

**THE QUEEN'S BENCH
Winnipeg Centre
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985,
c. B-3, AS AMENDED**

**AND IN THE MATTER OF THE PROPOSAL OF
5274398 MANITOBA LTD.**

**NOTICE OF MOTION
(Sale Approval, Vesting and Distribution Order)
HEARING DATE: Tuesday, December 5, 2017 at 10:00 AM
Before the Honourable Mr. Justice Dewar**

MLT AIKINS LLP
Barristers and Solicitors
3000 - 360 Main Street
Winnipeg, Manitoba R3C 4G1

G. BRUCE TAYLOR / JJ BURNELL
Ph: (204) 957-4669 / 957-4663
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File No. 1702631

THE QUEEN'S BENCH
Winnipeg Centre
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE *BANKRUPTCY AND*
***INSOLVENCY ACT*, R.S.C. 1985,**
c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF
5274398 MANITOBA LTD.

NOTICE OF MOTION

5274398 Manitoba Ltd. ("**Cross Country**") will make a motion before the Honourable Mr. Justice Dewar on Tuesday, the 5th day of December, 2017 at 10 o'clock in the forenoon or as soon after that time as the motion can be heard, at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

THE MOTION IS FOR:

1. An Order under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended ("**BIA**") and pursuant to the inherent jurisdiction of this Honourable Court, substantially in the form of the draft Order (the "**Draft Order**") attached hereto as Schedule "A", *inter alia*;

- (a) Abridging the time for service of the Notice of Motion and materials filed in support of this motion, such that this motion is properly returnable on December 5, 2017, at 10:00 AM, and dispensing with further service thereof;

- (b) Approving the sale transaction ("**Transaction**") contemplated by the Asset Purchase Agreement ("**APA**") by and between Cross Country, as vendor, and 2598309 Ontario Limited d/b/a Gin-Cor Trailer Holdings ("**Purchaser**"), as purchaser, made as of November 14, 2017;
- (c) Vesting in the Purchaser or its nominee Cross Country's right, title and interest in and to the purchased assets described in the APA (the "**Purchased Assets**") as set out in Schedule 2 of the Draft Order, free and clear of any claims and encumbrances, but subject to the permitted encumbrances as set out in Schedule 4 of the Draft Order;
- (d) Providing that the capitalized terms not defined in this Order shall have the meanings ascribed to them in the Proposal Trustee's Fifth Report to be filed ("**Fifth Report**");
- (e) Authorizing the Proposal Trustee and Cross Country to pay or holdback as follows from the Sale Proceeds in the following priority:
 - i. To hold back the CRA Source Deduction Estimated Deemed Trust Claim Amount, and to pay same to CRA promptly upon court approval of a proposal in the within proceedings, and otherwise to distribute same in accordance with the priority of claims in respect of such funds as at immediately prior to the sale, as if the such assets had not been sold and remained in

the possession or control of Cross Country immediately prior to the sale;

- ii. To pay to the financial advisor, PricewaterhouseCoopers LLP ("**Financial Advisor**") the Financial Advisor's Claim;
- iii. To hold back the Administration Charge (as defined in the this Honourable Court's Order pronounced on September 7, 2017 (the "**September 7 Order**"), which shall be reduced to \$100,000.00 following payment of the Financial Advisor's Claim in subparagraph ii above);
- iv. To pay to the DIP Lenders (as defined in the September 7 Order) all amounts owing in accordance with the DIP Term Sheets (as defined in the September 7 Order);
- v. To pay to the Municipality of Chatham-Kent the Property Tax Claim in the amount of approximately \$125,000.00;
- vi. To pay to Cross Country's legal counsel, MLT Aikins LLP, the Sale Closing Fees;
- vii. To pay to Business Development Bank of Canada ("**BDC**") and Bank of Montreal ("**BMO**") respectively such amounts as may be

agreed among BDC, BMO and Cross Country, for the purpose of permanently reducing such loans as may be agreed among BDC, BMO and Cross Country, or to make such payments to BDC and BMO otherwise to repay such loans, as directed by this Honourable Court in accordance with the respective priorities of BDC and BMO as described in the Fifth Report; and

viii. To pay the balance of the Sale Proceeds to Cross Country, to be deposited into Cross Country's operating account with BMO, for working capital purposes, which operating account shall operate in accordance with arrangements made between Cross Country and BMO.

