

COURT FILE NUMBER 1903-24389
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE OF EDMONTON



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 TLI CHO LANDTRAN
TRANSPORT LTD., 1456998 ALBERTA LTD. and 146982
ALBERTA LTD.

APPLICANT TLICHO INVESTMENT CORPORATION
RESPONDENTS TLICHO LANDTRAN TRANSPORT LTD., 1456998
ALBERTA LTD. and 1456982 ALBERTA LTD.

DOCUMENT **ORDER**

CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT: **Cassels Brock & Blackwell LLP**
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Attention: Jeffrey Oliver
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File No.: 49076-13

DATE ON WHICH ORDER WAS PRONOUNCED: September 9, 2020
LOCATION OF THIS HEARING: Edmonton, Alberta
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice D.R. Mah

UPON the application of MNP Ltd. in its capacity as monitor (in such capacity, the "**Monitor**") of Tlicho Landtran Transport Ltd., 1456982 Alberta Ltd., 1456998 Alberta Ltd. and Ventures West Transport Limited Partnership (collectively, the "**Companies**"); **AND UPON** having read the Notice of Application of the Monitor, the Sixth Report of the Monitor dated September 2, 2020 (the "**Report**"); **AND UPON** having read the Affidavit of Mark Brajer sworn

September 2, 2020 and the Notice of Application of the Monitor; **AND UPON** having read the Initial Order pronounced by the Honourable Justice Graesser in the within proceedings on November 29, 2019, the Amended and Restated Initial Order granted in the within proceedings by the Honourable Justice Graesser on December 6, 2019 and the Extension Order pronounced by the Honourable Justice G.S. Dunlop on June 11, 2020; **AND UPON** hearing counsel for the Monitor, counsel for the Companies, and any others in attendance;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of this Application and supporting materials is hereby abridged to the time actually given, and service of notice of this Application and supporting materials is good and sufficient.

TIC Settlement

2. The settlement agreement dated September 1, 2020 (the "**TIC Settlement**") between Monitor and Tlicho Investment Corporation ("**TIC**") is hereby approved and execution of the TIC Settlement by the Monitor is hereby authorized and approved, with such minor amendments as the Monitor may deem necessary.
3. The Companies, the Monitor and any trustee in bankruptcy that may be appointed in respect of the Companies are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for completion of the TIC Settlement.
4. Without limiting the generality of paragraph 3 of this Order, the Companies and the Monitor are authorized and directed to pay to TIC and to any trustee in bankruptcy that may be appointed in respect of the Companies any and all amounts due to be paid to such person or the Companies' estates pursuant to the terms of the TIC Settlement.
5. Notwithstanding:
 - (a) the pendency of these proceedings and any declaration of insolvency made herein;
 - (b) the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, as amended (the "**BIA**"), in respect of the Companies, and any bankruptcy order issued pursuant to any such applications;

- (c) any assignment in bankruptcy made in respect of the Companies; and
- (d) the provisions of any federal or provincial statute

the approval of the TIC Settlement pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Companies and shall not be void or voidable by creditors of the Companies, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA 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.

6. The Monitor, the Companies, any trustee in bankruptcy that may be appointed in respect of the Companies and any other interested party, shall be at liberty to apply for further advice, assistance and direction as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in completing the TIC Settlement.

Professional Fees

7. The Monitor's accounts for fees and disbursements, as set out in the Report are hereby approved without the necessity of a formal passing of its accounts.
8. The accounts of the Monitor's legal counsel, Cassels Brock & Blackwell LLP, for their fees and disbursements, as set out in the Report are hereby approved without the necessity of a formal assessment of their accounts.
9. Service of this Order shall be deemed good and sufficient by:
 - (a) serving the same on the persons listed on the service list created in these proceedings;
 - (b) posting a copy of this Order on the Monitor's website at:
<https://mnpdebt.ca/en/corporate/Engagements/ventures-west-transport-limited-partnership>

and service on any other person is hereby dispensed with.

10. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.


J.C.Q.B.A.