

Form 27

[Rules 6.3 and 10.52(1)]

COURT FILE NUMBER 1903 12504

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE EDMONTON

PLAINTIFF MAYNBRIDGE CAPITAL INC.

DEFENDANTS VOICE CONSTRUCTION OPCO ULC, VOICE
MANAGEMENT LTD., VOICE
CONSTRUCTION LTD., EARTH & ENERGY
CONSTRUCTION LTD., VOICE HOLDINGS
LTD., and 2012442 ALBERTA LTD.

DOCUMENT **APPLICATION FOR INTERIM
DISTRIBUTION, APPROVAL OF ACTIVITIES
AND FEES, AND SEALING ORDER**

ADDRESS FOR SERVICE
AND CONTACT
INFORMATION OF PARTY
FILING THIS DOCUMENT MILLER THOMSON LLP
Barristers and Solicitors
2700, Commerce Place
10155-102 Street
Edmonton, AB, Canada T5J 4G8
Phone: 780.429.1751 Fax: 780.424.5866
Lawyer's Rick T.G. Reeson, Q.C.
Name: Spencer Norris
Lawyer's rreeson@millerthomson.com
Email: snorris@millerthomson.com
File No.: 182818.4

Clerk's Stamp

NOTICE TO RESPONDENT(S): as set out in Schedule "A" attached hereto

This application is made against you. You are a respondent. You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date: **November 26, 2020**

Time: **10:00 a.m.**

Where: Law Courts Building, Edmonton
Via Webex Hearing

Before Whom: **The Honourable Justice M.J. Lema**

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order, substantially in the form provided in Schedule “B”:
 - (a) abridging the time for service of notice of this Application to the time actually given, if necessary, and deeming service upon the parties served as good and sufficient service;
 - (b) approving the activities of Alvarez & Marsal Canada Inc. (the “**Receiver**”) as set out in the Seventh Report dated November 16, 2020 (the “**Seventh Report**”);
 - (c) approving the passing of accounts for the fees and disbursements of the Receiver from December 7, 2019 to November 15, 2020;
 - (d) approving the passing of accounts for fees and disbursements of the Receiver’s independent legal counsel, Miller Thomson LLP from November 1, 2019 to October 31, 2020;
 - (e) approving payment to Service Canada for the Wage Earner Protection Program (“**WEPP**”) in the approximate amount of \$380,000;
 - (f) approving an second interim distribution as more thoroughly described in the Seventh Report (the “**Second Maynbridge Interim Distribution**”) to Maynbridge Capital Inc. (“**Maynbridge**”);
 - (g) approving an third interim distribution as more thoroughly described in the Seventh Report (the “**Third Maynbridge Interim Distribution**”) to Maynbridge;
 - (h) declaring Division 4 of Part 6 of the *Rules of Court* does not apply to this Application, and the Confidential Appendices 1, 2, 3, 4, and 5 of the Seventh Report (the “**Confidential**”) be temporarily sealed until further Order of the Court.
2. Such further and other relief as the Receiver may advise.

Grounds for making this application:

3. The Receiver was appointed the receiver of Voice Construction OPCO ULC, Voice Management Ltd., Voice Construction Ltd., Voice Construction Ltd., Earth & Energy Construction Ltd., Voice Holdings Ltd., and 2012442 Alberta Ltd. (collectively, the “**Debtor**”) by an Order of this Honourable Court dated June 25, 2019 (the “**Receivership Order**”).

Approval of Receiver and Legal Counsel's Fees and Disbursements

4. The Receiver seeks approval of fees and disbursements as well as those of its legal counsel.
5. The Receiver has filed the Affidavit of Orest Konowalchuk sworn November 17, 2020 in support of its application for approval of its fees and disbursements.
6. Attached as Appendix “**A**” the Receiver’s Seventh Report is a summary of the Receiver’s fees and disbursements.
7. Attached as Appendix “**B**” to the Receiver’s Seventh Report is a summary of the fees and disbursements of the Receiver’s legal counsel.
8. The fees and disbursements of the Receiver and the Receiver’s legal counsel are fair and reasonable in all the circumstances.