(f) Discharging the DIP Lenders' Charge as defined and ordered in the September 7 Order; and

(g) Extending to 11:59 PM (CST), Friday, January 19, 2018, the time within which Lazer Grant Inc. (the "**Proposal Trustee**") may file a proposal with the Official Receiver in the matter of the proposal of Cross Country.

2. Such further and other relief as the Honourable Court may deem just.

THE GROUNDS FOR THIS MOTION ARE:

1. On August 11, 2017, Cross Country filed a Notice of Intention to make a proposal with the Official Receiver.
2. On September 7, 2017, this Honourable Court granted the September 7 Order *inter alia*, extending the time in which the Proposal Trustee may file the proposal to October 20, 2017, approving the engagement of the Financial Advisor, approving an Administration Charge, approving interim financing and a DIP Lenders' Charge, approving the Sale Process for the sale of the assets of Cross Country used in connection with its manufacturing activities at Blenheim, Ontario, and sealing the Dunn Affidavit (capitalized terms not otherwise defined herein are as defined in the September 7 Order).
3. On October 11, 2017, this Honourable Court granted an Order, further extending the time in which the Proposal Trustee may file the Proposal to Friday November 17, 2017.
4. On November 15, 2017, this Honourable Court granted an Order, further extending the time in which the Proposal Trustee may file the Proposal to December 8, 2017.
5. Cross Country has conducted the Court-approved Sale Process (as defined in the September 7 Order) generally in accordance with its terms and with the September

7 Order with the assistance, cooperation and approval of the Proposal Trustee and the Financial Advisor and in consultation with BDC and BMO and the Sale Process has resulted in Cross Country entering into the APA, with the Qualified Offeror (as defined in the Sale Process) recommended by the Financial Advisor and with the approval of the Proposal Trustee.

6. The APA has been approved by BDC and BMO.

7. The APA complies with the Sale Process requirements and the Sale Process was reasonable in the circumstances.

8. The sale of the Blenheim Assets creates the best opportunity to optimize outcomes for stakeholders of Cross Country and for Cross Country to make a viable proposal to unsecured creditors.

9. The consideration to be paid under the APA is reasonable and fair, taking into account the results of the Sale Process and other evidence as to the value of the Blenheim Assets, and is higher than the liquidation value of the Purchased Assets in a bankruptcy or receivership.

10. The Proposal Trustee has filed the Fifth Report which states its opinion that the sale is more beneficial to creditors than a sale or disposition under a bankruptcy.

11. All secured creditors who are likely to be affected by the disposition of the Purchased Assets have been given notice of this motion.

12. The Purchaser is not related to Cross Country.

13. Cross Country can and will make the payments required by Subsection 65.13(8) of the BIA.

Extension

14. Cross Country seeks an extension of the time, to January 19, 2018, in which the Proposal Trustee may file a proposal on behalf of Cross Country to enable the Proposal Trustee to finalize the terms of such a proposal and reasonably accommodate the holiday season in relation to the timing of service of notice of the proposal terms and related documents and the holding of a meeting of creditors to consider and vote on the such a proposal.

15. Cross Country has acted, and is acting, in good faith and with due diligence.

16. Cross Country expects to be able to make a viable proposal if the extension being applied for is granted.

17. No creditor will be materially prejudiced if the extension being applied for is granted.

18. Cross Country also relies on the following:
 - (a) Subsections 50.4(9), 65.13, 69(1) and 187 of the BIA.
 - (b) General Rules 3, 4, 6, 11 and 13 of the BIA, Can. Reg. 368.
 - (c) Rules 2.03, 3.02, 16.04 and 37 of the Queen's Bench Rules, Man. Reg. 553/88, as amended.

19. 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:

1. The Affidavit of Jonathan Doerksen, filed September 5, 2017;
2. The Affidavit of Samantha Dunn, filed September 6, 2017 (**SEALED**);
3. The First Report of the Proposal Trustee, filed September 6, 2017;
4. The Affidavit of Jonathan Doerksen, filed September 7, 2017;
5. The Affidavit of Samantha Dunn, filed September 13, 2017 (**REDACTED**);
6. The Second Report of the Proposal Trustee, filed September 15, 2017;
7. The Third Report of the Proposal Trustee, filed October 11, 2017;
8. The Fourth Report of the Proposal Trustee, filed November 14, 2017;
9. The Fifth Report of the Proposal Trustee, to be filed;
10. The First Confidential Report of the Proposal Trustee, to be filed; and
11. Such further and other evidence as counsel may advise and this Honourable Court may permit.

