Court File No. CV-16-11582-00CL

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 OLD PSG WIND-DOWN LTD., OLD BHR WIND-DOWN CORP., OLD BPSU WIND-DOWN CORP., OLD BPSDS WIND-DOWN CORP., OLD EBS WIND-DOWN CORP., OLD PLG WIND-DOWN CORP., OLD PSGI WIND-DOWN CORP., OLD BHR INC., OLD BH INC., OLD BPSU INC., OLD BPSCI INC., OLD BPSUSH INC., OLD EBS INC., OLD PLG INC., AND OLD PSGI INC.

(Applicants)

SUPPLEMENTARY MOTION RECORD
(Returnable September 27, 2017)
(Re: Directions on Joint Plan and Stay Extension)

September 26, 2017

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6784913 v1

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(Applicants)

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TAB 1

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(Applicants)

AFFIDAVIT OF KEISHA LACKPATIAH-SEALY
(Sworn September 26, 2017)

I, KEISHA LACKPATIAH-SEALY, of the City of Oshawa, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a legal assistant with Stikeman Elliott LLP, counsel to Old PSG Wind-down Ltd., Old BHR Wind-down Corp., Old BPSU Wind-down Corp., Old BPSDS Wind-down Corp., Old EBS Wind-down Corp., Old EBS Wind-down Corp., Old PLG Wind-down Corp., Old PSGI Wind-down Corp., Old BHR Inc., Old BH Inc., Old BPSU Inc., Old BPSCI Inc., Old BPSCI Inc., Old BPSUSH Inc., Old EBS Inc., Old PLG Inc., and Old PSGI Inc. in their proceedings under the *Companies' Creditors Arrangement Act*.

2. I previously swore an affidavit on September 21, 2017 in respect of this motion which attached various documents, including the joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and its affiliated debtors (the "**Joint Plan**") filed with the United States Bankruptcy Court for the District of Delaware on August 25, 2017.

3. Attached hereto as Exhibit "A" is a copy of a preliminary draft of the CCAA Approval Order (as defined by the Joint Plan). I am informed by Lee Nicholson, a lawyer with Stikeman Elliott LLP, and believe that the draft order has had preliminary input from

the Applicants, the Monitor and the Equity Committee (each defined by the Joint Plan). I am also informed and believe that these parties are still reviewing the draft of the CCAA Approval Order and are expected to provide further comments and input prior to the CCAA Approval Order being served in connection with the CCAA Approval Order Hearing (as defined by the Joint Plan).

SWORN BEFORE ME at the City of Toronto, Province of Ontario, on September 26, 2017. Commissioner for Taking Affidavits Lee Nicholson	**Keisha Lackpatiah-Sealy**

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

Court File No: CV-16-11582-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF OLD PSG WIND-DOWN LTD. ET. AL.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

AFFIDAVIT OF KEISHA LACKPATIAH-SEALY
(SWORN SEPTEMBER 26, 2017)

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Lawyers for the Applicants

EXHIBIT "A"

EXHIBIT "A"

referred to in the Affidavit of

KEISHA LACKPATIAH-SEALY

Sworn September 26, 2017

Commissioner for Taking Affidavits

DRAFT

Court File No. CV-16-11582-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE	)	TUESDAY, THE 21st DAY
	)	
JUSTICE HAINEY	)	OF NOVEMBER, 2017

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 OLD PSG WIND-DOWN LTD., OLD BHR WIND-DOWN CORP., OLD BPSU WIND-DOWN CORP., OLD BPSDS WIND-DOWN CORP., OLD EBS WIND-DOWN CORP., OLD PLG WIND-DOWN CORP., OLD PSGI WIND-DOWN CORP., OLD BHR INC., OLD BH INC., OLD BPSU INC., OLD BPSCI INC., OLD BPSUSH INC., OLD EBS INC., OLD PLG INC., AND OLD PSGI INC.

