

**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, October 11, 2017 at 2:00 PM  
Before the Honourable Mr. Justice Dewar**

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**MLT AIKINS LLP**  
Barristers and Solicitors  
3000 - 360 Main Street  
Winnipeg, Manitoba R3C 4G1

**G. BRUCE TAYLOR / JJ BURNELL**  
Ph: (204) 957-4699 / 957-4663  
Fax: (204) 957-4218 / 957-4285

File No. 1702631

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***INSOLVENCY ACT*, R.S.C. 1985,**  
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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 11th day of October, 2017 at 2 o'clock in the afternoon 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 October 11, 2017, at 2:00 PM, and dispensing with further service thereof; and

(b) Extending to 11:59 PM (CST), Monday, December 4, 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. 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.

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

5. 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.

6. 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**

7. Cross Country seeks an extension of the time, to December 4, 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..

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

9. Cross Country may be able to make a viable proposal if the extension being applied for is granted.

10. No creditor will be materially prejudiced if the extension being applied for is granted.
  
11. 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.
  
12. 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, to be filed; and
8. Such further and other evidence as counsel may advise and this Honourable Court may permit.

October \_\_\_\_, 2017

**MLT AIKINS LLP**  
Barristers and Solicitors  
3000 - 360 Main Street  
Winnipeg, Manitoba R3C 4G1

G. Bruce Taylor / JJ Burnell  
Ph: (204) 957-4699 / 957-4663  
Fax: (204) 957-4218 / 957-4285

TO: The Attached Service List

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**SERVICE LIST AS AT  
SEPTEMBER 19, 2017**

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**MLT AIKINS LLP**  
Barristers and Solicitors  
3000 - 360 Main Street  
Winnipeg, Manitoba R3C 4G1

**G. BRUCE TAYLOR / JJ BURNELL**  
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**SERVICE LIST**

<b>Party/Counsel</b>	<b>Telephone</b>	<b>Facsimile</b>	<b>Party Representative</b>
<b>MLT AIKINS LLP</b> 3000 - 360 Main Street Winnipeg, Manitoba R3C 4G1  G. BRUCE TAYLOR E-Mail: <a href="mailto:BTaylor@mltaikins.com">BTaylor@mltaikins.com</a>  J.J. BURNELL E-Mail: <a href="mailto:JBurnell@mltaikins.com">JBurnell@mltaikins.com</a>	204-957-0050   204-957-4699   204-957-4663	204-957-0840   204-957-4218   204-957-4285	<b>Counsel for the Applicant</b>
<b>LAZER GRANT INC.</b> 309 McDermot Avenue Winnipeg, Manitoba R3A 1T3  COLLIN LEGALL E-Mail: <a href="mailto:clegall@lazergrant.ca">clegall@lazergrant.ca</a>	204-977-3501   204-977-3513	204-957-5611	<b>Proposal Trustee</b>
<b>FILLMORE RILEY LLP</b> 1700 – 360 Main Street Winnipeg, Manitoba R3C 3Z3  ANDREW LOEWEN E-Mail: <a href="mailto:andrewloewen@fillmoreriley.com">andrewloewen@fillmoreriley.com</a>	204-956-2970   204-957-8360	204-957-0516   204-954-0360	<b>Counsel for Lazer Grant Inc.</b>



Party/Counsel	Telephone	Facsimile	Party Representative
<p><b>BUSINESS DEVELOPMENT BANK OF CANADA</b>  110 Barclay Centre  444 - 7th Avenue S.W.  Calgary, Alberta T2P 0X8</p> <p>VALERIE LOCK  E-Mail: <a href="mailto:Valerie.lock@bdc.ca">Valerie.lock@bdc.ca</a></p> <p>MARK KEARL  E-Mail: <a href="mailto:Mark.Kearl@bdc.ca">Mark.Kearl@bdc.ca</a></p>	<p>1 888-463-6232</p> <p>403-407-9224</p> <p>403-313-5003</p>		<p><b>Secured Creditor</b></p>
<p><b>MCDUGALL GAULEY LLP</b>  500-616 Main Street  Saskatoon, Saskatchewan  S7H 0J6</p> <p>IAN SUTHERLAND  E-Mail: <a href="mailto:isutherland@mcdougallgauley.com">isutherland@mcdougallgauley.com</a></p>	<p>306-665-5417</p>		<p><b>Counsel for  Business  Development Bank  of Canada</b></p>
<p><b>BANK OF MONTREAL</b>  200-333 Main Street  Winnipeg, Manitoba R3C 4E2</p> <p>RICK DONALD  E-Mail: <a href="mailto:rick.donald@bmo.com">rick.donald@bmo.com</a></p>	<p>204-985-2611</p> <p>204-985-2432</p>	<p>204-985-2362</p>	<p><b>Secured Creditor</b></p>
<p><b>PITBLADO LAW</b>  2500-360 Main Street  Winnipeg, Manitoba R3C 4H6</p> <p>DOUG WARD, QC  E-Mail: <a href="mailto:ward@pitblado.com">ward@pitblado.com</a></p>	<p>204-956-3534</p>		<p><b>Counsel for  Bank of Montreal</b></p>
<p><b>RUSSEL METALS INC.</b>  1359 St James St  Winnipeg, MB R3H 0K9</p> <p>NAVEED DURRANI  E-Mail: <a href="mailto:ndurrani@russelmetals.com">ndurrani@russelmetals.com</a></p>	<p>204-772-0321</p>		<p><b>Creditor</b></p>

