

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR.  
JUSTICE HAINEY

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FRIDAY, THE 18<sup>th</sup>  
DAY OF OCTOBER, 2019



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 CARILLION CANADA HOLDINGS INC.,  
CARILLION CANADA INC., CARILLION CANADA FINANCE  
CORP., CARILLION CONSTRUCTION INC., CARILLION  
PACIFIC CONSTRUCTION INC., CARILLION SERVICES INC.,  
CARILLION SERVICES (FSCC) INC., BEARHILLS FIRE INC.,  
OUTLAND CAMPS INC., OUTLAND RESOURCES INC.,  
ROKSTAD POWER GP INC., 0891115 BC LTD., GOLDEN EARS  
PAINTING & SANDBLASTING LTD., PLOWE POWER SYSTEMS  
LTD. AND CARILLION GENERAL PARTNER (B.C.) LIMITED  
(collectively, the "Applicants")

**ORDER  
(STAY EXTENSION AND ENHANCED MONITOR'S POWERS)**

**THIS MOTION**, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") for an order, among other things, amending and supplementing the Initial Order granted in these proceedings dated January 25, 2018 (as amended, the "Initial Order") and certain related relief was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Affidavit of Keith Hamilton, sworn October 10, 2019, and the Twentieth Report of the Monitor, dated October 15, 2019, filed, and such further materials as counsel may advise, and on hearing submissions of counsel for the Applicants, counsel for the Monitor and counsel for those parties listed on the counsel slip for today's hearing, and no one else appearing although duly served as evidenced by the Affidavit of Melissa Feriozzo, sworn October 11, 2019.

***Capitalized Terms***

1. **THIS COURT ORDERS** that the capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Initial Order.

***Service***

2. **THIS COURT ORDERS** that the filing and service of the Notice of Motion and Motion Record, including method and timing of notice, pursuant to the E-Service Protocol of the Commercial List, is hereby approved and validated and that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

***Stay Period Extended***

3. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 17 of the Initial Order) is hereby extended until and including April 30, 2020.

***Monitor's Enhanced Powers***

4. **THIS COURT ORDERS** that in addition to the powers and duties set out in the Initial Order, or any other Order of this Court in these proceedings, and without altering in any way the limitations and obligations of the Applicants as a result of these proceedings, the Monitor be and is hereby authorized and empowered, but not required, to:

- (a) take any and all actions and steps, and execute all documents and writings, on behalf, and in the name of an Applicant or all Applicants, in order to facilitate the performance of any ongoing contracts and business operations of the Applicants, and to carry out the Monitor's duties under this Order or any other Order of this Court in these proceedings;
- (b) cause the Applicants to exercise any powers which may properly be exercised in the Applicants' capacity as shareholder(s) of any subsidiary of the Applicants;
- (c) exercise any powers which may be properly exercised by a board of directors of any of the Applicants;

- (d) cause the Applicants to retain the services of any person as an employee, consultant, or other similar capacity of one or more of the Applicants, all under the supervision and direction of the Monitor and on the terms as agreed with the Monitor;
- (e) operate and control on behalf of the Applicants any of the Applicants' existing accounts at any financial institution (the "**Company Accounts**") in such manner as the Monitor, in its sole discretion, deems necessary or appropriate to assist with the exercise of the Monitor's powers and duties, including the ability to add or remove persons having signing authority with respect to any of the Company Accounts;
- (f) conduct, supervise and direct (A) sales of, or one or more sales processes for, the Applicants' Property or the Applicants' Business; and (B) the continuation or commencement of any process or effort to recover property or other assets (including accounts receivable, cash, and construction claims) belonging or owing to any of the Applicants or their affiliates, including any direct or indirect subsidiaries;
- (g) cause the Applicants to administer the business, affairs and operations of the Applicants as the Monitor considers necessary or desirable for the purpose of completing any transaction (whether or not already approved by this Court) for the sale of the Applicants' Property or the Applicants' Business or any part of it;
- (h) engage assistants or advisors or cause the Applicants to engage assistants or advisors as the Monitor deems necessary or desirable to carry out the terms of the Initial Order or any other Order made in these proceedings, provide instructions to such assistants or advisors, including legal counsel to the Applicants, and all such persons shall be deemed to be "Assistants" under the Initial Order;
- (i) administer the Applicants' claims process established pursuant to the Claims Procedure Order granted on July 6, 2018, as amended by the First Amended Claims Procedure Order granted on January 29, 2019 and the Second Amended Claims Procedure Order granted on May 23, 2019, the Lien Regularization Order granted on March 14, 2018 (as amended on May 23, 2019), and any other claims

