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**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:)	Chapter 15
)	
DYNAMIC TECHNOLOGIES GROUP)	Case No. 23-41416
INC., <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors in a Foreign Proceeding.)	

MOTION FOR AN ORDER GRANTING COMITY FOR STAY EXTENSION

Dynamic Technologies Group Inc. (“DTG”) is the authorized foreign representative (the “Foreign Representative”) of the above-captioned debtors: (1) Dynamic Technologies Group Inc., (2) Dynamic Attractions, Inc., (3) Dynamic Attractions LTD, (4) Dynamic Entertainment Group LTD,

¹ The Debtors in these Chapter 15 cases, along with the last four digits of the Debtors’ unique identifier are: DYNAMIC TECHNOLOGIES GROUP INC. (CA. BN 863055893); DYNAMIC ATTRACTIONS, INC. (EIN 98-1016243); DYNAMIC ATTRACTIONS LTD. (CA. BN 101632677); DYNAMIC ENTERTAINMENT GROUP LTD. (CA. BN 703755496 CR0001); DYNAMIC STRUCTURES LTD. (CA. BN 794519280 RC0001). Additional information regarding this case may be obtained on the Monitor’s website for this case at <http://cfcanda.fticonsulting.com/dynamicgroup/>.

and (5) Dynamic Structures LTD (collectively, the “Debtors”) in the proceeding pending in the Court of King’s Bench of Alberta Calgary, Judicial Centre of Calgary (the “Canadian Proceeding” and such court, the “Canadian Court”), and under the Companies’ Creditor Agreement Act (the “CCAA”). The Foreign Representative, by and through its undersigned counsel, initiated the above-referenced chapter 15 cases (the “Chapter 15 Cases”) on May 17, 2023, and respectfully files this Motion for an Order Granting Comity for Stay Extension (“Motion for Comity”).

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a) and (b) and 1334(a) and (b) and 11 U.S.C. §§ 109 and 1501 of the Bankruptcy Code. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). The Foreign Representative consents to the entry of final orders or judgments by the bankruptcy court with respect to this contested matter. Venue is proper in this district pursuant to 28 U.S.C. § 1410.

INTRODUCTION

2. The Foreign Representative seeks an order granting comity to a recent order from the Canadian Court approving a stay extension.

SUPPORT FOR THIS MOTION FOR COMITY

3. The Foreign Representative relies on the following in support of this Motion for Comity.

Exhibit²	Description
A	Application – Stay Extension and SAVO (without exhibits)
B	Affidavit Of Allan Francis (Re: Stay Extension and Sale of Certain Assets)
C	Stay Extension Order dated May 26, 2023

BACKGROUND

I. The Initial Canadian Orders

4. On March 9, 2023, the Debtors instituted the Canadian Proceeding by filing applications for the commencement of proceedings pursuant to the CCAA in the Canadian Court.

5. The CCAA is a Canadian federal act that affords financially troubled corporations the opportunity to restructure their financial affairs.

6. On March 9, 2023, following a hearing, the Canadian Court entered the “Initial CCAA Order.” The Initial CCAA Order, among other things, (i) commenced the Canadian Proceeding pursuant to the CCAA; (ii) appointed FTI Consulting Canada Inc. as Monitor in the Canadian Proceeding; (iii) granted a stay of proceedings in favor of the Debtors and their directors and officers up to and including March 19, 2023; (iv) granted priority charges in favor of (a) professionals employed by the Debtors and the Monitor; (b) directors and officers of the Debtors; and interim lender; (iv) authorized the Debtors to continue utilizing the Cash Management System; and (v) authorized interim financing with PEL.

7. After the Initial CCAA Order was entered, the Debtors, (i) issued a press release in respect of the Canadian Proceeding and the stay; (ii) worked with the monitor to prepare a communications package for employees, suppliers, and customers; (iii) communicated the filing under the CCAA to employees, suppliers, landlords, and customers; and (iv) reduced operations and number of employees in order to preserve cash and key employees to effect a restructuring.

