

Court File No. CV-22-00691990-00CL

**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 1000156489 ONTARIO INC.

Applicant

**MOTION RECORD OF THE MONITOR  
(Stay Extension)**

December 1, 2023

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solely in its capacity as Monitor of  
1000156489 Ontario Inc. (f/k/a DCL  
Corporation) and not in its personal or  
corporate capacity

TO: **SERVICE LIST**

Court File No.: CV-22-00691990-00CL

**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 1000156489 ONTARIO INC. (the "**Applicant**")

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(as at December 1, 2023)

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**ONTARIO**  
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IN THE MATTER OF THE *COMPANIES' CREDITORS*  
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Applicant

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# TAB 1

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

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Applicant

**NOTICE OF MOTION  
(Stay Extension)**

Alvarez & Marsal Canada Inc. (“**A&M**”), in its capacity as court-appointed monitor of the Applicant (in such capacity, the “**Monitor**”), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), will make a Motion before the Honourable Madam Justice Conway of the Commercial List on Wednesday, December 6, 2023 at 10:00 a.m., or as soon after that time as the Motion can be heard.

**PROPOSED METHOD OF HEARING:** The Motion is to be heard

- In writing under subrule 37.12.1(1);
- In writing as an opposed motion under subrule 37.12.1(4);
- In person;
- By telephone conference;
- By video conference.

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at the following location:

<https://ca01web.zoom.us/j/61474879934?pwd=NDQvb3ZKRkN0b3hpTWNPU1RaaWt0QT09#success>

**THE MOTION IS FOR:**

1. An Order, substantially in the form of the draft order included in the Motion Record, among other things:
  - (a) abridging the time for, and validating service of, this Notice of Motion and supporting materials such that the motion is properly returnable on December 6, 2023 and dispensing with further service thereof;
  - (b) extending the Stay Period (as defined in the Amended and Restated Initial Order, defined below) until and including June 30, 2024; and
2. Such further and other Relief as to this Honourable Court may seem just.

**THE GROUNDS FOR THE MOTION ARE:<sup>1</sup>**

***The Chapter 11 Proceedings and the CCAA Proceedings***

3. On December 20, 2022 (the “**Petition Date**”), 1000156489 Ontario Inc. (f/k/a DCL Corporation) (the “**Applicant**”) obtained an initial order (the “**Initial Order**”) from the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) under the CCAA. The proceedings

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<sup>1</sup> All capitalized terms not otherwise defined have the meaning given to them in the Seventh Report of the Monitor dated December 1, 2023 (the “**Seventh Report**”).

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commenced thereby are referred to herein as the “**CCAA Proceedings**”. Among other things, the Initial Order appointed A&M as Monitor in the CCAA Proceedings;

4. On the Petition Date, HIG Colors Holdings and certain of its U.S.-based subsidiaries (collectively, the “**Chapter 11 Debtors**”) each filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (such proceedings, the “**Chapter 11 Proceedings**”);

5. On December 29, 2022, the Applicant obtained an amended and restated Initial Order (the “**Amended and Restated Initial Order**”) that, among other things, approved the DIP Facility and the Final DIP Credit Agreement (each as defined in the First Report), and extended the Stay Period;

6. The DCL Group conducted a sales process in the Restructuring Proceedings that culminated in a transaction (the “**Transaction**”) with Pigments Holdings, Inc.;

7. On March 29, 2023, this Court issued an Order (the “**Approval and Vesting Order**”), which, among other things, approved the Transaction. The Transaction closed on April 14, 2023;

8. On May 8, 2023, this Court issued an Order (the “**Expansion of Monitor’s Powers Order**”), which, among other things: (i) granted the Monitor the Expanded Powers (as defined and described in the Fifth Report), expanding the powers of the Monitor to, among other things, oversee the wind-down activities of the Applicant; and (ii) changed the style of cause in the CCAA Proceedings to reflect the Applicant’s change of name following the closing of the Transaction;

9. On June 20, 2023, this Court issued an Order (the “**Claims Procedure Order**”), which, among other things: (i) granted the claims procedure (the “**Claims Procedure**”) by which creditors

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may file claims against the Applicant, or against the Applicant's Directors or Officers, as applicable; and (ii) extended the Stay Period until and including December 31, 2023;