November ____, 2017

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TO: The Attached Service List

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**SERVICE LIST AS AT
NOVEMBER 28, 2017**

MLT AIKINS LLP
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SERVICE LIST

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LAZER GRANT INC. 309 McDermot Avenue Winnipeg, Manitoba R3A 1T3 COLLIN LEGALL E-Mail: clegall@lazergrant.ca	204-977-3501 204-977-3513	204-957-5611	Proposal Trustee
FILLMORE RILEY LLP 1700 – 360 Main Street Winnipeg, Manitoba R3C 3Z3 ANDREW LOEWEN E-Mail: andrewloewen@fillmoreriley.com	204-956-2970 204-957-8360	204-957-0516 204-954-0360	Counsel for Lazer Grant Inc.

Party/Counsel	Telephone	Facsimile	Party Representative
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<p>WORKERS COMPENSATION BOARD 333 Broadway Winnipeg, Manitoba R3C 4W3</p> <p>ANGELA WATSON E-Mail: awatson@wcb.mb.ca</p>			<p>Creditor</p>
<p>WORKPLACE SAFETY & INSURANCE BOARD P.O. Box 4115, Station A Toronto, Ontario M5W 2V3</p> <p>REFERENCE NUMBER: 3490933 E-Mail: employeraccounts@wsib.on.ca</p>			<p>Creditor</p>
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<p>BANK OF MONTREAL 200-333 Main Street Winnipeg, Manitoba R3C 4E2</p> <p>RICK DONALD E-Mail: rick.donald@bmo.com</p>	<p>204-985-2611</p> <p>204-985-2432</p>	<p>204-985-2362</p>	<p>Secured Creditor</p>
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<p>HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF MANITOBA Manitoba Justice Civil Legal Services 730-405 Broadway Winnipeg, Manitoba R3C 3L6</p> <p>BRIAN JONES E-Mail: brian.jones@gov.mb.ca</p>	204-945-1409	204-948-2826	Counsel for Her Majesty The Queen in Right of the Province of Manitoba
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HAYWORTH EQUIPMENT SALES INC. 202 – 26229 TWP 531a, Zone 2 Acheson, AB T7X 5A4 GARY SCHMIDEK E-Mail: gary@hayworthequipment.com	780-962-9100		Secured Creditor
MCLENNAN ROSS LLP 600 McLennan Ross Building 12220 Stony Plain Road EDMONTON, AB T5N 3Y4 RYAN TRAINER E-Mail: rtrainer@mross.com	780-482-9153	780-733-9790	Counsel for Hayworth Equipment Sales Inc.
COOPER TIRE & RUBBER COMPANY 701 Lima Avenue Findlay, OH, USA 45840 E-Mail: cooperinfo@coopertire.com			Secured Creditor
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SALE APPROVAL, VESTING AND DISTRIBUTION ORDER

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File No. 1702631

THE QUEEN'S BENCH
Winnipeg Centre
IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE)
MR. JUSTICE DEWAR) Tuesday, the 5th day of December, 2017
)

IN THE MATTER OF THE *BANKRUPTCY AND*
***INSOLVENCY ACT* R.S.C. 1985,**
c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF
5274398 MANITOBA LTD.

SALE APPROVAL, VESTING AND DISTRIBUTION ORDER

THIS MOTION, made by 5274398 Manitoba Ltd (o/a Cross Country Manufacturing Ltd.) ("**Cross Country**") for an order approving the sale transaction (the "**Transaction**") contemplated by an asset purchase agreement (the "**APA**") between Cross Country and 2598309 Ontario Limited d/b/a Gincor Trailer Holdings (the "**Purchaser**") dated November 14, 2017 and appended to the First Confidential Report of the Proposal Trustee dated November ***, 2017 (the "**Confidential Report**"), and vesting in the Purchaser Cross Country's right, title and interest in and to the assets described in the APA the ("**Purchased Assets**"), was heard this day at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Fifth Report of the Proposal trustee dated November ***, 2017 and the Confidential Report, and on hearing the submissions of counsel for Cross Country, counsel Lazer Grant Inc. in its capacity as the Proposal Trustee of Cross

Country (the "**Proposal Trustee**"), counsel for Business Development Bank of Canada ("**BDC**") and counsel for Bank of Montreal ("**BMO**"), no one appearing for any other person on the service list, although properly served as appears from the affidavit of Samantha Dunn ***, 2017, filed:

SERVICE VALIDATED

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the supporting materials herein is hereby abridged and validated so that this motion is properly returnable today and hereby disposed with further service thereof.

