Road W, Oakville ON L6L 0B1
mбенитез@hoskin.ca
99. Immersive Technologies Inc.
1486 S Distribution Dr. Salt lake City UT 84104
agordon@immersivetechologies.com
100. Imprint Specialty Promotions Limited
10 Airport Road St. John's, NL A1A 51A
charlene@imprintspect.ca
101. Inaminka Marine Services Limited
130 LeMarchant Road, Suite #301 St. John's NL, A1C 2H2
dspellacy@nf.aibn.com
102. Jewer Bailey Consultants ULC
75 Tiffany Court, St. John's NL, A1A 0L1
ray.bailey@jewerbailey.com
103. KBRS 2022 Limited
Barrington Tower, 10th Floor, 1894 Barrington Street, Halifax NS, B3J 2A8
nhowe@kbrs.ca
104. Mallay's Industrial Services Ltd.
P.O. Box 1386, Marystown, NL A0E 2M0
mallaysindustrial@hotmail.com
105. Mid-Ship Group LLC
145 Main Street Port Washington, NY 11050
cfiteam@midship.com
106. Morrison Hershfield Limited
300-125 Commerce Valley Drive, West Markham Ontario L3T 7W4
dpavey@morrisonhershfield.com
107. Multotech Canada Ltd.
2066 de la Province, Longueuil, QC J4G 1R7
financeca@multotech.com
108. Norman Marine Services
PO Bx 431, 422 Route 220, St. Lawrence Newfoundland, A0E 2V0
john-w-norman@hotmail.com

109. Norman Wilson
P.O. Box 382 St. Lawrence, NL A0E 2V0
nwilson@geometco.com
110. Orkin Canada Corporation
5840 Falbourne St. Mississauga ON L5R 4B5
jaquino@orkincanada.com
111. P.B.A Industrial Supplies Ltd.
P.O. Box 1032 Mount Pearl NL, A1N 3C9
sherrie@pbaindustrial.com
112. Pardy's Recreation and Marine Ltd.
P.O. Box 1246 Marystown NL, A0E 2M0
barrypardy_pardysrecreation@ymail.com
113. Peninsula Glass and Tire
Box 451, Burin Bay Arm, NL A0E 1G0
peninsulaglassandtire@persona.ca
114. Quadra Chemicals Ltd.
3901 FX Tessier, Vaudreuil - Dorion, QC J7V 5V5, Canada
Jean_Daoust@quadra.ca
115. R&E Transport Ltd.
P.O. Box 309 Burin Bay Arm, NL A0E 1G0
randetransportation@yahoo.ca
116. R.J.G. Construction Limited
P.O. Box 8421, Stn. A, St. John's NL A1B 3N9
mike@rjgconstruction.com
117. Richard A. Spellacy, Master Mariner
130 LeMarchant Road, Suite #201 St. John's NL, A1C 2H2
dspellacy@nf.aibn.com
118. Rideout Tool & Machine Inc.
222 Kenmount Road, St. John's, NL A1B 3B2
kbaker@rideouttool.com
119. Russel Metals Inc.
28 Lakeside Park Drive, Lakeside NS, B3T 1A3
brhollan@russelmetals.com
120. Samson Equipment Limited
100 Upham Drive Truro Nova Scotia, B2N 6W8
ar@samson.ca

121. Seabulk Inc.
10331 Mortfield Road, Richmond BC, V7A 2W1
sbs@seabulk.com
122. Service Canada - WEPP - Super Priority
WEPP MSA Payment Office PO Box 2222 Matane QC G4W 4R8
julie.l.matte@servicecanada.gc.ca
123. Service Canada - WEPP - Unsecured
WEPP MSA Payment Office PO Box 2222 Matane QC G4W 4R8
julie.l.matte@servicecanada.gc.ca
124. SGS Nederland B.V.
Malledisk 18 PO Box 200, 3200 AE Spijkenisse, Netherlands
bnl.sgsned.creditman@sgs.com
125. SLR Consulting (Canada) Ltd.
200-887 Great Northern Way Vancouver, BC V5T 4T5
Lkillam@slrconsulting.com
126. Soutex Inc.
1990 rue Cyrille-Duquette, Local 204, Quebec, QC G1N 4K8
ereid@soutex.ca
127. Summit Mechanical Services (2020) Limited
37 Dundee Avenue, Mount Pearl, NL A1N 4R6
jennifer@summitnl.ca
128. Tamal Industrial Rubber Limited
44 Clyde Ave, Mt. Pearl NL A1N 4S1
allan@tamalrubber.com
129. Tega Industries Canada Inc.
1305 Kelly Lake Road, Unit #1, Sudbury ON, P3E 5P5
richa.dhingra@tegaindustries.com; kasia.marcinkowska@tegaindustries.com
130. Tema Isenmann Inc.
2107 Sandersville Rd, Lexington, KY USA 40511
dcraft@temaisenmann.com
131. Toromont Industries Ltd.
175 Akerley Blvd. Dartmouth, NS B3B 3Z6
pbuckle@toromont.com
132. Toromont Industries Ltd. DBA Battlefield Equipment Rentals
5001 Autoroute Transcanadienne, Pointe-Claire Quebec H9R 1B8
carolina.ferrara@toromont.com

- 133. Town of St. Lawrence
P.O. Box 128 St. Lawrence NL A0E 2V0
amanda.edwards@townofst.lawrence.com
- 134. W.F. Baird & Associates Coastal Engineers Ltd.
1145 Hunt Club Road, Suite 500, Ottawa ON K1V 0Y3
accountingcanada@baird.com
- 135. WESCO Distribution Canada LP
475 Hood Road, Markham, Ontario L3R 0S8
rgarel@wesco.com