Payment of WEPP

9. The Receiver currently owes a “super priority” amount to Service Canada of \$255,000 respecting the WEPP program. The Receiver is seeking approval from this Honourable Court to make this payment to Service Canada.

Second Interim Disbursement to Maynbridge Canada Inc.

10. The Receiver has been successful in recovering money from the accounts receivable of the Debtor from Gibson Energy ULC, Suncor Energy Services Inc., and Dow Chemical Canada ULC in the approximate amount of \$1,120,000.
11. Maynbridge has a first priority security interest to the present and after-acquired personal property of Voice.
12. Maynbridge’s secured claim against Voice in the approximate amount of \$30.8 million was reduced to approximately \$12,561,000 (the “**Maynbridge Secured Claim**”) as a result of a credit bid made by Maynbridge on October 16, 2019 for the purchase of certain assets of Voice and by an interim distribution in the amount of \$4,090,000 from the Receiver approved by the Order of Justice J. H. Goss granted on December 18, 2019 (the “**First Interim Distribution**”).
13. The Receiver is of the opinion that there will be insufficient proceeds recovered from the assets of Voice to satisfy the Maynbridge Secured Claim.
14. The Receiver is seeking an order approving another interim distribution to Maynbridge of holdback funds and funds recovered from accounts receivable of Voice in the amount of \$1,550,000 (the “**Second Interim Distribution**”).

15. After the Second Interim Distribution, the Receiver will hold \$1,712,118 in trust (the “**Holdback**”).
16. The Receiver submits that the Holdback is sufficient to complete the activities and tasks of the Receivership up to March, 2021 as discussed in the Seventh Report.

Third Interim Disbursement to Maynbridge Canada Inc.

17. The Receiver has entered into settlement agreement with Imperial Oil Limited and Pembina Pipeline Corporation with respect to the accounts receivable owed to Voice (the “**Imperial and Pembina Settlements**”).
18. The Receiver expects to receive proceeds from the Imperial and Pembina Settlements not to exceed \$1,400,000 in or around the end of November and beginning of December 2020. (the “**Imperial and Pembina Proceeds**”).
19. The Receiver is seeking an order approving a subsequent interim distribution to Maynbridge of the Imperial and Pembina Proceeds, not to exceed \$1,400,000, in advance of the Receiver receiving the Imperial and Pembina Proceeds (the “**Third Interim Distribution**”).
20. The Third Interim Distribution will be insufficient to satisfy the Maynbridge Secured Claim. The Receiver will continue to hold the Holdback which will be sufficient to complete the activities and tasks of the Receivership up to March, 2021. If the Receiver is of the opinion, that the the Holdback is not sufficient to complete the activities and tasks of the Receivership, the Receiver, in consultation with Maynbridge, will hold back some of the Imperial and Pembina Proceeds form the Third Interim Distribution.
21. It is efficient and reasonable in the circumstances to approve the Third Interim Distribution in advance, rather than the Receiver incurring the cost of re-attending before the Court after coming into receipt of the Imperial and Pembina Proceeds.

Sealing Order

22. The Confidential Appendices contain confidential information with respect to the Receiver’s settlements with Gibson Energy ULC, Dow Chemical Canada ULC, Imperial Oil Limited, and Pembina Pipeline Corporation. The Receiver is bound by the confidentiality provisions of each respective settlement agreement and is only permitted to disclose the information “as required by law or as may be required to be disclosed by the Receiver in the course of the receivership of Voice”. The disclosure is necessary to the extent that the Receiver seeks to approval its activities to date. Otherwise, the information contained therein is of a confidential and commercially sensitive nature and could prejudice the Receiver’s ability to resolve remaining accounts

receivable if made public. Should the confidential information contained in the Confidential Appendices be disclosed it may be contrary to the terms of the settlement agreement prejudice the Receiver the respective settling parties.