(Applicants)

CCAA APPROVAL ORDER

THIS MOTION, made by Old PSG Wind-down Ltd. ("**Parent Debtor**"), Old BHR Wind-down Corp., Old BPSU Wind-down Corp., Old BPSDS Wind-down Corp., Old EBS Wind-down Corp., Old EBS Wind-down Corp., Old PLG Wind-down Corp., Old PSGI Wind-down Corp., Old BHR Inc., Old BH Inc., Old BPSU Inc., Old BPSCI Inc., Old BPSCI Inc., Old BPSUSH Inc., Old EBS Inc., Old PLG Inc., and Old PSGI Inc. (collectively, the "**Applicants**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, (the "**CCAA**") for an order (the "**CCAA Approval Order**"), *inter alia*, (a) approving distributions to the Applicants' stakeholders; (b) approving certain transactions in respect of the Applicants; and (c) granting certain ancillary relief in respect of the joint Chapter 11 Plan of Liquidation of Old BPSUSH Inc. and its affiliated debtors filed in the U.S. Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") on September ●, 2017 and attached hereto as Schedule "A", and the plan supplement documents substantially in the form attached hereto as Schedule "B" (the "**Plan Supplement**") (collectively, as further amended, restated, modified and supplemented, from time to time, the "**Joint Plan**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of ● sworn ●, 2017 and the Exhibits thereto, and the Thirteenth Report of Ernst & Young Inc. in its capacity as monitor (the "**Monitor**") to the Applicants dated ●, 2017, and on hearing the submissions of counsel for the Applicants, the Monitor, the Creditors' Committee and the Equity Committee, no one appearing for any other party although duly served as appears from the affidavit of service of ●, filed.

DEFINITIONS

1. THIS COURT ORDERS that all capitalized terms not otherwise defined in this CCAA Approval Order shall have the respective meanings ascribed to them in the Joint Plan.

JOINT PLAN

2. THIS COURT ORDERS that the Joint Plan is hereby approved.

3. THIS COURT ORDERS that upon the Effective Date, the Joint Plan including, without limitation, the distributions, transactions, releases, exculpations and injunctions provided for therein, shall be in full force and effect in Canada and binding on the Applicants, the Equity Committee, the Creditors' Committee, Holders of Claims, Holders of Equity Interests and all other Persons, including their respective heirs, administrators, executors, legal personal representatives, successors and assigns.

4. THIS COURT ORDERS that the Global Settlement as described in the Joint Plan, is hereby approved and, on the Effective Date, shall become effective and binding on the Applicants, the Equity Committee, the Creditors' Committee, Holders of Claims and Holders of Equity Interests in accordance with the Joint Plan and this CCAA Approval Order.

5. THIS COURT ORDERS that the Applicants, the Distribution Agent, the Monitor, Chief Wind-Down Officer, the Claims and Solicitation Agent and Liquidation Trustee, as the case may be, are hereby authorized and directed to take all steps and actions necessary or appropriate to implement the Joint Plan and this CCAA Approval Order, including the Plan Transactions, and enter into, execute, deliver, complete, implement and consummate all of the steps, transactions, distributions, deliveries, allocations, instruments and agreements contemplated by the Joint Plan or this CCAA Approval Order, and all such steps and actions are hereby authorized, ratified and approved. Neither the Applicants, including their directors, officers, employees and agents, nor the Monitor shall incur any liability as a result of acting in accordance with, and in furtherance of, the terms of the Joint Plan and this CCAA Approval Order.

6. THIS COURT ORDERS that, on the Effective Date, any contingent or unexercised option, warrant, or right, contractual or otherwise, to acquire or be awarded any interest in an Applicant, including but not limited to unvested restricted share units, or other such forms of interest, including those held by former officers, employees or directors of the Applicants as a form of compensation, except for restricted share units and deferred share units identified in the Plan Supplement, shall be cancelled without the exchange of any similar interest or other form of consideration.

7. THIS COURT ORDERS that, notwithstanding:

(a) the pendency of the CCAA Proceedings;

(b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act (Canada)* in respect of any of the Applicants and any bankruptcy order issued pursuant to any such applications; and

(c) any assignment in bankruptcy made in respect of any of the Applicants;

the transactions, distributions, deliveries, allocations, instruments and agreements contemplated by the Joint Plan shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicants and shall not be void or voidable by creditors of the Applicants, 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.

