



Form 32 (Rule 8-1(4))

FORCE FILED

No. S-231354
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,
R.S.C. 1985, c. C-44, AS AMENDED

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
CANWEST AEROSPACE INC. AND CAN WEST GLOBAL AIRPARTS INC.

PETITIONERS

NOTICE OF APPLICATION

Names of Applicants: CanWest Aerospace Inc. ("**CW Aerospace**") and Can West Global Airparts Inc. ("**CW Airparts**") and, together with CW Aerospace, the "**Petitioners**")

To: Those parties set out in **Schedule "A"** attached hereto.

TAKE NOTICE that an application will be made by the Petitioners to the Honourable Mr. Justice Gomery at the Courthouse at 800 Smithe Street, Vancouver, British Columbia on June 19, 2023 at 9:00 a.m. for the order set out in Part 1 below.

PART 1: ORDERS SOUGHT

1. An order substantially in the form attached hereto as **Schedule "B"**, which provides the following relief:

- (a) abridging the time for service of this application;
 - (b) an extension of the stay of proceedings provided for in the ARIO (the "**Stay of Proceedings**") up to and including June 30, 2023, or such other date as may be determined by this Honourable Court; and
2. Such other relief as this Honourable Court may deem just.

PART 2: FACTUAL BASIS

Background

1. On March 8, 2023, Mr. Justice Gomery granted the Initial Order pursuant to the *Companies Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**").
2. On March 17, 2023, Mr. Justice Gomery granted the ARIO pursuant to the CCAA.
3. On April 13, 2023, Mr. Justice Gomery granted an order extending the Stay of Proceedings until and including April 24, 2023.
4. On April 24, 2023, Mr. Justice Gomery granted an order, among other things, extending the Stay of Proceedings until and including May 4, 2023.
5. On May 4, 2023, Madame Justice Fitzpatrick granted:
 - (a) an order establishing a claims process in these CCAA proceedings (the "**Claims Process**");
 - (b) an order establishing the process for the creditors' meeting and approval of the plan of compromise and arrangement in these CCAA proceedings (the "**Plan**"); and
 - (c) an order, among other things, extending the Stay of Proceedings until and including June 19, 2023.
6. On May 9, 2023, Madame Justice Fitzpatrick granted:
 - (a) an order, among other things, requiring access to the Petitioners' former leased premises in Langley, BC (the "**Langley Premises**"), be granted to the Petitioners;
 - (b) an order, among other things, requiring that property taken from the Langley Premises be returned to the Petitioners; and
 - (c) an order raising the Administration Charge granted in the ARIO to \$250,000.

7. Since the Petitioners last appeared before this Honourable Court on May 9, 2023, the Petitioners have:
 - (a) moved out of the Langley Premises (given the intensive efforts required to remove their property from the Langley Premises, including certain internal structures in the Langley Premises that had to be deconstructed and aircraft that had to be repaired before relocation, and the condensed timeline for move out, this took up substantially all of the Petitioners' time for the rest of the month of May);
 - (b) endeavoured to perform their contracts and operate their business;
 - (c) seek purchasers for inventory and equipment;
 - (d) continued to work diligently to provide the Monitor with information regarding the Petitioners' business operations, assets and liabilities; and
 - (e) worked toward finalizing the terms of the Plan, including by negotiating with RBC and BDC, the Petitioners' secured creditors, and believe they are substantially ready to propose the Plan to their creditors for a vote at the creditors' meeting.
8. Additionally, the Monitor has administered the Claims Process so far and received claims from the Petitioners' secured and unsecured creditors.

Extension of Stay

9. The Petitioners are seeking an 11 day extension of the Stay of Proceedings until and including June 30, 2023, or such other date as may be determined by this Honourable Court, so that they can finalize the Plan, allow for the creditors' meeting to be held, and in the event the Plan is approved, allow for the application of the sanction and vesting order.
10. The Petitioners are acting in good faith and with due diligence.

PART 3: LEGAL BASIS

1. The Petitioners rely on:
 - (a) the CCAA;
 - (b) the inherent jurisdiction of this Honourable Court; and
 - (c) such further and other legal basis as counsel may advise and this Honourable Court may allow.

