



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE

)

TUESDAY, THE 28TH

)

JUSTICE J. DIETRICH

)

DAY OF JANUARY, 2025

B E T W E E N:

(Court Seal)

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

REPRESENTATIVE COUNSEL ORDER

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**") was heard this day by judicial video conference via Zoom in Toronto, Ontario.

ON READING the the Notice of Motion, the Ninth Report of the Monitor dated January 21, 2025 (the "**Ninth Report**"), and on hearing the submissions of counsel for the Monitor and Representative Counsel (as defined below), and those other parties present:

DEFINITIONS

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

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APPOINTMENT OF REPRESENTATIVE COUNSEL

2. **THIS COURT ORDERS** that Ursel Phillips Fellows Hopkinson LLP (the “**Representative Counsel**”) is hereby appointed as representative counsel to represent the interests of all members of the Salaried DB Plan and all members of the Hourly DB Plan (collectively, the “**Represented Parties**”) in these CCAA proceedings, solely with respect to pension surplus entitlements of the Represented Parties under the Salaried DB Plan and the Hourly DB Plan, as applicable (the “**Purpose**”). As used herein, “Represented Parties” shall include any person claiming an interest under or on behalf of a Represented Party.

3. **THIS COURT ORDERS** that Representative Counsel shall be entitled to commence the process of identifying no more than three (3) members of the Salaried DB Plan to be nominated as Court-appointed representative of the Salaried DB Plan and no more than one (1) representative of the Union to be nominated as Court-appointed representative of the Hourly DB Plan (collectively, the “**Representatives**”) as soon as practicable following the date hereof. The Representatives shall, upon appointment, represent the members of the Salaried DB Plan and members of the Hourly DB Plan, as applicable (excluding the Opt-Out Individuals (as defined below), if any), in these CCAA proceedings, to act in the overall best interests of the Represented Parties from each such pension plan, and to advise and where appropriate instruct the Representative Counsel with respect to their respective pension plan, in every case, solely for the Purpose. The Representative Counsel may rely upon the advice, information and instructions received from the Representatives in carrying out the mandate of the Representative Counsel without further communications with or instructions from the Represented Parties, except as may be recommended by the Representative Counsel or ordered by this Court.

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4. **THIS COURT ORDERS** that, with the exception of Opt-Out Individuals, (a) the Representative Counsel shall represent all Represented Parties in these CCAA proceedings; (b) the Representatives of the Salaried DB Plan and the Representatives of the Hourly DB Plan shall each represent the Represented Parties of the Salaried DB Plan and Hourly DB Plan, respectively; (c) the Represented Parties shall be bound by the actions of the Representatives and the Representative Counsel in these CCAA proceedings; and (d) the Representatives shall be entitled, on the advice of the Representative Counsel, to reach any settlement agreements, advocate on behalf of the Represented Parties for the Purpose and compromise any rights, entitlements or claims of the Represented Parties, subject to approval of this Court.

5. **THIS COURT ORDERS** that Representative Counsel shall be permitted to obtain from the Company or the appointed administrator of the Hourly DB Plan and Salaried DB Plan (the “**Administrator**”), to the extent reasonably and readily available to the Company and the Administrator, as applicable, and subject to confidentiality arrangements satisfactory to the Company and the Monitor, without charge to the Company or Monitor, the following information, documents and data (the “**Information**”) to only be used for the Purpose in the context of these CCAA proceedings:

- (a) the names, last known addresses and last known telephone numbers and e-mail addresses (if any) of the Represented Parties (excluding Opt-Out Individuals, if any, who have opted out prior to delivery of the Information); and
- (b) upon request of the Representative Counsel, such documents and data as may be reasonably relevant to matters relating to the issues affecting the Represented

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Parties in these CCAA proceedings provided that such Information is to be only used for the Purpose;

and that, in so doing, the Company or the Administrator is not required to obtain express consent from such Represented Parties authorizing disclosure of the Information to the Representative Counsel for the Purpose and, further, in accordance with section 7(3) of the *Personal Information Protection and Electronic Documents Act*, this Order shall be sufficient to authorize the disclosure of the Information for the Purpose without the knowledge or consent of the individual Represented Parties.

6. **THIS COURT ORDERS** that notice of the granting of this Order shall be provided by the Administrator, with the assistance of the Monitor, delivering a letter from the Representative Counsel explaining the terms of this Order, which shall include the Monitor's website address where a full copy of this Order can be reviewed, to be delivered forthwith to the Represented Parties by ordinary mail to the physical address of each Represented Party as last shown in the books and records of the Administrator, or by such other electronic means as is maintained by the Administrator for the purposes of communicating directly with the Represented Parties, and further that a copy of this Order be posted on the Monitor's website.