GOVERNANCE

8. THIS COURT ORDERS that upon the Effective Date, all of the then serving officers and directors of each Applicant shall be deemed to resign and three duly qualified nominees of the Equity Committee shall be appointed to the board of directors of the Reorganized Parent Debtor. The board of directors of the Reorganized Parent Debtor shall appoint directors to serve on the board of directors of each Subsidiary Debtor pending the Subsidiary Debtors' anticipated dissolution.

9. THIS COURT ORDERS that upon the Effective Date, the Chief Wind-Down Officer shall be validly and duly appointed and shall be authorized and empowered to carry out its obligation set forth in the Joint Plan, including, among other things, winding-up the Applicants' estates.

10. THIS COURT ORDERS that the amended articles of the Parent Debtor, substantially in the form attached as Exhibit "●" to the Plan Supplement, are hereby approved and shall be effective upon the Effective Date.

11. THIS COURT ORDERS that, during the pendency of the CCAA Proceedings, the Applicants and Liquidation Trust shall not be required to comply with any applicable reporting or disclosure requirements or the obligations requiring, among other things, the holding of shareholders' meetings under applicable corporate law governing the Applicants, namely the *Business Corporations Act* (British Columbia) (the "***BCBCA***") in respect of the Parent Debtor, the *Securities Act* (Ontario) and the applicable securities laws of each of the other provinces and territories of Canada, the regulations and rules made and forms prescribed thereunder or any applicable published rules, instruments, policy statements and blanket orders and rulings of Canadian securities regulatory

authorities and in so doing none of the Applicants, the Monitor, the Chief Wind-Down Officer, or any of their respective directors, officers, employees or agents shall be liable for any such non-compliance.

CCAA CHARGES

12. THIS COURT ORDERS that the Term Loan DIP Charge, ABL DIP Charge, Bid Protection Charge, Intercompany Charge and Key Employee Charge, each as defined in the CCAA Initial Order or the Order of the Canadian Court dated January 10, 2017, are hereby terminated, released and discharged on the Effective Date and the Administration Charge and Directors' Charge, each as defined in the CCAA Initial Order, shall continue and attach against the Applicants' Cash, including the Sale Proceeds, from and after the Effective Date.

13. THIS COURT ORDERS that on the Effective Date, the Administration Charge shall be reduced to $●.

FEE AND PRIORITY TAX CLAIMS

14. THIS COURT ORDERS that the Applicants or the Monitor, as applicable, shall pay or cause to be paid, as applicable, on the Effective Date, to the extent not already paid:

(a) the Canadian Fee Claims in Cash in the ordinary course as such Canadian Fee Claims become due and payable;

(b) to the Holder of an Allowed CCAA Charge Claim, an amount equal to such Allowed Claim in Cash each pursuant to, and in accordance with, the Joint Plan; and

(c) to the Holder of an Allowed Priority Tax Claim, the amount equal to of such Allowed Claim either in Cash or by deferred cash payments, each pursuant to and in accordance with the Joint Plan.

15. THIS COURT ORDERS that any Claim or demand for fines or penalties related to a Priority Tax Claim assessed after October 31, 2016 shall be disallowed and the Holder of an Allowed Priority Tax Claim shall not assess or attempt to collect any such fine or penalty.

FUNDING OF RESERVES

16. THIS COURT ORDERS that the Liquidation Trust Expense Reserve, the Holdback Amount Reserve and the Individual Securities Damages Claim Reserve are hereby approved and, on the Effective Date, the Distribution Agent shall fund the Reserves with Cash in the manner and amounts specified in the Joint Plan, which Reserves, other than the Individual Securities Damages Claim Reserve shall be held by Reorganized Parent Debtor until (1) the issuance of a Clearance Certificate (except in the case of the Holdback Amount Reserve); (2) the decision of the Board of Directors of the Reorganized Parent Debtor to disburse such Reserves that are held by the Reorganized Parent Debtor rather than the Monitor; or (3) other arrangements in form satisfactory to the Monitor for the Reserves held by the Monitor. The Individual Securities Damages Claim Reserve shall be held and administered by the Monitor pursuant to and in accordance with the Joint Plan.