8. On March 16, 2023, following a hearing, the Canadian Court entered an order (the “Amended Initial CCAA Order” and together with the Initial CCAA Order, the “Initial CCAA Orders”) which, among other things, (i) granted an extension of the stay of proceedings up to and including May 28, 2023; (ii) amended the amounts of the priority charges previously approved by the court; and (iii) authorized and empowered the Debtors to act as the foreign representative in respect of

the Canadian Proceeding for the purposes of having such proceedings recognized in the United States. The Amended Initial CCAA Order also approved the SISP with the following milestones (somewhat similar to a bidding procedures order in the United States):

Prepare teaser, confidential information memorandum and data room	March 20-24, 2023
Contact prospective purchasers who might be interested in participating in a sale or investment in Dynamic Group	March 24-April 28, 2023
Phase 1 Bid Deadline – Non-Binding Bids	April 28, 2023
Phase 2 Bid Deadline – Binding bids in form of purchase or investment agreement	May 26, 2023
Auction, if required	June 8, 2023

9. At the Phase 1 bid deadline, a number of bids were received. However, the Monitor, in accordance with the terms of the SISP,³ determined that one of the offers was deemed to be a “High Value LOI” and, as a result, the Monitor terminated the SISP on May 9, 2023 to pursue a definitive agreement with the party that submitted the High Value LOI, which was PEL, the DIP lender and largest prepetition secured creditor.

II. The Chapter 15 Case

10. On May 17, 2023, the Foreign Representative filed Official Form No. 401 Chapter 15 petitions for each Debtor pursuant to 11 U.S.C. §§ 1504, 1509(a), and 1515(a) [Docket No. 1] (the “Form Petitions”); the Verified Petition [Docket No. 2] (the “Verified Petition,” and with the Form Petitions, the “Petitions”), and various supporting documents.

11. A hearing is currently set on the Petitions for June 13, 2023.

³ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Verified Petition (as defined below).

III. The Recent Canadian Application

12. On about May 16, 2023, the Debtors filed the *Application (Stay Extension and SAVO)* (“Canadian Application”). The Canadian Application was supported by the *Third Affidavit of Allan Francis* dated May 16, 2023. The primary purpose of the Canadian Application was to extend the stay from May 28, 2023 to July 28, 2023 to allow the Debtors, the Monitor, and PEL additional time to complete the definitive documents associated with the High Value Bid and get approval of those documents from the Canadian Court.

13. On May, 26, 2023, after a hearing, the Canadian Court entered an Order extending the stay through July 28, 2023 (the “Stay Extension Order”).

14. The Canadian Application also sought the approval of two sales of limited assets in its Vancouver Facility. The Canadian Court adjourned approving the sales and did not make any findings or rulings regarding the sales.

RELIEF REQUESTED

15. By this Motion and pursuant to Bankruptcy Code §§ 105(a), 1501(a)(1), 1507, 1521(a), 1522(a), 1525(a), the Foreign Representative requests that the Court enter an order granting comity to and giving full force and effect to the Stay Extension Order.

ARGUMENT AND AUTHORITIES

16. Bankruptcy Code § 105(a) empowers courts to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

17. Specifically, with respect to a case under chapter 15 of the Bankruptcy Code, upon recognition of a foreign proceeding courts “may provide additional assistance to a foreign representative under this title” considering “whether such additional assistance, consistent with the principles of comity, will reasonably assure . . . the just treatment of all holders of claims against or

interests in the debtor's property [and] the protection of claim holders in the United States against prejudice and inconvenience." 11 U.S.C. § 1507.

18. Moreover, upon recognition of a foreign proceeding, "any appropriate relief" may be granted "where necessary to effectuate the purpose of this chapter and to protect the assets of the debtor or the interests of the creditors." 11 U.S.C. § 1521(a). Such relief may be awarded if the interests of the creditors and other interested entities, including the debtor, are sufficiently protected. 11 U.S.C. § 1522(a).

19. The guiding principle of chapter 15 of the Bankruptcy Code is comity. The purpose of chapter 15 is to promote cooperation between courts of the United States and courts of foreign countries involved in cross-border insolvency cases. 11 U.S.C. § 1501(a)(1); *see also Ad Hoc Group of Vitro Noteholders v. Vitro SAB De CV (In re Vitro SAB De CV)*, 701 F.3d 1031, 1053 (5th Cir. 2012). The U.S. Supreme Court defines comity as "the recognition which one nation allows within its territory to the legislative, executive, or judicial acts of another nation, having due regard both to international duty and convenience, and to the rights of its own citizens, or of other persons who are under the protection of its laws." *Hilton v. Guyot*, 159 U.S. 113, 143 (1895).