Party/Counsel	Telephone	Facsimile	Party Representative
<p>Her Majesty The Queen in Right of Canada  Department of Justice Canada  301 - 310 Broadway  Winnipeg, MB R3C 0S6</p> <p>DENYSE COTE  E-Mail: <a href="mailto:denyse.cote@justice.gc.ca">denyse.cote@justice.gc.ca</a></p>	204-984-2230	204-984-5434	<b>Counsel for Her Majesty The Queen in Right of Canada</b>
<p><b>HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF MANITOBA</b>  Manitoba Justice Civil Legal Services  730-405 Broadway  Winnipeg, Manitoba R3C 3L6</p> <p>BRIAN JONES  E-Mail: <a href="mailto:brian.jones@gov.mb.ca">brian.jones@gov.mb.ca</a></p>	204-945-1409	204-948-2826	<b>Counsel for Her Majesty The Queen in Right of the Province of Manitoba</b>
<p><b>PRICEWATERHOUSECOOPERS LLP</b>  One Lombard Place, Suite 2300  Winnipeg, Manitoba  R3B 0X6</p> <p>JEFF JOHNSON  E-Mail: <a href="mailto:Jeffrey.b.johnson@pwc.com">Jeffrey.b.johnson@pwc.com</a></p>	204-926-2441		<b>Financial Advisor</b>
<p><b>SOLAR POWER NETWORK 001 INC.</b>  42 Wellington St. E  4<sup>th</sup> Floor  Toronto, ON M5E 1C7  E-Mail: <a href="mailto:info@solarpowernetwork.ca">info@solarpowernetwork.ca</a></p>			<b>Secured Creditor</b>
<p><b>BLUE CHIP LEASING CORPORATION</b>  156 Duncan Mill Road  Unit 16  Toronto, ON M3B 3N2  E-Mail: <a href="mailto:info@bluechipleasing.com">info@bluechipleasing.com</a></p>			<b>Secured Creditor</b>
<p><b>ROYAL BANK OF CANADA</b>  10 York Mills Road  Toronto, ON M2P 0A2</p> <p>E-Mail: <a href="mailto:bankruptcydocuments@asset.net">bankruptcydocuments@asset.net</a></p>			<b>Secured Creditor</b>

Party/Counsel	Telephone	Facsimile	Party Representative
<p><b>HAYWORTH EQUIPMENT SALES INC.</b>  202 – 26229 TWP  531A, ZONE 2  ACHESON, AB  T7X 5A4</p> <p>GARY SCHMIDEK  E-Mail: <a href="mailto:gary@hayworthequipment.com">gary@hayworthequipment.com</a></p>	780-962-9100		<b>Secured Creditor</b>
<p><b>COOPER TIRE &amp; RUBBER COMPANY</b>  701 Lima Avenue  Findlay, OH, USA 45840</p> <p>E-Mail: <a href="mailto:cooperinfo@coopertire.com">cooperinfo@coopertire.com</a></p>			<b>Secured Creditor</b>
<p><b>CONTINENTAL TIRE CANADA INC.</b>  6110 Cantay Road  Mississauga, ON L5R 3W5</p> <p>DINA SOKKAR  E-Mail: <a href="mailto:dina.sokkar@conti-na.com">dina.sokkar@conti-na.com</a></p>	905-568-1303		<b>Secured Creditor</b>
<p><b>K.G. INDUSTRIES LTD.</b>  P.O. Box 1157  Osoyoos, BC V0H 1V0</p> <p>LUKE GENBERG  E-Mail: <a href="mailto:lukegenberg@kqi.ca">lukegenberg@kqi.ca</a></p>	250-499-2492		<b>Secured Creditor</b>

Schedule "A"

File No. BK 17-01-04509

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**ORDER**

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File No. 1702631

Box No. 3

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THE HONOURABLE                    )  
Mr. JUSTICE DEWAR                )  
  )        Thursday, the 11th day of October, 2017

**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.**

**ORDER**

THIS MOTION, made by 5274398 Manitoba Ltd. (o/a Cross Country Manufacturing)("Cross Country") for an order extending the time in which Lazer Grant Inc. (the "**Proposal Trustee**") may file a proposal with the Official Receiver in the within proposal proceedings to 11:59 PM Central Daylight Time on Monday, December 4, 2017 was heard this day at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Affidavit of Jonathan Doerksen sworn September 5, 2017, the Affidavit of Samantha Dunn sworn September 6, 2017 (sealed), the Supplemental Affidavit of Jonathan Doerksen sworn September 6, 2017, the First Report of the Proposal Trustee dated September 6, 2017, the Second Report of the Proposal Trustee dated September 13, 2017, the Affidavit of Samantha Dunn sworn September 6, 2017 (redacted), the Third Report of the Proposal Trustee dated October \*\*\*, 2017 on hearing

the 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 October \*\*\*, 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 Monday, December 4, 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.

October \_\_\_\_, 2017

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Dewar, J.