SALE APPROVAL AND VESTING

2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, with such minor amendments as Cross Country and the Proposal Trustee may deem necessary. Cross Country is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Proposal Trustee's certificate to the Purchaser substantially in the form attached as Schedule 1 hereto (the "**Proposal Trustee's Certificate**"), all of Cross Country's right, title and

interest in and to the Purchased Assets described in the APA shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Mr. Justice Dewar dated September 7, 2017; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule 3 hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule 4) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Land Titles Division of *** (No. 33) of an Application for Vesting Order in the form prescribed by the *Land Titles Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule 2 hereto (the "**Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule 3 hereto.

5. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Proposal Trustee's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. THIS COURT ORDERS AND DIRECTS the he Proposal Trustee to file with the Court a copy of the Proposal Trustee's Certificate, forthwith after delivery thereof.

7. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, Cross Country is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in Cross Country's records pertaining to Cross Country's past and current employees, including personal information of those employees listed in the APA. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by Cross Country.

8. THIS COURT ORDERS that, notwithstanding:

(a) the pendency of these proceedings;

- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of Cross Country and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Cross Country;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Cross Country and shall not be void or voidable by creditors of Cross Country, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

DISTRIBUTIONS

9. THIS COURT ORDERS that the capitalized terms not defined in this Order shall have the meanings ascribed to them in the Proposal Trustee's Fifth Report dated November ***, 2017 ("**Fifth Report**").
10. THIS COURT ORDERS that Cross Country is authorized to hold back the CRA Source Deduction Estimated Deemed Trust Claim and to pay same to the Receiver General promptly upon court approval of a proposal in the within proceedings, and

otherwise to distribute same in accordance with the priority of claims in respect of such funds as at immediately prior to the sale, as if the such assets had not been sold and remained in the possession or control of Cross Country immediately prior to the sale.

11. THIS COURT ORDERS that Cross Country is authorized to pay the Financial Advisor's Claim to the financial advisor, PricewaterhouseCoopers LLP ("**Financial Advisor**").

12. THIS COURT ORDERS that Cross Country is authorized to hold back the Administration Charge (as defined in the this Honourable Court's Order pronounced on September 7, 2017 (the "**September 7 Order**"), which shall be reduced to \$100,000 following payment of the Financial Advisor's Claim in paragraph 11 above.

13. THIS COURT ORDERS that Cross Country is authorized to pay to the DIP Lenders (as defined in the September 7 Order) all amounts owing in accordance with the DIP Term Sheets (as defined in the September 7 Order),

14. THIS COURT ORDERS that the DIP Lenders' Charge as defined and ordered in the September 7 Order shall be discharged following the payment of the DIP Lenders' Charge as described in paragraph 13 above.

15. THIS COURT ORDERS that Cross Country is authorized to pay the Property Tax Claim to the Municipality of Chatham-Kent.

16. THIS COURT ORDERS that Cross Country is authorized to pay (A) to BDC the BDC Distribution in the amount of \$***, to permanently reduce the indebtedness of Cross Country to BDC, to be applied firstly to repay or reduce the following loans:

(*insert loan descriptions*) and (B) to BMO the BMO Distribution in the principal amount of \$*** to permanently reduce the indebtedness of Cross Country to BMO in accordance with arrangements as between Cross Country; all in accordance with the respective priorities of BDC and BMO as set out in the Fifth Report.

17. THIS COURT ORDERS that Cross Country is authorized to pay the Sale Closing Fees to Cross Country's legal counsel, MLT Aikins LLP.

18. THIS COURT ORDERS that Cross Country is authorized to pay the balance of the Sale Proceeds to Cross Country, to be deposited into Cross Country's operating account with BMO, in accordance with arrangements made between Cross Country and BMO.

EXTENSION

19. THIS COURT ORDERS that the time within which Lazer Grant Inc. (the "**Proposal Trustee**") may file a proposal with the Official Receiver in the matter of the proposal of Cross Country shall be extended to 11:59 PM (CST), Friday, January 19, 2018.

20. 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 to give effect to this Order and to assist Cross Country, the Proposal Trustee and

their 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 Cross Country and the Proposal Trustee as may be necessary or desirable to give effect to this Order or to assist Cross Country, the Proposal Trustee and their agents in carrying out the terms of this Order.