20. The exceptions to comity are construed especially narrowly when the foreign jurisdiction is like Canada, a sister common law jurisdiction with procedures akin to those in the *United States*. *Clarkson Co. v. Shaheen*, 544 F.2d 624, 630 (2d Cir. 1976) (holding that not recognizing the Canadian judgment at issue would contravene the public policy of New York); *In re Petition of Davis*, 191 B.R. 577, 587 (Bankr. S.D.N.Y. 1996) ("Courts in the United States uniformly grant comity to Canadian proceedings . . . consistent with the treatment accorded by federal courts to foreign proceedings in 'sister common law jurisdictions.'").

21. The extension of comity to Canadian orders has continued since the 2005 enactment of Chapter 15. *In re Entrec Corp.*, Case No. 20-32643 (Bankr. S.D. Tex. Sept. 1, 2020 [Dkt No. 58] (entering order enforcing a Canadian order in a CCAA proceeding extending the stay and authorizing the sale of Canadian assets); *Raymond Chabot Inc. v. Serge Cote Family Tr. & Pub. Storage*, No. 6:14-CV-03392-MGL, 2014 WL 4198831, at *3 n.1 (D.S.C. Aug. 22, 2014) (entering temporary restraining order assisting Canadian bankruptcy receiver and noting “the widely-accepted view that Canadian judgments are entitled to recognition and enforcement here”); *Collins v. Oilsands Quest, Inc.*, 484 B.R. 593, 597 (S.D.N.Y. 2012) (holding that comity required deference to the procedures set forth in the Canadian insolvency proceeding and enforcement of the stay granted by the Canadian court and not a redetermination of whether a stay should have issued at all); *In re Metcalfe & Mansfield Alternative Investments*, 421 B.R. 685, 698-99 (Bankr. S.D.N.Y. 2010) (extending comity to Canadian CCAA order providing for a third party release and citing numerous cases where American courts have extended comity to Canadian judgments).

22. Consistent with Bankruptcy Code § 1501, Bankruptcy Code § 1525(a) requires that courts “cooperate to the maximum extent possible with a foreign court or a foreign representative.” 11 U.S.C. § 1525(a).

23. The relief requested in this Motion for Comity will promote comity and the concepts of international cooperation in accordance with chapter 15 of the Bankruptcy Code by ensuring that the Stay Extension Order, entered by the Canadian Court, will be recognized and enforceable in the United States, ensuring uniform application in the interests of the Debtors and the Debtors' creditors.

NOTICE

24. The Foreign Representative will direct notice of this Motion through the Court's electronic filing system as well as how indicated on the Service List [Docket No. 15-1] attached to the Certificate of Service [Docket No. 15] filed on May 22, 2023.

NO PRIOR REQUEST

25. No prior motion or application for the relief requested herein has been made to this or any other Court.

CONCLUSION

WHEREFORE, the Foreign Representative respectfully requests that the Court enter an order granting comity and giving full force and effect to the Stay Extension Order as entered by the Canadian Court; and such other and further relief as the Court deems appropriate.

Dated: May 30, 2023

Respectfully submitted,

AKERMAN LLP

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Counsel for the Foreign Representative

EXHIBIT A

COURT FILE NUMBER 2301-03179
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PROCEEDING 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
DYNAMIC TECHNOLOGIES GROUP INC.,
DYNAMIC ATTRACTIONS LTD., DYNAMIC
ENTERTAINMENT GROUP LTD., DYNAMIC
STRUCTURES LTD. and DYNAMIC
ATTRACTIONS INC.

DOCUMENT **APPLICATION (STAY EXTENSION AND SAVO)**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

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Fax No.: 403.508.4349
Attention: Ryan Zahara
File No.: 0119375.00031

NOTICE TO RESPONDENTS:

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date: May 26, 2023
Time: 10:00 a.m.
Where: Calgary Courts Centre – VIA WEBEX
Before: The Honourable Justice B.B. Johnston

Go to the end of this document to see what you can do and when you must do it.

