



No. B170032
Vancouver Registry
District of: British Columbia
Division No.: 03-Vancouver
Court No.: 11-2204187
Estate No.: 11-2204187

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE BANKRUPTCY OF
C-W AGENCIES INC.

ORDER MADE AFTER APPLICATION

BEFORE) HONOURABLE JUSTICE BASRAN)
))
)) NOV. 22, 2019

ON THE APPLICATION of Boale, Wood & Company Ltd., (the "Trustee") in its capacity as trustee in bankruptcy of the C-W Agencies Inc. and Telco Management Inc. (together, the "Bankrupts"), coming on for hearing at Vancouver, B.C., on the Wednesday, November 20, 2019, and on hearing Roselle P. Wu, counsel for the Trustee, and Katie Mak, on behalf of the proposed Representative Counsel (as defined below), and no other party appearing although duly served:

THIS COURT ORDERS that:

1. For the purposes of this Order, the following terms shall have the following meanings:
 - a. "BIA" means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3;
 - b. "Claim" means any right or claim of any Former Employee against the Bankrupts, or either of them, in connection with any indebtedness, liability or obligation of any kind of the Bankrupts, or either of them, owed to the Former Employee and would be a "claim provable in bankruptcy", "provable claim" or "claim provable" as defined by section 2 of the BIA;
 - c. "Claims Package" means a document package, including:
 - (i) a Statement of Claim;
 - (ii) a copy of this Order;
 - (iii) a form of Revised Claim; and

- (iv.) such other documents determined to be necessary or desirable by Representative Counsel;
 - d. **"Court"** means the Supreme Court of British Columbia;
 - e. **"Filed Claim"** means a proof of claim filed by a former employee of the Bankrupts, or either of them, with the Trustee as of the date of pronouncement of this Order;
 - f. **"Former Employee"** means all former employees of the Bankrupts, or either of them, except for those former employees of the Bankrupts who have submitted a Filed Claim;
 - g. **"Former Employee Information"** means:
 - i. the names, last known addresses and last known e-mail addresses (if any) of all the Former Employees; and
 - ii. such documents and data, as may be relevant to matters relating to the issues in the Proceedings, including documents and data, pertaining to benefits and severance payments, including up to date financial information regarding the funding and investments of any of these arrangements;
 - h. **"Opt-Out Deadline"** shall have the meaning ascribed to it at paragraph 6 of this Order;
 - i. **"Opt-Out Notice"** shall be in substantially the form attached as **Schedule "A"** hereto;
 - j. **"Proceedings"** means these proceedings under the BIA;
 - k. **"Publication Date"** shall have the meaning ascribed to it at subparagraph 4(a) of this Order;
 - l. **"Representative Counsel"** shall have the meaning ascribed to it at paragraph 2 of this Order;
 - m. **"Revised Claim"** shall have the meaning ascribed to it at paragraph 9 of this Order;
 - n. **"Revised Claim Deadline"** shall have the meaning ascribed to it at paragraph 6 of this Order; and
 - o. **"Statement of Claim"** means a document setting out Representative Counsel's calculation of the Claim of a Former Employee.
2. Subject to paragraph 6 hereof, Clark Wilson LLP (**"Representative Counsel"**) is appointed as representative counsel to the Former Employees in the Proceedings and is authorized to take all steps reasonably necessary or desirable to represent or protect the interests of the

Former Employees in the Proceedings, including, without limitation, calculating, submitting and settling Claims.

3. The Trustee shall provide to Representative Counsel the Former Employee Information, and that, in so doing, the Trustee is not required to obtain express consent from any individual Former Employee authorizing the disclosure of the Former Employee Information without the knowledge or consent of any individual Former Employee.
4. The Trustee is hereby authorized and directed to notify the Former Employees of this Order by:
 - a. placing a notice in two weekday editions of the Province Newspaper one week apart (the "**Publication Date**"); and
 - b. providing notice to each of the Former Employees at their last known addresses and last known e-mail addresses;

within 14 days of this Order.

5. The Trustee shall post this ^{entered} Order on its website maintained for the Proceedings.
6. Any Former Employee who does not wish to be bound by this Order and all other related Orders which may subsequently be made in these proceedings shall, by 5:00 p.m. (Vancouver Time) on Friday, December 13, 2019 (the "**Opt-Out Deadline**"), notify the Representative Counsel, in writing, that he or she is opting out by delivering a notice substantially in the form of the Opt-Out Notice and shall thereafter not be bound and shall be represented themselves as an independent individual party to the extent they wish to appear in these Proceedings and/or submit an Employee Claim. For clarity, those former employees of the Bankrupts who have submitted Filed Claims to the Trustee shall be deemed to have provided an Opt-Out Notice.
7. Following the Opt-Out Deadline, Representative Counsel is authorized to calculate the Claims of those Former Employees who did not provide an Opt-Out Notice by the Opt-Out Deadline.
8. Representative Counsel shall send a Claims Package to the Former Employees who did not provide an Opt-Out Notice by ordinary mail or by email at their last known addresses, last known e-mail addresses or addresses provided to Representative Counsel, by 5:00pm (Vancouver Time) on Friday, January 3, 2020 or such later date as Representative Counsel may request and the Trustee may agree to.
9. If a Former Employee disagrees with Representative Counsel's calculation of its Claim as set out in the Claims Package, then the Former Employee may submit a revised claim (the "**Revised Claim**") and supporting documents to Representative Counsel by no later than two weeks from the date set out in paragraph 8 herein, or as extended pursuant to that paragraph.
10. In the event a Former Employee and the Representative Counsel do not come to an agreement of the calculation of a Revised Claim within two weeks of Representative

Counsel's receipt of the Revised Claim, or such later date as Representative Counsel may agree in writing on this Court may otherwise order, such Former Employee shall be deemed to have provided an Opt-Out Notice and will be at liberty to submit its own Claim to the Trustee.

