

Clerk's Stamp

COURT FILE NUMBER 1703 12327

COURT COURT OF QUEEN'S BENCH OF
ALBERTA

JUDICIAL CENTRE EDMONTON

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

AND IN THE MATTER OF THE PLAN OF ARRANGEMENT
OF 667402 ALBERTA LTD., 18512398 ALBERTA LTD.,
816956 ALBERTA LTD., 1371047 ALBERTA LTD., 1919219
ALBERTA LTD. and CANADA NORTH GROUP LP
HOLDINGS LTD.

DOCUMENT **APPLICATION BY NORTHLAND MORTGAGE &
INVESTMENT CORPORATION RETURNABLE
BEFORE THE HONOURABLE ASSOCIATE CHIEF
JUSTICE NIELSEN ON FEBRUARY 25, 2021**

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NOTICE TO RESPONDENTS

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

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

Date: February 25, 2021

Time: 10:00 am

Where: By Webex (login information to be provided)

Before Whom: The Honourable Associate Chief Justice K.G. Nielsen sitting on the
Commercial List

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 which:
 - (a) Denies the Monitor's application for the sealing of the Confidential Supplement to the Monitor's 31st Report;
 - (b) Directs the Monitor to file the Confidential Supplement to the Monitor's 31st Report;
 - (c) Directs that all prior sealing orders in relation to the Confidential Supplements prepared by the Monitor be lifted and the Confidential Supplements be filed with this Honourable Court;
 - (d) Relieves Northland's counsel of its undertaking provided in respect of the Confidential Supplements;
 - (e) Deems service of this Application good and sufficient and abridges time for service, if necessary; and
 - (f) Such further and other relief as this Honourable Court may deem just or necessary.

Grounds for making this application:

2. The Monitor seeks to have the Confidential Supplement to the Monitor's 31st Report sealed by this Honourable Court. Each of the prior Confidential Supplements prepared throughout the course of these proceedings is subject to a sealing order.
3. The Confidential Supplements were sealed on the basis that they contained information in relation to the sale of assets or the valuation of assets that had not yet been sold. It was the Monitor's position, at the time these orders were granted, that disclosing the appraised or expected values of assets that continued to be the subject of marketing and future sales could cause significant prejudice to the sales, any bidding process and the Monitor's ability to obtain the best offers possible on such assets.
4. The information contained in the Confidential Supplements only needed to be kept confidential until the relevant sales were completed. Following the sale of assets, the basis for sealing the Confidential Supplements was no longer present.
5. The only stakeholder who may be affected by the disclosure of the information contained within the Confidential Supplements is Northland. Northland has confirmed to the Monitor, via its counsel, that it does not object to having any information that was contained in any of the Confidential Supplements put on the Court record, and particularly does not insist upon the information regarding the Bonnyville and Wabasca property values being held in confidence.

6. Disclosure of the Confidential Supplements, without the attached confidentiality undertakings and/or sealing orders, is necessary in order for the stakeholders to adequately respond to the Application of the Monitor, filed February 5, 2021 and returnable February 25, 2021. The Confidential Supplements provided throughout the course of these proceedings are central to both the relief sought by the Monitor and its grounds for seeking such relief.
7. Northland, and indeed all stakeholders, are unable to respond to the proposed February 2021 Allocation, without the ability to refer to the details contained in the Confidential Supplement to the Monitor's 31st Report and the previous allocation methodologies set out in earlier Confidential Supplements.
8. The principle of fairness, along with the public interest in open and accessible court proceedings, favours the disclosure of the Confidential Supplements over the maintenance of their confidentiality.
9. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

10. The pleadings and proceedings of the within Action;
11. Application by Monitor, filed February 5, 2021;
12. Confidential Supplements to the Monitor's 11th, 12th, 13th, 16th, 17th, 18th, 20th, 21st, 22nd, 27th, 29th and 31st Reports, as well as the Monitor's Confidential 24th Report (each of which has been filed under seal or not filed);
13. Supplemental Written Submissions of Northland, filed and served with the within Application;
14. Such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

15. Rules 1.2, 1.3, 1.4, 6.1, 6.3 and Division 4 of Part 6 of the *Alberta Rules of Court*, Alta Reg 124/2010; and
16. Such further and other Rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

17. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended
18. Such further and other Acts and regulations as this Honourable Court may permit.

Any irregularity complained of or objection relied on:

19. None.

How the application is proposed to be heard or considered:

20. Before the Honourable Associate Chief Justice K.G. Nielsen, by way of Webex.

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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.