

**THE QUEEN'S BENCH  
Winnipeg Centre  
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE *BANKRUPTCY AND  
INSOLVENCY ACT*, R.S.C. 1985,  
c. B-3, AS AMENDED**

**AND IN THE MATTER OF THE PROPOSAL OF  
5274398 MANITOBA LTD.**

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**NOTICE OF MOTION  
HEARING DATE: Wednesday, November 15, 2017 at 9:00 AM  
Before the Honourable Mr. Justice Dewar**

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**MLT AIKINS LLP**  
Barristers and Solicitors  
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File No. 1702631

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**AND IN THE MATTER OF THE PROPOSAL OF**  
**5274398 MANITOBA LTD.**

**NOTICE OF MOTION**

5274398 Manitoba Ltd. ("**Cross Country**") will make a motion before the Honourable Mr. Justice Dewar on Wednesday, the 15th day of November, 2017 at 9 o'clock in the forenoon or as soon after that time as the motion can be heard, at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

**THE MOTION IS FOR:**

1. An Order under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended ("**BIA**") and pursuant to the inherent jurisdiction of this Honourable Court, substantially in the form of the draft Order (the "**Draft Order**") attached hereto as Schedule "A"

- (a) Abridging the time for service of the Notice of Motion and materials filed in support of this motion, such that this motion is properly returnable on November 15, 2017, at 9:00 AM, and dispensing with further service thereof; and

(b) Extending to 11:59 PM (CST), Friday, December 8, 2017, the time within which Lazer Grant Inc. (the “**Proposal Trustee**”) may file a proposal with the Official Receiver in the matter of the proposal of Cross Country.

2. Such further and other relief as the Honourable Court may deem just.

**THE GROUNDS FOR THIS MOTION ARE:**

1. On August 11, 2017, Cross Country filed a Notice of Intention to make a proposal (“**NOI**”) with the Official Receiver.

2. On September 7, 2017, this Honourable Court granted an Order (the “**September 7 Order**”) *inter alia*, extending the time in which the Proposal Trustee may file the proposal, approving the engagement of the Financial Advisor, approving an Administration Charge, approving interim financing and a DIP Charge, approving the Sale Process and sealing the Dunn Affidavit (capitalized terms not otherwise defined herein are as defined in the September 7 Order).

3. On October 11, 2017, this Honourable Court granted an Order, further extending the time in which the Proposal Trustee may file the Proposal to November 17, 2017.

4. Cross Country is proposing to sell its plant and operations (the “**Blenheim Assets**”) at Blenheim, Ontario, in the course of these NOI proceedings and thereafter,

subject to making a viable proposal to its unsecured creditors subsequent to the closing of the Blenheim sale, continue operations at its Morden, Manitoba plant.

5. The outcome of the sale of the Blenheim Assets will assist in determining the nature of the proposal to be made to unsecured creditors.

6. Cross Country has conducted the Sale Process and is presently working towards finalizing an unconditional Asset Purchase Agreement for the sale of the Blenheim Assets, for the approval of this Honourable Court in due course. A sale approval and vesting hearing is presently scheduled before this Honourable Court on December 5, 2017.

7. The financial outcome of such a sale, and the implications for the terms of a proposal to be made to unsecured creditors, are not yet fully known, and additional time is required to address these matters.

### **Extension**

8. Cross Country seeks an extension of the time, to December 8, 2017, in which the Proposal Trustee may file a proposal on behalf of Cross Country to enable the Proposal Trustee to determine if the financial outcome of the sale of the Blenheim Asset will enable a viable proposal to be made to the unsecured creditors of Cross Country.

9. Cross Country has acted, and is acting, in good faith and with due diligence.

10. Cross Country may be able to make a viable proposal if the extension being applied for is granted.
11. No creditor will be materially prejudiced if the extension being applied for is granted.
12. Cross Country also relies on the following:
  - (a) Subsections 50.4(9), 69(1) and 187 of the BIA.
  - (b) General Rules 3, 4, 6, 11 and 13 of the BIA, Can. Reg. 368.
  - (c) Rules 2.03, 3.02, 16.04 and 37 of the Queen's Bench Rules, Man. Reg. 553/88, as amended.
13. 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:**

1. The Affidavit of Jonathan Doerksen, filed September 5, 2017;
2. The Affidavit of Samantha Dunn, filed September 6, 2017;
3. The First Report of the Proposal Trustee, filed September 6, 2017;
4. The Affidavit of Jonathan Doerksen, filed September 7, 2017;
5. The Affidavit of Samantha Dunn, filed September 13, 2017;

6. The Second Report of the Proposal Trustee, filed September 15, 2017;
7. The Third Report of the Proposal Trustee, filed October 11, 2017;
8. The Fourth Report of the Proposal Trustee, to be filed; and
9. Such further and other evidence as counsel may advise and this Honourable Court may permit.

November 9, 2017

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TO: The Attached Service List

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**SERVICE LIST AS AT  
NOVEMBER 9, 2017**

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**ORDER**

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submissions of counsel for Cross Country, counsel for the Proposal Trustee, counsel for Bank of Montreal and counsel for Business Development Bank of Canada and no one appearing for any other person, although properly served as appears from the Affidavit of Service of Samantha Dunn sworn November \*\*\*, 2017.

**SERVICE VALIDATED**

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the supporting materials herein is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

**EXTENSION OF PROPOSAL FILING DATE**

2. THIS COURT ORDERS that the time within which the Proposal Trustee may file a Proposal with the Official Receiver in the matter of the Proposal of Cross Country in these proceedings be and is hereby extended to 11:59 p.m. Central Standard Time on Friday, December 8, 2017.

**GENERAL**

3. 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 Cross Country, the Proposal Trustee 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 Cross Country and to the Proposal Trustee, as

an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist Cross Country and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

4. THIS COURT ORDERS that each of Cross Country and the Proposal Trustee be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Proposal Trustee is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

5. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01a.m. Central Daylight Time on the date of this Order.

November \_\_\_\_, 2017

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Dewar, J.