Remedy claimed or sought:

1. Dynamic Technologies Group Inc. (“**DTG**”), Dynamic Attractions Ltd. (“**DAL**”), Dynamic Entertainment Group Ltd. (“**DEGL**”), Dynamic Attractions Inc. (“**DAI**”) and Dynamic Structures Inc. (“**DSL**”; together with DTG, DAL, DEGL, DAI, the “**Dynamic Group**” or the “**Applicants**”) seeks the following relief under the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (“**CCAA**”):
 - (a) an Order, substantially in the form attached hereto as **Schedule “A”**, granting the following relief:
 - (i) declaring service of this Application and its supporting materials good and sufficient, and if necessary, abridging time for notice of the Application to the time actually given;
 - (ii) extending the Stay Period (as defined in the March 16, 2023 amended and restated initial order (the “**ARIO**”) granted by Justice D.B. Mah pursuant to the CCAA) up to and including July 28, 2023, or such further or other date as this Court may consider appropriate; and
 - (iii) approving a restricted court access order in respect of the Confidential Supplement to the Second Report;
 - (b) an Order, substantially in the form attached hereto in **Schedule “B”**, approving a potential transaction (the “**Universal Transaction**”) with Universal in respect of a sale of certain limited assets located at the production facility of DAL located in Port Coquitlam (the “**Vancouver Production Facility**”) should the Universal Transaction be finalized prior to the hearing of this Application;
 - (c) an Order, substantially in the form attached hereto in **Schedule “C”**, approving the asset purchase agreement (the “**Infinity APA**”) between Infinity Assets Solutions Inc. (the “**Purchaser**” or “**Infinity**”) and DAL, to sell certain assets and inventory of DAL located at the Vancouver Production Facility; and
 - (d) such further and other relief as this Honourable Court may deem just.

2. Capitalized terms not otherwise defined herein shall have the meaning to give them in the Third Affidavit of Allan Francis sworn on May 16, 2023 (the "**Third Francis Affidavit**").

Grounds for making this application:

Background

3. The Dynamic Group is in the business of designing, engineering, manufacturing commissioning, warranting and providing ongoing parts and services to theme park owners around the world.
4. The Dynamic Group has produced award-winning and cutting-edge theme park ride systems and attraction developments. The Dynamic Group owns a 50% interest in one of the attractions that they developed along with the theme park owner. The Dynamic Group has manufactured and engineered rides for major theme park owner/operators including, Universal Studios and Disney, over the past 20 years and currently has 90 employees worldwide.
5. DTG also uses these same turn-key engineering and manufacturing services for special projects such as large optical telescope enclosures, specialty engineering, and custom steel fabrication services.
6. DAL is a turnkey supplier of premium entertainment rides. Its proprietary product lines include, but are not limited to: high-tech theatres, special effects roller coasters, autonomous guided vehicles (tracked and trackless), independent drive and controlled "coaster vehicles". Many aspects of DAL's ride technology are protected with Canadian and international patents. DAL continues to provide custom design-build-commission services for major theme parks.
7. DSL as currently organized was incorporated in 2017, but became operational in 2020 when 34 engineers were transferred from DAL to DSL, and 50% of DSL's shares were sold to third party investors. DSL now primarily provides design engineering and product research and development services for complex ride systems for DAL. DSL also designs sophisticated custom, complex, high precision mechanisms and integrated structures for third party customers.

8. DAI has a 25,000 square foot facility in Orlando, Florida, much of which has been sublet to other companies in the industry. DAI also has a physical location in Arlington, Texas out of which they provide maintenance services and replacement parts for ride systems that have been delivered to customers throughout the world. DAI also provides parts and service for rides built by other manufacturers.
9. On March 9, 2023 the Initial Order was granted by Madam Justice Fagnan pursuant to the CCAA. The Applicants intend to seek approval of the SISF in order to advance its restructuring and maximize value for its stakeholders.
10. On March 16, 2023, the amended and restated initial order (the “**ARIO**”) was granted by Justice D.B. Mah and extended the original Stay Period until May 28, 2023.