Material or evidence to be relied on:

23. Seventh Report of the Receiver dated November 16, 2020, to be filed.
24. Confidential Appendices 1, 2, 3, 4, and 5 to the Seventh Report of the Receiver, unfiled.
25. Affidavit of Orest Konowalchuk sworn November 18, 2020, to be filed.
26. Bench Brief for Sealing Order, to be filed.
27. Such further and other material as legal counsel for the Receiver may advise and this Honourable Court may permit.

Applicable rules:

28. *Alberta Rules of Court*, AR 124/2010 including Division 4 Part 6 and Rules 6.3, 6.28, and 13.5(2).
29. Such further and other authority as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

30. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.
31. *Personal Property Security Act*, RSA 2000, c P-7.
32. *Judicature Act*, RSA 2000, c J-2.

Any irregularity complained of or objection relied on:

33. None

How the application is proposed to be heard or considered:

34. In person in open Chambers.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A" – SERVICE LIST

Party	Counsel	Address	Service Method
Receiver With a copy to:	 Rick Reeson, Q.C., and Stephanie Wanke	Alvarez & Marsal Canada Inc. Suite 1110, 250 6th Avenue SW Calgary, AB T2P 3H7 Orest Konowalchuk Miller Thomson LLP 2700, 10155-102 Street Edmonton, AB T5J 4G8	okonowalchuk@alvarezandmarsal.com rreeson@millerthomson.com ejohnston@millerthomson.com
Maynbridge Capital Inc.	Matti Lemmens Tiffany Bennett	Borden Ladner Gervais LLP Centennial Place, East Tower 1900, 520-3 rd Avenue SW Calgary, AB T2P 0R3	MLemmens@blg.com TiBennett@blg.com
Voice Construction OPCO ULC, et al., Defendants	Martino Calvaruso Marc Wasserman	Osler, Hoskin & Harcourt LLP Box 50, 1 First Canadian Place Toronto, ON M5X 1B8	mcalvaruso@osler.com mwasserman@osler.com
Finning International Inc.	Peter Kumpula	Finning International Inc. 16901-109 Avenue Edmonton, AB T5P 4P6	peter.kumpula@finning.com
Caterpillar Financial Services Limited	Pantelis Kyriakakis	McCarthy Tetrault 421 7th Avenue SW Suite 4000 Calgary AB T2P 4K9	pkyriakakis@mccarthy.ca wmacleod@mccarthy.ca
Petersen Leasing		Petersen Leasing 10 Automall Rd Sherwood Park, AB T8H 2N1 Attention: Erin Whelan	ewhelan@sherwoodparkchev.com
Jim Pattison Industries Ltd.		Jim Pattison Lease 4937 Regent Street Burnaby, BC V5C 4H4 Attention: Ian Lazar	lon.Lazar@jplease.com
Ari Financial Services		Ari Financial Services 600 – 1270 Central Parkway West Mississauga, ON L5C 4P4 Attention: Dan Willard	dwillard@arifleet.com