bar and/or claims resolution processes or protocols as may be approved by Order of this Court in these proceedings;

- (j) propose or cause the Applicants or any one or more of them to propose one or more (A) plans of distribution or court applications related thereto; and (B) plans of compromise and/or arrangement, either in respect of certain or all of the Applicants;
- (k) cause the Applicants to perform such other functions or duties as the Monitor considers necessary or desirable in order to facilitate or assist the Applicants in dealing with the Applicants' Property or operations, restructuring, wind-down, liquidation, distribution of proceeds, or any other related activities;
- (l) meet with and direct management or employees of and persons retained by the Applicants with respect to any of the foregoing including, without limitation, operational, restructuring, and liquidation matters; and
- (m) apply to this Court for advice and directions or any orders necessary or advisable to carry out its powers and obligations under this Order or any other Order granted by this Court including for advice and directions with respect to any matter.

5. **THIS COURT ORDERS** that the enhancement of the Monitor's powers as set forth in this Order, the exercise by the Monitor of any of its powers, the performance by the Monitor of any of its duties, or the employment by the Monitor of any person in connection with its appointment and the performance of its powers and duties shall not constitute the Monitor as the employer, successor employer or related employer of the employees of the Applicants within the meaning of any provincial, federal, or municipal legislation, or common law governing employment, pensions or labour standards or any other statute, regulation or rule of law or equity for any purpose whatsoever or expose the Monitor to liability to any individual arising from or relating to their previous employment by the Applicants.

6. **THIS COURT ORDERS** that, without limiting the provisions of the Initial Order, all employees and consultants of the Applicants shall remain employees or consultants of the Applicants until such time as the Monitor, on the Applicants' behalf, may terminate the employment of such employees or other contractual or consulting arrangements. Nothing in this Order shall, in and of itself, cause the Monitor to be liable for any employee-related liabilities or

duties, including, without limitation, wages, severance pay, termination pay, vacation pay and pension or benefit amounts.

7. **THIS COURT ORDERS** that the Monitor is not and shall not be or be deemed to be, a director, officer, or employee of the Applicants.

8. **THIS COURT ORDERS** that, without limiting the provisions of the Initial Order, the Applicants shall remain in possession and control of the Applicants' Property and the Applicants' Business and that the Monitor shall not take possession and control of the Applicants' Property, the Applicants' Business, or any part thereof.

9. **THIS COURT ORDERS** that the Monitor shall continue to have the benefit of all of the indemnities, charges, protections and priorities as set out in the Initial Order and any other Order of this Court and all such indemnities, charges, protections and priorities shall apply and extend to the Monitor and the fulfillment of its duties or the carrying out of the provisions of this Order.

10. **THIS COURT ORDERS** that the Applicants shall cooperate fully with the Monitor and any directions it may provide pursuant to this Order and shall provide such assistance as the Monitor may reasonably request from time to time to enable the Monitor to carry out its duties and powers as set out in the Initial Order, this Order, or any other Order of this Court under the CCAA or applicable law generally.