*Extension of Stay Period*

10. The Stay Period currently expires on December 31, 2023;

11. The Monitor proposes that this Court extend the Stay Period until and including June 30, 2024;

12. As of the Claims Bar Date, the Monitor received 170 Proofs of Claim totalling approximately \$40.2 million of asserted Claims against the Applicant. No Director / Officer Claims were received by the Monitor. Certain Claims are subject to ongoing review and adjudication by the Monitor (the "**Unresolved Claims**");

13. The Applicant's counsel and the Monitor also continue to pursue a potential recovery from the surplus balance remaining after the wind-down of the Canadian Pension Plans;

14. The stay of proceedings will provide the necessary time for the Monitor and the Applicant to continue the ongoing review of the Unresolved Claims, continue to pursue the surplus balance from the Canadian Pension Plans and administer the CCAA Cash Pool, which continues to be held by the Monitor for the benefit of the Applicant's estate in the CCAA Proceedings (as described in the Seventh Report);

15. The stay of proceedings is required to provide the necessary stability and certainty to enable the Monitor to facilitate the wind-down of the CCAA Proceedings;

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16. The Canadian Designated Amount Portion (described in the Seventh Report) and approximately \$100,000 of the CCAA Cash Pool is expected to provide sufficient liquidity to fund the remaining costs anticipated during the wind-down of the CCAA Proceedings (and any related wind-down proceedings such as formal bankruptcies);

17. The Applicant, with the assistance and oversight of the Monitor, continues to act in good faith and with due diligence;

***Other Grounds***

18. The provisions of the CCAA, and the statutory, inherent and equitable jurisdiction of this Honourable Court;

19. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, and section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended; and

20. 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:

21. The Seventh Report of the Monitor dated December 1, 2023; and

22. Such further and other evidence as counsel may advise and this Honourable Court may permit.

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December 1, 2023

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corporate capacity

**TO: SERVICE LIST**

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1000156489 ONTARIO INC.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**NOTICE OF MOTION  
(Stay Extension)**

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Counsel for Alvarez & Marsal Canada Inc., solely in its capacity as Monitor of 1000156489 Ontario Inc. (f/k/a DCL Corporation) and not in its personal or corporate capacity

# TAB 2

Court File No. CV-22-00691990-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MADAM	)	WEDNESDAY, THE 6 <sup>TH</sup>
	)	
JUSTICE CONWAY	)	DAY OF DECEMBER, 2023

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 1000156489 ONTARIO INC.

**ORDER  
(Stay Extension)**

**THIS MOTION** made by Alvarez & Marsal Canada Inc. (“**A&M**”), in its capacity as monitor (in such capacity, the “**Monitor**”) of 1000156489 Ontario Inc. (f/k/a DCL Corporation) (the “**Company**”), pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the “**CCAA**”) for an order seeking the extension of the Stay Period to June 30, 2024, was heard this day by judicial video conference via Zoom in Toronto, Ontario.

**ON READING** the Notice of Motion, the Seventh Report of the Monitor dated December 1, 2023 (the “**Seventh Report**”), and on hearing the submissions of counsel for the Monitor, the Company and those other parties present, no one else appearing although duly served as appears from the affidavit of service of Marleigh Dick sworn December ●, 2023:

**SERVICE**

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

**DEFINITIONS**

2. **THIS COURT ORDERS** that capitalized terms used herein that are not otherwise defined have the meanings ascribed to them in the Seventh Report.

**STAY EXTENSION**

3. **THIS COURT ORDERS** that the Stay Period is hereby extended until and including June 30, 2024.

**AID AND RECOGNITION**

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or outside Canada to give effect to this Order and to assist the Monitor, the Company 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 Monitor, as an officer of this Court, and the Company, as may be necessary or desirable to give effect to this Order, or to assist the Monitor and the Company and their respective agents in carrying out the terms of this Order.

5. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Toronto time) on the date of this Order.

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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C., 1985 c. C-36  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 1000156489 ONTARIO INC.**

Court File No. CV-22-00691990-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceedings commenced in Toronto

**ORDER  
(Stay Extension)**

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

Court File No.: CV-22-00691990-00CL

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
1000156489 ONTARIO INC.**

***ONTARIO*  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

**MOTION RECORD OF THE MONITOR  
(Stay Extension)**

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