Extension of Stay

2. Subsection 11.02(2) of the CCAA provides that the Petitioners may apply for an extension of the Stay of Proceedings for a period that a court considers necessary on any terms that a court may impose. Subsection 11.02(3) of the CCAA provides that the Court shall not make the order extending the Stay of Proceedings unless:
 - (a) the applicant satisfies the Court that circumstances exist that make the order appropriate; and
 - (b) in the case of an order under subsection (2), the applicant also satisfies the Court that the applicant has acted, and is acting, in good faith and with due diligence.

CCAA s. 11.02.

3. In determining whether the appropriate circumstances exist to extend the Stay of Proceedings, the Court should inquire whether the order sought advances the remedial purpose of the CCAA.

North American Tungsten Corp. (Re), 2015 BCSC 1376 at para. 25.

4. Extending the Stay of Proceedings is appropriate and necessary to enable the Petitioners to continue operations and restructuring, propose and seek the necessary approvals for the Plan, and ultimately implement the transactions contemplated by the Plan.
5. The Petitioners, with the assistance of the Monitor, have been working in good faith and with due diligence to finalize the Plan and advance these CCAA proceedings, in pursuit of a restructuring that will maximize value for their stakeholders.
6. The Petitioners are close to proposing the Plan to their creditors, with the creditors' meeting to follow shortly. If the Plan is approved, the Petitioners intend to appear back before this Honourable Court as soon as possible to obtain a sanction and vesting order, and thereafter to complete the transactions contemplated by the Plan.
7. Without the Stay of Proceedings and other relief provided by the CCAA, the Petitioners will be forced into a liquidation scenario which will likely result in a shortfall to the Petitioners' creditors less than what they would receive under the Plan. Completing the Plan and a restructuring would benefit all of the Petitioners' stakeholders, and likely provide a better recovery to the Petitioners' creditors than in a liquidation.

8. The Petitioners submit that, in these circumstances, it is necessary and appropriate that the Stay of Proceedings be extended to June 30, 2023, or such other date as may be determined by this Honourable Court.
9. The Monitor supports the relief sought by the Petitioners in this Application.

PART 4: MATERIAL TO BE RELIED ON

1. Monitor's Fifth Report to Court, to be filed.
2. The other materials filed in these CCAA proceedings.
3. Such other materials as this Honourable Court may allow.

The Applicants estimate that the application will take 1 hour.

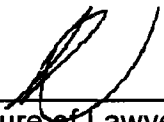
- This matter is within the jurisdiction of a Master.
- This matter is not within the jurisdiction of a Master. Mr. Justice Gomery is seized of these proceedings.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application:

- (a) file an Application Response in Form 33;
- (b) file the original of every Affidavit, and of every other document, that:
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding; and
- (c) serve on the Applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of filed Application Response;
 - (ii) a copy of each of the filed Affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;

- (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: June 15, 2023



Signature of Lawyer for Applicants
Lawyer: Nick Carlson

This NOTICE OF APPLICATION is prepared by Nick Carlson of the firm of **Clark Wilson LLP** whose place of business is 900 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1 (Direct #: 604.643.3105, Fax #: 604.891.7797, Email: NCarlson@cwilson.com) (File #: 54101-0001).

<i>To be completed by the court only:</i>	
Order made	
<input type="checkbox"/> in the terms requested in paragraphs _____ of Part 1 of this Notice of Application	
<input type="checkbox"/> with the following variations and additional terms:	

Date: _____	Signature of <input type="checkbox"/> Judge <input type="checkbox"/> Master
[dd/mmm/yyyy]	

APPENDIX

[The following information is provided for data collection purposes only and is of no legal effect.]