17. THIS COURT ORDERS that notwithstanding paragraph 16 of this CCAA Approval Order, on the Effective Date, the Applicants are hereby directed to cause at least US$100,000 of the Liquidation Expense Trust Reserve to be funded into the Liquidation Trust pursuant to and in accordance with the Joint Plan and this CCAA Approval Order within sixty (60) days following the Effective Date, unless the Board of Directors of the Reorganized Parent Debtor, with the consent of the Liquidation Trustee, which consent shall not be unreasonably withheld, reasonably determines that such funding should not be made.

LIQUIDATION TRUST AND LIQUIDATION TRUSTEE

18. THIS COURT ORDERS that the formation of the Liquidation Trust pursuant to and in accordance with the Joint Plan is hereby approved.

19. THIS COURT ORDERS that the Liquidation Trust Agreement is hereby approved.

20. THIS COURT ORDERS that the Litigation Representative is hereby appointed and shall have the sole power and authority on behalf of the Applicants and Liquidation Trustee to investigate, prosecute and abandon, settle, liquidate or otherwise resolve the Retained Causes of Action and to exercise all powers, rights and privileges pursuant to, and in accordance with, the Joint Plan without further Order of the Canadian Court.

21. THIS COURT ORDERS that, following the Effective Date, the Applicants shall be entitled to proceed with the implementation of the Joint Plan on the basis that the Applicants are deemed to be in compliance with the corporate law under *BCBCA*, including without limiting the foregoing, that upon the Effective Date the Reorganized Parent Debtor shall be deemed to be solvent for purposes of paying dividends to Holders of Allowed Equity Interests pursuant to and in accordance with the Joint Plan.

22. THIS COURT ORDERS that, as soon as practicable after the Effective Date, the Parent Equity Interests of those Holders of Allowed Parent Equity Interests who elect Option 1 in accordance with the Joint Plan shall be deemed to be mandatorily purchased and cancelled in exchange for the property, assets, distributions and rights to be received by such Holders under, and in accordance with, the Joint Plan.

23. THIS COURT ORDERS that, as soon as reasonable practicable after the Effective Date, the Liquidation Trust Assets shall vest in the Liquidation Trust in accordance with the Joint Plan, 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 including, without limiting the generality of the foregoing: (i) any of the CCAA Charges, and (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 (all of which are collectively referred to as the "**Encumbrances**").

DISTRIBUTIONS

24. THIS COURT ORDERS that, on the Effective Date, the Distribution Agent be and is hereby authorized and directed to complete distributions to Holders of Allowed Claims and to take any related steps or actions, as the case may be, in accordance with the Joint Plan, and such distributions, steps and actions related thereto, are hereby approved.

25. THIS COURT ORDERS that distributions to Holders of Allowed Claims shall be made free and clear of all Encumbrances, including the CCAA Charges.

26. THIS COURT ORDERS that the aggregate recovery under the Joint Plan and this CCAA Approval Order shall not exceed 100% of the Allowed amount of any Claim for which more than one Applicant is liable, whether on account of a theory of primary or secondary liability, by reason of a guarantee agreement, indemnity agreement, joint and several liability or otherwise, as determined in accordance with the Joint Plan, this CCAA Approval Order or the Claims Resolution Order.

27. THIS COURT ORDERS that, following the Initial Cash Distributions and receipt of a Clearance Certificate, the Distribution Agent is hereby authorized and directed to distribute the Equity Available Cash to Holders of Allowed Parent Equity Claims and to take any related steps or actions, as the case may be, in accordance with the Joint Plan, and such distributions and steps and actions related thereto, are hereby approved.

28. THIS COURT ORDERS that distributions to Holders of Allowed Parent Equity Interests shall be made free and clear of all Encumbrances, including the CCAA Charges, provided that the Holders of Allowed Claims have been Paid in Full in Cash, subject to any applicable withholding taxes or any other sources deductions required by law, on the date of such distribution.