Party	Counsel	Address	Service Method
Jim Peplinski Leasing Inc.		Jim Peplinski Leasing Inc. 3200 Bloor Street West Toronto, ON M8X 1E1 Attention: John Thomas	jthomas@jimpeplinski.ca
GE Canada Asset Financing Holding Company GE VFS Canada Limited Partnership		GE Canada Asset Financing Holding Company/ GE VFS Canada Limited Partnership 2300 Meadowvale Blvd, Suite 200 Mississauga, ON L5N 5P9 Attention: Kirstin Pereira	Kirstin.pereira@wellsfargo.com
Konica Minolta Business Solutions (Canada) Ltd.		Konica Minolta Business Solutions (Canada) Ltd. 5035 South Service Road Burlington, ON L7R 4C8	efcwaivers@lbccapital.ca Nam.mau@bt.konicaminolta.ca
Daimler Truck Financial		Daimler Truck Financial 2680 Matheson Blvd E, Ste 500 Mississauga, ON L4W 0A5 Attention: Joel Ricci	Joel.ricci@daimler.com
Mercedes-Benz Financial Services Canada Corporation		Mercedes-Benz Financial Services Canada Corporation 2680 Matheson Blvd E, Ste 500 Mississauga, ON L4W 0A5 Attention: Joel Ricci	Joel.ricci@daimler.com
Komatsu International (Canada) Inc.		Komatsu International (Canada) Inc. 3755 Boul Matte, Suite E Brossard, QC J4Y 2P4 Attention : Ray Iacovoizzi	riacovoizzi@komatsuna.com
John Deere Financial Inc.		John Deere Financial Inc. 3430 Superior Court Oakville, ON L6L 0C4 Attention: Ryan Szymusiak	szymusiakryanf@johndeere.com
Black Diamond Limited Partnership, Boxx Division		Black Diamond Limited Partnership, Boxx Division Suite 1000, 440 – 2 Ave SW Calgary, AB T2P 5E9 Attention: Nicki Ferguson	nferguson@blackdiamondgroup.com ymoquin@blackdiamondgroup.com
Northgate Industries Ltd.		Northgate Industries Ltd. 12345 – 121 St Edmonton, AB T5L 4Y7	dcrough@northgateindustries.com

Party	Counsel	Address	Service Method
Quality Property Developments Inc.		Quality Property Developments Inc. 33-130 Commercial Drive Calgary, AB T3Z 2A7	r.leahy@qualityprop.ca
562072 Alberta Ltd.		562072 Alberta Ltd. 54545 Range Road 213 Fort Saskatchewan, AB T8L 4B8	Registered Mail
52 Street Holdings Ltd.		52 Street Holdings Ltd. 400, 444-7 Avenue SW Calgary, AB T2P 0X8	Registered Mail
Torys LLP	Tyrel Henderson	Torys LLP 46 th Floor, Eighth Avenue Place East, 525-8 Avenue SW Calgary, AB T2P 1G1	thenderson@torys.com
Grande Tire Inc.		Grande Tire Inc. 5505 128 Ave Edmonton, AB T5A 5G5 Attention: Sean Roberts	sean@grandetire.ca
Clearstream Energy Services		Clearstream Energy Services Intact Place – East Tower Suite 415, 311 – 6th Avenue SW Calgary, AB T2P 3H2	tgracie@clearstreamenergy.ca
Gunther Construction (1988) Ltd.	Ronald H. Haggett	Ogilvie LLP 1400 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB T5J 3N6	RHaggett@ogilvielaw.com
Workers' Compensation Board - Alberta		Workers' Compensation Board - Alberta 9912 107 Street PO Box 2415 Edmonton AB T5J 2S5 Attention: Troy Voong	employer.account.services@wcb.ab.ca
Chemco Electrical Contractors Ltd.	Bryan Kwan	McLennan Ross LLP 600, 12220 Stony Plain Road Edmonton, AB T3N 3Y4	bkwan@mross.com
Canadian Natural Resources Limited	Brent W. Mescall	Parlee McLaws LLP 3300 TD Canada Trust Tower, 4271-7 th Avenue SW Calgary, Alberta T2P 4K9	bmescall@parlee.com

Party	Counsel	Address	Service Method
Arpi's North Inc.	Joseph J. Kueber, Q.C.	Bryan & Company LLP 2600 Manulife Place 10180 – 101 Street Edmonton, AB T5J 3Y2	jjkueber@bryanco.com
Kevin Coyne	Jason Harley	Brownlee LLP 2200 COMMERCE PLACE 10155 - 102 STREET EDMONTON, AB T5J 4G8	jharley@brownleelaw.com
Suncor Energy Inc.		Suncor Energy Inc. 150 – 6th Avenue SW Calgary, AB T2P 3E3	nvanderlinden@suncor.com robwalker@suncor.com
Shell Canada			Phu.to@shell.com Dan.berry@shell.com Vincent.Melifonwu@Shell.com
PNR Railworks Inc.	Courtney Kachur	Rose LLP Suite 810, 333 – 5th Avenue SW, Calgary, AB, T2P 3B6	Courtney.Kachur@RoseLLP.com
Dow Chemical	Robert J. Moyse	Code Hunter LLP 850, 440 2 Avenue SW Calgary, AB T2P 5E9	Robert.moyse@codehunterllp.com
CBRE Limited			Barbara.endoy@cbre.com
Gibson Energy	Steve Smyth	1700, 440 – 2 nd Avenue SW, Calgary, AB T2P 5E9	Steve.smyth@gibsonenergy.com
Imperial Oil Limited	James Reid	Blakes 855 - 2nd Street S.W. Suite 3500, Bankers Hall East Tower Calgary AB T2P 4J8	James.reid@blakes.com
Plains Midstream	Josh Dial	Dentons Canada LLP 15th Floor, Bankers Court, 850 - 2nd Street SW Calgary, AB T2P 0R8 Canada	Josh.dial@dentons.com