Stay Extension

11. The requested stay extension, including the extension of the Stay Period to July 28, 2023, is necessary to advance the CCAA proceedings of the Applicants.
12. The extension of the Stay Period will allow the Applicants to preserve the value of their business and assets as a whole by minimizing any disruptions while completing the transaction sourced through the SISF, which will ensure that the Applicants’ creditors will be able to maximize their recovery.
13. Management of the Dynamic Group, in consultation with the Monitor, will continue to work in good faith on a restructuring path forward, including finalizing definitive agreements with PEL, completing the Infinity APA and continuing to restructure the affairs of the Applicants.
14. The Applicants have also taken a number of significant steps in restructuring their affairs, including, disclaiming certain agreements and leases, continuing to complete work for customers, negotiating hand-offs of certain contracts and projects with customers in order to allow customers to move forward with those projects or complete ongoing work.

Chapter 15 Application

15. The Applicants have also engaged legal counsel in Texas to begin preparing for a filing pursuant to Chapter 15 of the US Bankruptcy Code. The Applicants anticipate

recognition of the CCAA proceedings to be sought under Chapter 15 shortly and after expiry of the 21 day notice period required thereunder.

16. The Applicants also need additional time to wind down its operations at the Vancouver Production Facility, including completing the sale and auction of various assets located at the Vancouver Production Facility by Infinity.

WEPP

17. The Applicants, pursuant to section 5(5) of the *Wager Earner Protection Program Act* S.C. 2005 c. 47, s. 1 (“**WEPPA**”) are seeking a declaration that the Applicants and their former employees meet the criteria established by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR 12008-222 (the “**WEPP Regulations**”).
18. In light of recent amendments to WEPPA and the WEPP Regulations, this Court now has the discretion, under section 5(5) and 3.2, respectively, to, in proceedings under the CCAA, order that a former employer meets the criteria prescribed by regulation where the former employer is the employer of all whose employees in Canada have been terminated other than any employees retained to wind-down business operations.

SISP

19. On May 5, 2023, the Monitor advised the Applicants that it intended to terminate the SISP as a result of receiving a High Value LOI from PEL (the “**High Value Bid**”).
20. On May 9, 2023, the Monitor terminated the SISP in order for the Applicants to proceed with finalizing definitive documents and completing the transaction contemplated by the High Value Bid.
21. Since that time, the Applicants have worked with PEL in order to advance the transaction and complete definitive documents such that the High Value Bid can be brought before this Honourable Court for approval.
22. The Applicants and PEL require additional time to complete the definitive documents associated with the High Value Bid.

23. The Applicants are also seeking approval of the Infinity APA with Infinity that would result in the sale of all or substantially all of the remaining inventory, equipment and assets located at the Vancouver Production Facility.
24. The Applicants are seeking approval of the Universal Transaction with Universal that would sell a certain asset (demonstration track for a previously completed Harry Potter Forbidden Journey Ride) located at the Vancouver Production Facility to Universal.
25. The Applicants or the Monitor will provide supplemental evidence in respect of the potential Universal Transaction once it is finalized and prior to the Application.

Restricted Court Access Order

26. The Applicants are seeking a restricted court access order or sealing order for the Confidential Supplement to the Second Report of the Monitor. The Confidential Supplement contains confidential and commercially sensitive information and the disclosure of which could prejudice the Applicants and impair the recovery of the Applicants stakeholders if disclosed and the High Value Bid does not ultimately close.
27. The grounds set out in the Third Francis Affidavit.
28. The provisions of the CCAA and the equitable jurisdiction of this Court.
29. Such further and other grounds as counsel for the Dynamic Group may advise and this Honourable Court may permit.

Material or evidence to be relied on:

30. The Affidavit of Allan Francis, sworn on March 8, 2023, filed;
31. The Second Affidavit of Allan Francis, sworn on March 14, 2023;
32. The Supplemental Affidavit of Allan Francis, sworn on March 16, 2023
33. The Third Affidavit of Allan Francis, sworn on May 16, 2023;
34. The Pre-filing Report of the Proposed Monitor, FTI Consulting Canada Inc., dated March 8, 2023, filed;

35. The First Report of the Monitor, FTI Consulting Canada Inc., dated March 15, 2023, filed;
36. The Second Report of the Monitor, FTI Consulting Canada Inc., to be filed;
37. Such further and other materials as counsel for the Monitor or the Applicants may advise and this Honourable Court may permit.

Applicable rules:

38. Part 6, Division 1 of the Alberta *Rules of Court*, Alta Reg 124/2010.

Applicable Acts and regulations:

39. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, including section 11;
40. WEPPA, including section 5(5);
41. WEPP Regulations, including section 3.2; and
42. Such further and other Acts or regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

43. None.

How the application is proposed to be heard or considered:

44. By Webex videoconference before the Honourable Justice B.B. Johnston.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant a reasonable time before the application is to be heard or considered.