11. **THIS COURT ORDERS** that references to "directors" and "officers" in paragraphs 25, 26, and 27 of the Initial Order are understood to mean directors and officers, respectively, that served in such capacity:

- (a) at any time on or after January 25, 2018, with respect to directors and officers of Carillion Canada Holdings Inc., Carillion Canada Inc., Carillion Canada Finance Corp., and Carillion Construction Inc.;
- (b) at any time on or after March 1, 2018, with respect to directors and officers of Carillion Pacific Construction Inc.;
- (c) at any time on or after March 7, 2018, with respect to directors and officers of Carillion Services Inc., Carillion Services (FSCC) Inc., Bearhills Fire Inc., Outland Camps Inc., and Outland Resources Inc.; and

- (d) at any time on or after June 13, 2018, with respect to directors and officers of Rokstad Power GP Inc., 089115 BC Ltd., Golden Ears Painting & Sandblasting Ltd., Plowe Power Systems Ltd., and Carillion General Partner (B.C.) Limited;

and that the reference to “independent counsel to the Board of Directors” in paragraph 34 of the Initial Order is understood to mean Chaitons LLP.

12. **THIS COURT ORDERS** that nothing in this Order shall constitute or be deemed to constitute the Monitor as receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of any of the Applicants within the meaning of any relevant legislation and that any distributions to creditors of the Applicants by the Monitor will be deemed to have been made by the Applicants themselves.

13. **THIS COURT ORDERS** that, except as may be necessary to give effect to this Order, the Initial Order and any other Order granted by this Court in these proceedings shall remain in full force and effect and, for greater certainty, nothing in this Order shall derogate from the role of the Monitor, counsel to the Monitor, counsel to the Applicants, and independent counsel to the Board of Directors in these proceedings who shall in each case continue to be paid their respective professional fees and disbursements in accordance with the Initial Order and to be entitled to the benefit of the protections and priorities set out in the Initial Order, including paragraphs 34 – 43, in connection with their respective professional fees and disbursements incurred in respect of these proceedings after the date of this Order.

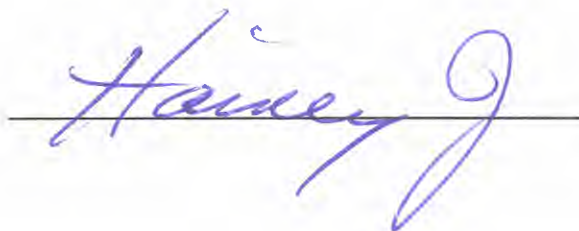
14. **THIS COURT ORDERS** that the Directors’ Charge shall not be discharged and the funds being held by the Monitor in relation to the Directors’ Charge shall not be distributed, until the Monitor has completed a claims process with respect to all claims and potential claims against the directors and officers that could result in claims against the Directors’ Charge, or some other process as may be approved by the Court, providing for the determination and resolution of such claims.

15. **THIS COURT ORDERS** that the power and authority granted to the Monitor by virtue of this Order shall, if exercised in any case, be paramount to the power and authority of the Applicants with respect to such matters and, in the event of a conflict between the terms of this Order and those of the Initial Order or any other Order of this Court, the provisions of this Order shall govern.



**General**

16. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United Kingdom or in the United States to give effect to this Order and to assist the Applicants and 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 Applicants and the Monitor and their respective agents as may be necessary or desirable to give effect to this Order or to assist the Applicants and the Monitor and their respective agents, in carrying out the terms of this Order.



ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

OCT 18 2019

PER / PAR: 

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 CARILLION CANADA HOLDINGS INC., CARILLION CANADA INC., CARILLION CANADA FINANCE CORP., CARILLION CONSTRUCTION INC., CARILLION PACIFIC CONSTRUCTION INC., CARILLION SERVICES INC., CARILLION SERVICES (FSCC) INC., BEARHILLS FIRE INC., OUTLAND CAMPS INC., OUTLAND RESOURCES INC., ROKSTAD POWER GP INC., 0891115 BC LTD., GOLDEN EARS PAINTING & SANDBLASTING LTD., PLOWE POWER SYSTEMS LTD., AND CARILLION GENERAL PARTNER (B.C.) LIMITED

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
Proceeding Commenced at Toronto

ORDER  
(STAY EXTENSION AND  
ENHANCED MONITOR'S POWERS)

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