29. THIS COURT ORDERS that no distribution shall be made with respect to any Disputed Claim until all disputes with respect such Claim are resolved by the Liquidation Trustee or the Monitor, as applicable and such Disputed Claim becomes an Allowed Claim.

30. THIS COURT ORDERS that distributions to Holders of Allowed Claims and Holders of Allowed Parent Equity Interests shall occur in accordance with Article VII.B of the Joint Plan and at such times contemplated by Article VII.C of the Joint Plan.

31. THIS COURT ORDERS AND DECLARES that:

(a) the directors, officers, employees or agents of the Applicants, the Monitor or the Distribution Agent do not hold any Assets of the Applicants or make, authorize, acquiesce or participate in any distributions, payments and/or disbursements under the Joint Plan or this CCAA Approval Order (other than a distribution or payment of Cash to a Holder of Parent Equity Interests), and no provision under the Joint Plan or this CCAA Approval Order shall be construed to have such effect.

(b) in respect of the payment, distribution and/or disbursement to any Person under the Joint Plan or this CCAA Approval Order (other than a payment, distribution and/or disbursement of Cash to a Holder of Parent Equity Interests), the directors and officers of the Applicants, the Monitor and the Distribution Agent shall not be an assignee, liquidator, liquidator of succession, receiver, receiver-manager, curator, receiver of any kind, trustee, trustee in bankruptcy, heir, administrator, executor, liquidator of succession, committee or any other like person, administering, winding-up, controlling or otherwise dealing with the property, business, succession, income or commercial activity of the Applicants.

(c) any payments, distributions and disbursements in connection with the Joint Plan or this CCAA Approval Order (other than a payment, distribution and/or disbursement of Cash to a Holder of Parent Equity Interests) shall not constitute a "distribution" for the purposes of section 159 of the *Income Tax Act* (Canada), section 270 of the *Excise Tax Act* (Canada), section 23 of the *Canada Pension Plan Act* (Canada), section 86 of the *Employment Insurance Act* (Canada), section 14 of the *Tax Administration Act* (Quebec) and section 97.39 of the *Customs Act*

(Canada), or any other similar federal, provincial or territorial tax legislation (collectively, the "**Tax Statutes**"). The Applicants and their applicable officers and directors, the Monitor and the Distribution Agent in making any such distributions, disbursements or payments, as applicable, is merely a disbursing agent under the Joint Plan or this CCAA Approval Order and is not exercising any discretion in making payments under the Joint Plan or this CCAA Approval Order. For greater certainty, but without limiting the generality of the foregoing, no person is "distributing" such funds or shall be considered a "legal representative" for the purpose of the Tax Statutes, and the Applicants, their applicable officers and directors, the Monitor and the Distribution Agent, shall not incur any liability under the Tax Statutes in respect of distributions, disbursements or payments made under the Joint Plan or this CCAA Approval Order and the Applicants and their officers and directors, the Monitor and the Distribution Agent are hereby forever released, remised and discharged from any claims against them under or pursuant to the Tax Statutes or otherwise at law, arising in respect of or as a result of distributions, disbursements or payments made in accordance with or under the Joint Plan or this CCAA Approval Order and any claims of this nature are hereby forever barred.

32. THIS COURT ORDERS that any tax amounts or other source deductions required by law to be withheld from distributions made in accordance with the Joint Plan and this CCAA Approval Order shall be withheld and remitted to the appropriate tax authority in accordance with the Joint Plan and this CCAA Approval Order on a best efforts basis, without any obligation of the Distribution Agent to withhold and remit such funds. The Applicants (and their respective directors and officers) and the Distribution Agent shall have no liability to any party, including any taxing authority, for failure to withhold such amounts or for incorrectly calculating the amounts to be withheld.