EXHIBIT B

COURT FILE NUMBER 2301-03179
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

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
DYNAMIC TECHNOLOGIES GROUP INC.,
DYNAMIC ATTRACTIONS LTD., DYNAMIC
ENTERTAINMENT GROUP LTD., DYNAMIC
STRUCTURES LTD. and DYNAMIC
ATTRACTIONS INC.

DOCUMENT **AFFIDAVIT**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

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THIRD AFFIDAVIT OF ALLAN FRANCIS
Sworn May 16, 2023

I, Allan Francis, of the City of Winnipeg, in the Province Manitoba, SWEAR AND SAY THAT:

1. I am the Corporate Secretary and Vice-President Corporate Affairs and Administration of Dynamic Technologies Group Inc. ("DTG") and as such I have personal knowledge of the matters deposed to in this Affidavit, except where stated to be based on information and belief, in which case I verily believe same to be true.
2. I am also the Corporate Secretary of Dynamic Attractions Ltd. ("DAL"), the Corporate Secretary and Treasurer of Dynamic Entertainment Group Ltd. ("DEGL"), the Corporate Secretary of Dynamic Attractions Inc. ("DAI"), the Corporate Secretary of Dynamic Structures Ltd. ("DSL"; together with DTG, DAL, DAI and DEGL, the "Dynamic Group" or the "Applicants").



3. All capitalized terms not otherwise defined herein shall have the same meaning as within my Affidavit sworn on March 8, 2023 (the "**First Affidavit**"), my Affidavit sworn on March 14, 2023 (the "**Second Affidavit**") and, my supplemental Affidavit sworn on March 16, 2023 (the "**Supplemental Affidavit**"; together with the First Affidavit and the Second Affidavit, the "**Francis Affidavits**").

4. Unless otherwise indicated, monetary references in this affidavit are references to Canadian dollars.

I. RELIEF SOUGHT

5. This affidavit is sworn in support of an application for an Order, including extending the Stay Period until July 28, 2023 and approval of a sale of certain limited assets of DAL, scheduled for May 26, 2023, granting, among other things, the following relief:

- (a) declaring service of the Application and supporting materials good and sufficient, and if necessary, abridging time for notice of the Application to the time actually given;
- (b) extending the Stay Period until July 28, 2023;
- (c) approving the liquidation and sale of certain excess inventory and limited assets to Infinity Asset Solutions Inc ("**Infinity**" or the "**Purchaser**") pursuant to an asset purchase agreement (the "**Infinity APA**") between DTG and the Purchaser;
- (d) approving a sale to Universal of miscellaneous assets located at the Vancouver Production Facility;
- (e) declaring that pursuant to section 5(5) of the *Wage Earner Protection Program Act* S.C. 2005 c. 47, s. 1 ("**WEPPA**"), that the Applicants and their former employees meet the criteria established by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR 12008-222 (the "**WEPP Regulation**").

A. ACTIONS SINCE INITIAL ORDER

6. Since the date of the ARIO, the Dynamic Group has taken the following actions:



- (a) Issued press releases in respect of the CCAA proceedings and the extension of the stay of proceedings and the sales and investment solicitation process (the "SISP");
- (b) Worked with the Monitor to commence the SISP and complete Phase 1, contacting prospective bidders, and obtaining bids from parties for the sale or investment in the Applicants;
- (c) Disclaimed certain agreements and leases with counter-parties that the Applicants could no longer perform, no longer required, and/or that were no longer profitable;
- (d) Secured bids from a variety of auction companies to liquidate certain of the remaining assets at the Vancouver Production Facility; and
- (e) Worked with PEL to advance its letter of intent (the "High Value Bid") submitted in accordance with the SISP and determined to be a High Value LOI by the Monitor.

B. EXTENSION OF THE STAY OF PROCEEDINGS

7. The Dynamic Group seeks an extension of the stay of proceedings to protect and preserve the value of their business for the benefit of the Dynamic Group and their stakeholders while it continues to restructure their affairs and to complete the High Value Bid received through the SISP.