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matters concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- none of the above

Schedule "A"

Service List

Name of Counsel:	Name of Parties:
<p>Clark Wilson LLP 900 – 885 West Georgia Street Vancouver, BC V6C 3H1</p> <p>Attention: Christopher J. Ramsay / Katie G. Mak / Nick Carlson / Jaime Landa (Assistant)</p> <p>Email: CRamsay@cwilson.com; KMak@cwilson.com; NCarlson@cwilson.com; JLanda@cwilson.com</p> <p>Tel: 604-687-5700</p>	<p><i>Counsel for the Petitioners</i></p>
<p>FTI Consulting Canada Inc. 1502 - 701 West Georgia Street Vancouver, BC V7Y 1C6</p> <p>Attention: Craig Munro Huw Parks</p> <p>Email: craig.munro@fticonsulting.com; Huw.Parks@fticonsulting.com</p> <p>Tel: 604-757-6108</p>	<p><i>Monitor</i></p>
<p>DLA Piper (Canada) LLP Suite 2800, Park Place 666 Burrard St Vancouver, BC V6C 2Z7</p> <p>Attention: Colin Brousson Dannis Yang (Assistant)</p> <p>Email: colin.brousson@dlapiper.com; dannis.yang@dlapiper.com</p> <p>Tel: 604-643-6400</p>	<p><i>Counsel to the Monitor</i></p>

Name of Counsel:	Name of Parties:
<p>Dentons Canada LLP 20th Floor, 250 Howe Street Vancouver, BC V6C 3R8</p> <p>Attention: Jordan Schultz Eamonn Watson Avic Arenas (Paralegal) Chelsea Denton (Assistant)</p> <p>Email: jordan.schultz@dentons.com; eamonn.watson@dentons.com; avic.arenas@dentons.com; chelsea.denton@dentons.com</p> <p>Tel: 604-691-6452 / 604-629-4997</p>	<p><i>Counsel to Royal Bank of Canada</i></p>
<p>Kornfeld LLP 1100 – 505 Burrard Street Vancouver, BC V7X 1M5</p> <p>Attention: Douglas Hyndman</p> <p>Email: dhyndman@kornfeldllp.com</p> <p>Tel: 604-331-8303</p>	<p><i>Counsel to Business Development Bank of Canada</i></p>
<p>Ministry of Attorney General PO Box 9280 Stn Prov Govnt Victoria, BC, V8W 9J7</p> <p>Email: AGLSBRevTaxInsolvency@gov.bc.ca;</p>	<p><i>Attorney General for the Province of BC</i></p>
<p>Cassels LLP 2200 – 885 West Georgia Street Vancouver, BC V6C 3E8</p> <p>Attention: Vicki Tickle</p> <p>Email: vtickle@cassels.com</p> <p>Tel: 604-691-6100</p>	<p><i>Counsel to Helo Investments Ltd.</i></p>

Schedule "B"

No. **S-231354**
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IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,

R.S.C. 1985, C. C-36, AS AMENDED

AND

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT,

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AND

IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT,

R.S.C. 1985, C. C-44, AS AMENDED

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
CANWEST AEROSPACE INC. AND CAN WEST GLOBAL AIRPARTS INC.

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE JUSTICE
GOMERY

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June 19, 2023

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 19th day of June, 2023 (the "**Order Date**"); AND ON HEARING Christopher J. Ramsay and Nick Carlson, counsel for the Petitioners and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the Notice of Application of the Petitioners dated June 15, 2023 in these CCAA proceedings is hereby abridged such that it is properly returnable today and service upon any interested party, other than those parties on the service list maintained by the Monitor in these proceedings, is hereby dispensed with.
2. The relief provided for in the Amended and Restated Initial Order made in these proceedings on March 17, 2023 (the "ARIO") is hereby confirmed and the stay of proceedings and all other relief provided for therein is hereby extended to June 30, 2023.
3. Endorsement of this Order by counsel appearing on this application except for counsel to the Petitioners is hereby dispensed with.

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:

Signature of Lawyer for the Petitioners
Lawyer: Christopher Ramsay

BY THE COURT

Registrar

SCHEDULE "A"

LIST OF COUNSEL

Jordan Schultz and Eamonn Watson	Royal Bank of Canada
Colin Brousson	FTI Consulting Canada Inc., in its capacity as the Monitor of the Petitioners