Party	Counsel	Address	Service Method
Local 955 Trust Funds	Murray D. McGown Q.C.	McGown Cook 120 7260 12th Street S.E. Calgary AB T2H 2S5	mdmcgown@mcgowncook.com
Pembina Pipeline Corporation	Alexandra Luchenko	595 Burrard Street, Suite 2600 Vancouver BC V7X 1L3	alexandra.luchenko@blakes.com
North West Redwater Partnership	Brian Reid	Bennett Jones LLP 4500 Bankers Hall East 855 2nd Street SW Calgary, Alberta T2P 4K7 Canada	reidb@bennettjones.com
Specter Fabricating Inc.		PO Box 455 5116 53 Ave Redwater, AB T0A 2W0 Attention: Lance Peters	specterfab@gmail.com
Heavy Tech Repairs and Rentals Ltd.		130 50535 RR233 Leduc County, AB T4X 0L4 Attention: Travis Stevens	travis@heavytechrepair.com
Boyd Ventures Inc.		RR3 Site 302 Comp 88 Onoway, AB T6B 2G2 Attention: Sharon Fenske	boydventures2@gmail.com
Kal Tire A Corporate Partnership		1540 Kalamalka Lake Road Vernon, BC V1T6V2 27 Strathmoor Drive Sherwood Park, AB T8H 0C1 Attention: Emilio Szadiak	Emilio_szadiak@kaltire.com
Canada Revenue Agency	George F. Body	Department of Justice (Canada) #300, 10423 – 101 Street NW Edmonton, AB T5H 0E7	George.body@justice.gc.ca
Bentall Kennedy (Canada) LP	Douglas S. Nishimura	Field Law 400 – 444 7 AVE SW Calgary AB T2P 0X8	dnishimura@fieldlaw.com
West Fraser Concrete	John Perry	PO Box 790 Smithers, BC V0J 2N0	john@perryco.ca

Party	Counsel	Address	Service Method
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Rainwater Management	Pete Law		pete@rainwatermanagement.ca
Burnco Rock Products Ltd.	Dean Barrett	Main Floor, 155 Glendeer Circle SE Box 1480, Station T Calgary, AB Canada T2H 2P9	Dean.Barrett@burnco.com
Delta North Geomatics Inc.	Christopher M. Young	Swainson Miki Peskett LLP Suite 2800 Bell Tower Edmonton, AB	cyoung@smpllp.ca
Harris Steel Services Limited	Shaun D. Wetmore	McCuaig Desrochers LLP 2401 Toronto Dominion Tower 10088-102 Avenue NW Edmonton, AB T5J 2Z1	swetmore@mccuaig.com
Lynx Brand Fence Products Alta. Ltd.	James Hanley	MacDonald Hanley 2050, 736 – 6 Avenue SW Calgary, AB T2P 3T7	jhanley@macdonaldhanley.com
Matthews Equipment Limited	Anthony Burden	Field Law 400 – 444 7 Ave SW Calgary AB T2P 0X8	aburden@fieldlaw.com
OCS Group Inc.	Jeremiah Kowalchuk	Field Law 2500 – 10175 101 St NW Edmonton, AB T4J 0H3	jkowalchuk@fieldlaw.com
Rebel Heart Water Hauling Ltd.	Tara Matheson	Duncan Craig LLP 2800 Scotia Place 10060 Jasper Ave Edmonton, AB T5J 3V9	tmathewson@dcllp.com