7. **THIS COURT ORDERS** that any individual Represented Party who does not wish to be represented by the Representatives and the Representative Counsel in these CCAA proceedings shall, within 30 days of the date of the letter pursuant to paragraph 6 above, notify the Monitor, in writing, that he or she is opting out of representation by the Representatives and the Representative Counsel by delivering to the Monitor an opt-out notice in the form attached as Schedule "A" hereto (each an "**Opt-Out Notice**"), and shall thereafter not be bound by the actions of the

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Representatives or the Representative Counsel and shall represent themselves or be represented by any counsel that such Represented Party may retain exclusively at their own expense in these CCAA proceedings (any such persons who deliver an Opt-Out Notice in compliance with the terms of this paragraph, “**Opt-Out Individuals**”). The Monitor shall deliver copies of all Opt-Out Notices received to the Company and the Representative Counsel as soon as reasonably practicable.

8. **THIS COURT ORDERS** that the Representative Counsel shall be given notice of all motions to which the Represented Parties are entitled to receive notice in these CCAA proceedings and that it shall be entitled to represent those on whose behalf it is hereby appointed in all such proceedings.

9. **THIS COURT ORDERS** that Representative Counsel may retain such actuarial, financial and other advisors and assistants (collectively, the “**Advisors**”) as may be reasonably necessary in connection with its duties as Representative Counsel in relation to the Purpose.

10. **THIS COURT ORDERS** that Representative Counsel’s fees and disbursements shall be paid in accordance with the terms of the Representative Counsel Letter solely from the distributions of the surplus amounts in the Salaried DB Plan and the Hourly DB Plan, and shall be subject to the Global Fee Cap, as further described in the Ninth Report. In the event of any disagreement with respect to the Representative Counsel’s fees and disbursements, such disagreement may be remitted to this Court for determination. The Company and the Monitor shall have no liability whatsoever for the fees and disbursements incurred by Representative Counsel.

11. **THIS COURT ORDERS** that any payments made to Representative Counsel pursuant to this Order do not and will not constitute preferences, fraudulent conveyances, transfers of

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undervalue, oppressive conduct or other challengeable or voidable transactions under any applicable laws.

12. **THIS COURT ORDERS** that the Representative Counsel is hereby authorized to take all steps and do all acts necessary or desirable to carry out the terms of this Order.

13. **THIS COURT ORDERS** that the Representative Counsel shall be at liberty, and is hereby authorized, at any time, to apply to this Court for advice and directions in respect of its appointment or the fulfilment of its duties in carrying out the provisions of this Order or any variation of the powers and duties of the Representative Counsel, which shall be brought on notice to the Company, the Monitor and other interested parties, unless this Court orders otherwise.

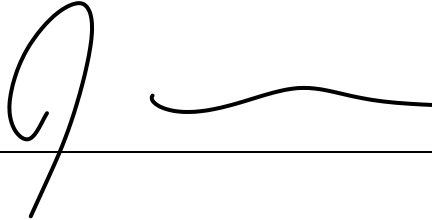
14. **THIS COURT ORDERS** that the Representative Counsel and the Representatives shall have no personal liability or obligations as a result of the performance of their duties in carrying out the provisions of this Order or any subsequent Orders in these CCAA proceedings, save and except for liability arising out of gross negligence or wilful misconduct.

15. **THIS COURT ORDERS** that no action or other proceeding may be commenced against the Representative Counsel or the Representatives in respect of the performance of their duties under this Order without leave of this Court on seven (7) days' notice to the Representative Counsel or the Representatives, as the case may be.

16. **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 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

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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 and in case, any which motion to be served within three (3) weeks of the date this order.



A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a horizontal wavy line, is positioned above a solid horizontal line.

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SCHEDULE “A”

FORM OF OPT-OUT NOTICE

TO: ALVAREZ & MARSAL CANADA INC.

Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900
P.O. Box 22
Toronto, ON M5J 2J1

Attention: Josh Nevsky

I hereby provide written notice that I do not wish to be represented by Ursel Phillips Fellows Hopkinson LLP, representative counsel (the “**Representative Counsel**”) for the members of the Salaried DB Plan and for members of the Hourly DB Plan of 1000156489 Ontario Inc. (f/k/a DCL Corporation) (the “**Company**”) in their proceedings under the *Companies’ Creditors Arrangement Act* (Court File No. CV-22-00691990-00CL) (the “**CCAA Proceedings**”). I understand that by opting out of representation if I wish to take part in the CCAA Proceedings I would need to do so as an independent party. I am responsible for retaining my own legal counsel should I choose to do so, and that I would be personally liable for the costs of my own legal representation. I understand that a copy of this Opt-Out Form will be provided to the Representative Counsel and to the Company.

Witness

Signature

Name [please print]:

Address:

Telephone:

Email address:

Note: To opt out, this form must be completed and received at the above address on or before ●.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceeding commenced at Toronto

REPRESENTATIVE COUNSEL ORDER

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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