December ____, 2017

Dewar, J.

Schedule 1 — Form of Proposal Trustee's Certificate

File No. BK 17-01-04509

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PROPOSAL TRUSTEE'S CERTIFICATE

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PROPOSAL TRUSTEE'S CERTIFICATE

RECITALS

- A. On August 11, 2017 5274398 Manitoba Ltd. ("**Cross Country**"), filed a Notice of Intention to Make a Proposal ("**NOI**") pursuant to section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the "**BIA**") as amended. Lazer Grant Inc. was named proposal trustee in Cross Country's NOI (the "**Proposal Trustee**").
- B. Pursuant to an Order of the Court dated December 5, 2017, the Court approved the agreement of purchase and sale made as of November 13, 2017 (the "**APA**") between Cross Country and 2598309 Ontario Limited d/b/a Gin-Cor Trailer Holdings (the "**Purchaser**") and provided for the vesting in the Purchaser of Cross Country's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Proposal Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as

set out in the APA have been satisfied or waived by Cross Country and the Purchaser; and (iii) the transaction contemplated by the APA (the "**Transaction**") has been completed to the satisfaction of Cross Country and the Proposal Trustee.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the APA.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The Purchaser has paid and Cross Country has received the Purchase Price for the Purchased Assets payable on the closing date pursuant to the APA;
2. The conditions to closing as set out in the APA have been satisfied or waived by Cross Country and the Purchaser; and
3. The Transaction has been completed to the satisfaction of Cross Country and the Proposal Trustee.
4. This Certificate was delivered by the Proposal Trustee at [TIME] on [DATE].

LAZER GRANT INC. in its capacity as the
Proposal Trustee of Cross Country, and not in
its personal capacity

Per: _____

Name:

Title:

Schedule 2 – Purchased Assets

The Purchased Assets includes:

1. the Blenheim Real Property (as defined in the APA and as outlined below);
2. the Assumed Contracts (as defined in the APA);
3. the Blenheim Inventory (as defined in the APA);
4. the Blenheim Fixed Assets (as defined in the APA);
5. the Blenheim Intellectual Property (as defined in the APA);
6. the Books and Records (as defined in the APA);
7. the Blenheim Trade Names (as defined in the APA);
8. all Authorizations (as defined in the APA), licenses, and permits owned, held or used by Cross Country relating directly to the Blenheim Business (as defined in the APA) and to the extent transferrable; and
9. the Blenheim Goodwill (as defined in the APA).

Blenheim Real Property

Civic Address: 1 Solvay Drive, Blenheim, Ontario

Pin No. 00928-0617 (LT)

Legal Description:

PART OF LOT 12, CONCESSION 1, EAST COMMUNICATION ROAD, GEOGRAPHIC TOWNSHIP OF HARWICH, DESIGNATED AS PART 1, 24R3292, EXCEPT PART 1, 24R9801; SUBJECT TO INTEREST, IF ANY, IN 513921; TOGETHER WITH AN EASEMENT OVER PART LOT 12, CON. 1, ECR, HARWICH DESIGNATED AS PART 2, 24R3292 AS IN 492487; MUNICIPALITY OF CHATHAM-KENT

Schedule 3 — Claims to be deleted and expunged from title to Real Property

1. Registration No. CK80203 registered on January 18, 2013 as a Transfer
2. Registration No. CK80204 registered on January 18, 2013 as a Charge by the Business Development Bank of Canada
3. Registration No. CK101893 registered on December 4, 2014 as a Notice of Lease by Solar Power Network 001 Inc. / SPN LP 2
4. Registration No. CK134716 registered on August 4, 2017 as a charge by the Bank of Montreal

Schedule 4

Permitted Encumbrances, Easements and Restrictive Covenants related to the Real Property

(unaffected by the Vesting Order)

1. Instrument No. 24R3292 registered on May 8, 1984 as a Plan Reference
2. Instrument No. 403300 registered on June 1, 1984 as an Order
3. Instrument No. 403910 registered on June 20, 1984 as an Order
4. Instrument No. 408784 registered on November 2, 1984 as a By-Law
5. Instrument No. LT1360 registered on January 4, 1994 as a Notice Agreement registered by The Corporation of the Town of Blenheim regarding plan
6. Instrument No. LT4724 registered on December 2, 1994 as a Notice registered by Solvay Automotive Canada, Inc. in favour of The Corporation of the Town of Blenheim