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Clerk's Stamp

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT

MILLER THOMSON LLP
Barristers and Solicitors
2700, Commerce Place 10155-102 Street
Edmonton, AB, Canada T5J 4G8
Phone: 780.429.1751 Fax 780.424.5866
Lawyer's Name: Rick T.G. Reeson, QC
Spencer Norris
Lawyer's Email rreeson@millerthomson.com /
snorris@millerthomson.com
File No.: 182818.4

DATE ON WHICH ORDER WAS PRONOUNCED: NOVEMBER 26, 2020

LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON, ALBERTA

NAME OF JUSTICE WHO MADE THIS ORDER: MISTER JUSTICE M.J. LEMA

UPON THE APPLICATION by Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of Voice Construction OPCO ULC, Voice Management Ltd., Voice Construction Ltd., Earth & Energy Construction Ltd., Voice Holdings Ltd., and 2012442 Alberta Ltd. (collectively the "**Debtor**"); AND UPON reviewing the Seventh Report of the Receiver dated November 17, 2020 (the "**Seventh Report**"), the Confidential Appendices 1, 2, 3, 4, and 5 to the Seventh Report, unfiled; the Affidavit of Orest Konowalchuk sworn November 18, 2020 and the Affidavit of Service;

AND UPON HEARING the submissions of counsel for the Receiver, and such other that appeared, if any, although property served as appears from the Affidavit of Service;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

ACTIVITIES OF THE RECEIVER

2. The activities, conduct, and actions of the Receiver to date, including those described in the Seventh Report are hereby approved.

INTERIM DISTRIBUTION

3. The Receiver is hereby permitted to make an interim distribution to Service Canada in the approximate amount of \$255,000 with respect its priority with respect to the Wage Earner Protection Program.
4. The Receiver is hereby permitted to make an interim distribution to Maynbridge Capital Inc. in the amount of \$1,550,000.
5. The Receiver is hereby permitted to make a further distribution to Maynbridge Capital Inc., in its discretion, from proceeds received from Imperial Oil Ltd. and Pembina Pipeline Corporation for settlement of accounts owed to the Debtor, not to exceed \$1,400,000.

APPROVAL OF ACCOUNTS

6. The Receiver's accounts for fees and disbursements incurred in these proceedings up to November 15, 2020, as set out in the Seventh Report, are hereby approved without the necessity of a formal passing of its accounts.
7. The accounts of the Receiver's legal counsel Miller Thomson LLP, for its fees and disbursements in these proceedings up to October 31, 2020, as set out in the Seventh Report, are hereby approved without the necessity of a formal passing of its accounts.

SEALING ORDER

8. Division 4 of Part 6 of the Rules of Court does not apply to this Application, and the Clerk of the Court be and is hereby directed to seal the Confidential Appendices to the Seventh Report on the Court file until the granting of further order of this Court.

9. The Clerk of this Honourable Court is hereby directed to seal the Confidential Appendices to the Seventh Report in an envelope setting out the style of cause in the within proceedings and labelled:

THIS ENVELOPE CONTAINS CONFIDENTIAL APPENDICES 1,2, 3, 4, AND 5 TO THE SEVENTH REPORT DATED NOVEMBER 17, 2020, THIS CONFIDENTIAL DOCUMENT IS SEALED ON THE COURT FILE PURSUANT TO THE ORDER ISSUED BY THE HONOURABLE JUSTICE M.J. LEMA ON NOVEMBER 26, 2020. THE CONFIDENTIAL DOCUMENTS ARE NOT TO BE ACCESSED BY ANY PERSON UNTIL THEY ARE UNSEALED BY FURTHER ORDER OF THIS COURT.

The Honourable Justice M.J. Lema