8. The extension sought of the Stay Period is until July 28, 2023. This period of time will allow the Applicants to complete the definitive documents in respect of the High Value Bid sourced from the SISP, seek approval of the transaction consummated by the High Value Bid and complete the wind-down of its operations at the Vancouver Production Facility.

9. The extension of the Stay Period will also allow the Applicants to preserve the value of their business and assets as a whole by minimizing any disruptions while completing the SISP, which will ensure that the Applicants' creditors will be able to maximize their recovery.

10. The Applicants' further submit that no creditor will be materially prejudiced as a result of the extension of the Stay Period.



C. DISCLAIMER OF AGREEMENTS

11. In accordance with section 32(1) of the CCAA, the Applicants have disclaimed a number of agreements, contracts and leases, including, but not limited to, the following:

- (a) Genting Malaysia Berhad;
- (b) Hainan Heng Qian Material Equipment Co., Ltd. ("**Evergrande**");
- (c) Lotte World Adventure (Shenyang) Co., Ltd. ("**Lotte**");
- (d) RCAP Leasing Inc.;
- (e) Meridian One Cap Credit Corp.;
- (f) Red-D-Arc Limited;
- (g) Super Save Disposal Inc.;
- (h) Pinnacle International Realty Group II Inc., as Agent and Manager for Mondi Properties (1551 Broadway) Inc.;
- (i) Francotyp Postalia Canada; and
- (j) G.N. Johnston Equipment Co., Ltd.

12. To date, only one counter-party, Lotte, has filed an application in accordance with section 32(2) of the CCAA disputing the disclaimer of its agreements with DAL. The application is returnable on July 5, 2023 on the Calgary Commercial List.

13. The Applicants have also engaged legal counsel in the United States and have completed documents to initiate a filing (the "**Chapter 15 Application**") under Chapter 15 of the US Bankruptcy Code to seek recognition of the CCAA proceedings in Dallas, Texas.

14. The Applicants expect that the Chapter 15 Application will be filed shortly and will proceed after the 21 day notice period expires. The Applicants are not aware of any parties that might oppose the Chapter 15 Application.



D. SISP

15. The High Value Bid was the only substantive bid received for the purchase of the assets of the Applicants on a going-concern basis.

16. On May 5, 2023, the Monitor issued to the Applicants the notice required under the SISP indicating that it would be terminating the SISP in three days.

17. On May 9, 2023, the Applicants understand that the Monitor terminated the SISP and advised all other bidders that the Applicants and the Monitor were proceeding with the High Value Bid.

18. The Applicants have worked since the termination of the SISP to negotiate definitive documents with PEL and move forward the transaction set out in the High Value Bid.

E. INFINITY APA and SAVO

19. The Applicants are seeking approval of the Infinity APA. The Infinity APA will deal with most of the remaining equipment, inventory, and miscellaneous assets located at the Vancouver Production Facility in order that DAL can exit the Vancouver Production Facility as soon as reasonably possible.

20. DAL will continue to pay rent and other costs to the landlord of the Vancouver Production Facility during this period.

21. The Infinity APA was sourced by the Applicants and the Monitor through the SISP and was the highest and best proposal received through that process for the sale and liquidation of those assets, equipment and inventory.

22. Universal is also seeking to acquire certain assets (the "**Demo Assets**") from DAL that are located at the Vancouver Production Facility pursuant to a proposal (the "**Universal Transaction**") from DAL. Those Demo Assets consist primarily of a demonstration track for the Harry Potter Forbidden Journey Ride that remained in place at the Vancouver Production Facility after completion of the project by DAL.

23. These Demo Assets do not have a significant value but those Demo Assets take up a significant area of the Vancouver Production Facility and need to be removed from the Vancouver Production Facility in order to allow Infinity to proceed with an auction at that location.



COURT FILE NUMBER 2301-03179
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

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
DYNAMIC TECHNOLOGIES GROUP INC.,
DYNAMIC ATTRACTIONS LTD., DYNAMIC
ENTERTAINMENT GROUP LTD., DYNAMIC
STRUCTURES LTD. and DYNAMIC
ATTRACTIONS INC.