MONITOR'S ACTIVITIES

33. THIS COURT ORDERS that (a) in carrying out the terms of this CCAA Approval Order and the Joint Plan, the Monitor shall have all of the protections given to it by the CCAA, the CCAA Initial Order, the Joint Plan, and as an officer of the Canadian Court, including the stay of proceedings in its favour, and (b) the Monitor shall incur no liability or obligation for any act or omission as a result of carrying out the provisions of this CCAA Approval Order and the Joint Plan, save and except for any gross negligence or wilful misconduct on its part.

34. THIS COURT ORDERS that any Claim or demand for fines or penalties related to a Priority Tax Claim assessed after the Petition Date shall be disallowed and the Holder of an Allowed Priority Claim shall not assess or attempt to collect any such fine or penalty.

RELEASES AND INJUNCTIONS

35. THIS COURT ORDERS AND DECLARES that the compromises, releases, exculpations and injunctions set out in Article X of the Joint Plan are hereby approved and shall be binding and effective as at the Effective Date in accordance with and subject to the Joint Plan.

36. THIS COURT ORDERS that, as of the Effective Date, the Exculpated Parties and the Applicants' former directors shall not have or incur any liability to any Holder of any Claim or Equity Interest, the Applicants' estates or any successor thereto, or any other Person (including any Affiliate of any of the foregoing) for, or be subject to any right of action in respect of, any act or omission on or after the Petition Date and on or before the Effective Date in connection with, related to, or arising out of the Chapter 11 Cases or the CCAA Proceedings, provided that, nothing in the Joint Plan and this CCAA Approval Order shall release the Applicants' directors and former directors from Claims specified in section 5(2) of the CCAA..

37. THIS COURT ORDERS AND DECLARES that, pursuant to section 142 of the *Courts of Justice Act* (Ontario), no Person shall be liable for any act done in good faith in accordance with any Order issued in the CCAA Proceedings, and any Person who

takes any action whatsoever in reliance on this CCAA Approval Order prior to the commencement of any appeal hereof or the expiry of any appeal period shall not be prejudiced or harmed in any manner by any such subsequent appeal.

38. THIS COURT ORDERS that the Holder of any Claim for which a proof of Claim has not been filed by the applicable Bar Date, or which was not scheduled on the Applicants' Schedules, shall be and is hereby forever barred from making any Claim and such Person's Claim shall be and is hereby forever barred and extinguished.

MONITOR'S CERTIFICATE

39. **THIS COURT ORDERS** that, as soon as practicable following the Effective Date, the Monitor shall be authorized and directed to serve on the service list in the CCAA Proceedings and post on the website established by the Monitor in respect of the CCAA Proceedings a certificate in the form attached hereto as Schedule "●" (the "**Monitor's Certificate**"), signed by the Monitor, certifying that the Effective Date has occurred. The Monitor shall file the Monitor's Certificate with the Canadian Court as soon as reasonably practicable.

40. **THIS COURT ORDERS** that, with respect to the delivery of the Monitor's Certificate, the Monitor may rely on written notice from the Applicants, the Creditors' Committee and the Equity Committee, or each of their respective counsel, that the conditions to the occurrence of the Effective Date have been satisfied or waived pursuant to the Joint Plan, and shall incur no liability with respect to delivery of the Monitor's Certificate.

STAY EXTENSION

41. **THIS COURT ORDERS** that the Stay Period, as defined in the CCAA Initial Order, is hereby further extended to ●.

GENERAL

42. **THIS COURT ORDERS** that this CCAA Approval Order shall have full force and effect in all provinces and territories in Canada and abroad and as against all Persons against whom it may be otherwise enforceable.

43. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal or regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this CCAA Approval Order. All courts, tribunals and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of the Canadian Court, as may be necessary or desirable to give effect to this CCAA Approval Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this CCAA Approval Order.

IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PERFORMANCE SPORTS GROUP LTD., et al.

Court File No. CV-16-11582-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERIAL LIST)

Proceeding commenced at Toronto

CCAA APPROVAL ORDER

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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 OLD PSG WIND-DOWN LTD. ET AL.

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SUPPLEMENTARY MOTION RECORD
(Re: Directions on Joint Plan and Stay Extension)
(Returnable September 27, 2017)

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Lawyers for the Applicants

6784913 v1