11. Any Former Employee who fails or neglects to properly submit a completed Revised Claim by the Revised Claim Deadline, or at such later date as Representative Counsel may agree in writing or this Court may otherwise order, shall have the Claim of the Former Employee as set out in the Claims Package deemed to be correct.
12. Representative Counsel shall file a Claim on behalf of the Former Employees with the Trustee. The Claim shall have attached to it a schedule setting out the names and addresses of the Former Employees and the amounts severally due to them.
13. Representative Counsel shall be paid its reasonable fees based on its standard hourly rates in force and disbursements by the Trustee from funds from the estates of the Bankrupts on a bi-weekly basis, forthwith upon the rendering of accounts to the Trustee. In the event of any disagreement regarding such fees, such matters may be remitted to this Court for determination.
14. Representative Counsel shall be entitled to the benefit of and is hereby granted a charge (the "**Representative Counsel Charge**") on the Bankrupts' assets, undertakings and properties of every nature and kind whatsoever, and whatever situate including all of the proceeds thereof (the "**Property**"), which charge shall not exceed an aggregate amount of **\$10,000**, as security for its professional fees and disbursements incurred at the standard rates and charges of Representative Counsel, both before and after the making of this Order in respect of the Proceedings.
15. The filing, registration or perfection of the Representative Counsel Charge shall not be required, and the Representative Counsel Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Representative Counsel Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.
16. The Representative Counsel Charge shall constitute a mortgage, security interest, assignment by way of security and charge on the Property, and shall rank in priority to all other security interests, trusts, liens, mortgages, charges and encumbrances and claims of secured creditors, statutory or otherwise, in favour of any person except for the fees and disbursements incurred by the Trustee and its counsel in the administration of the Bankrupt's estates.
17. References in this Order to the singular shall include the plural and references to the plural shall include the singular and to any gender shall include the other gender.
18. Any document or notice sent by the Representative Counsel by ordinary mail shall be deemed to be received on the tenth (10th) day following the date of mailing.

19. Any Former Employee who provides an email address, facsimile number or alternate address for delivery to the Trustee and/or Representative Counsel shall be deemed to consent to receiving materials at that email address, facsimile number or alternate address for delivery.
20. In the event that this Order is later amended by further Order of the Court, the Trustee may post such further Order on the Trustee's website maintained for the Proceedings and such posting shall constitute adequate notice to the Former Employees of such Order.
21. Representative Counsel shall have no personal liability as a result of its appointment or the fulfilment of its duties in carrying out the provisions of this Order save and except for any professional negligence or unlawful misconduct on their part.
22. No action or other proceeding may be commenced against Representative Counsel in respect of the performance of its duties under this Order without leave of the Court on seven (7) days' notice to Representative Counsel.
23. Representative Counsel, the Trustee and the Trustee's legal counsel are authorized to take all steps and do all acts necessary or desirable to carry out the terms of this Order, including dealing with any Court, regulatory body and other government ministry, department or agency, and to take such steps as are necessary or incidental thereto.
24. Representative Counsel and the Trustee shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of the powers and duties of Representative Counsel.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

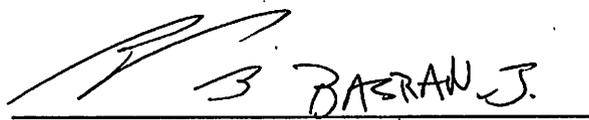


ROSELLE P. WU (Harper Grey LLP),
Lawyer for the Trustee

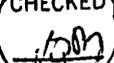


KATIE MAK (Clark Wilson LLP)

BY THE COURT



Registrar in Bankruptcy

CHECKED  Form only

Schedule "A"

No. B170032
Vancouver Registry
District of: British Columbia
Division No.: 03-Vancouver
Court No.: 11-2204187
Estate No.: 11-2204187

In the Matter of the Bankruptcy Of:

C-W Agencies Inc.

OPT-OUT LETTER

Clark Wilson LLP
900-885 West Georgia Street
Vancouver, BC V6C 3H1

Attn: ♦

I, _____, am a former employee of C-W Agencies Inc. and/or Telco Management Inc. (together, the "Bankrupts").

Under paragraph ♦ of the Order of Justice ♦ dated ♦, 2019 (the "Order"), former employees of the Bankrupts who do not wish Clark Wilson LLP to act as their representative counsel may opt out of such representation.

I hereby notify Clark Wilson LLP that I do not wish to be bound by the Order and will be represented as an independent individual party to the extent I wish to participate in these proceedings.

Date

Signature

Action No. B170032
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HARPER GREY LLP
Barristers & Solicitors
3200 - 650 West Georgia Street
Vancouver, BC V6B 4P7
Telephone: (604) 687-0411

Attention: Roselle P. Wu/kz/#144245