DOCUMENT **CERTIFICATE OF REMOTE COMMISSIONING**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

MLT AIKINS LLP
Barristers and Solicitors
2100, 222 – 3rd Avenue S.W.
Calgary, Alberta T2P 0B4
Telephone: 403.693.5420
Fax No.: 403.508.4349
Attention: Ryan Zahara
Email: rzahara@mltaikins.com
File No.: 0119375.00031

Document commissioned by a Lawyer during a Public Emergency Period

1. I, Jordan S. Eeles, being a student-at-law in and for the Province of Alberta, certify that in witnessing and commissioning the within Affidavit of Allan Francis executed by the affiant herein, on May 16, 2023.
2. I have complied with the requirements and conditions as outlined in the Notice to the Profession and Public-Remote Commissioning 2020-02 by the Court of King's Bench of Alberta on March 25, 2020.
3. I am satisfied that a two-way video conferencing was necessary because it was impossible or unsafe, for medical reasons, for the affiant and the commissioner to be physically present together.

4. I witnessed the signature in a single session during which I was able at all times to see and hear the affiant signing the Affidavit by electronic means.
5. I am satisfied that the affiant as named in the Affidavit is who the person purports to be.
6. I received from the deponent the signed Affidavit together with the exhibits by electronic means.
7. I have maintained in my files, the signed Affidavit with my signature as a commissioner for oaths, and I have requested that the affiant provide to me the Affidavit containing the affiant's original signature.

Dated this 16th day of May, 2023



(Signature of student-at-law)

Jordan S. Eeles

(Print or type student-at-law's name)

This affidavit was affirmed using video technology as Allan Francis was not physically present before the Commissioner of Oaths but was linked with the Commissioner of Oaths utilizing video technology. The process for remote commissioning of affidavits was thoroughly followed as outlined in the Notice to the Profession and Public – Remote Commissioning 2020-02 by the Court of King's Bench on March 25, 2020.

Clerk's stamp

COURT FILE NUMBER 2301-03179
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
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DYNAMIC TECHNOLOGIES GROUP INC.,
DYNAMIC ATTRACTIONS LTD., DYNAMIC
ENTERTAINMENT GROUP LTD., DYNAMIC
STRUCTURES LTD. and DYNAMIC
ATTRACTIONS INC.

DOCUMENT **AFFIDAVIT**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

MLT AIKINS LLP
Barristers and Solicitors
2100, 222 – 3rd Avenue S.W.
Calgary, Alberta T2P 0B4
Telephone: 403.693.5420
Fax No.: 403.508.4349
Attention: Ryan Zahara
Email: rzahara@mltaikins.com
File No.: 0119375.00031

THIRD AFFIDAVIT OF ALLAN FRANCIS
Sworn May 16, 2023

I, Allan Francis, of the City of Winnipeg, in the Province Manitoba, SWEAR AND SAY THAT:

1. I am the Corporate Secretary and Vice-President Corporate Affairs and Administration of Dynamic Technologies Group Inc. ("**DTG**") and as such I have personal knowledge of the matters deposed to in this Affidavit, except where stated to be based on information and belief, in which case I verily believe same to be true.
2. I am also the Corporate Secretary of Dynamic Attractions Ltd. ("**DAL**"), the Corporate Secretary and Treasurer of Dynamic Entertainment Group Ltd. ("**DEGL**"), the Corporate Secretary of Dynamic Attractions Inc. ("**DAI**"), the Corporate Secretary of Dynamic Structures Ltd. ("**DSL**"; together with DTG, DAL, DAI and DEGL, the "**Dynamic Group**" or the "**Applicants**").

3. All capitalized terms not otherwise defined herein shall have the same meaning as within my Affidavit sworn on March 8, 2023 (the "**First Affidavit**"), my Affidavit sworn on March 14, 2023 (the "**Second Affidavit**") and, my supplemental Affidavit sworn on March 16, 2023 (the "**Supplemental Affidavit**"; together with the First Affidavit and the Second Affidavit, the "**Francis Affidavits**").

4. Unless otherwise indicated, monetary references in this affidavit are references to Canadian dollars.

I. RELIEF SOUGHT

5. This affidavit is sworn in support of an application for an Order, including extending the Stay Period until July 28, 2023 and approval of a sale of certain limited assets of DAL, scheduled for May 26, 2023, granting, among other things, the following relief:

- (a) declaring service of the Application and supporting materials good and sufficient, and if necessary, abridging time for notice of the Application to the time actually given;
- (b) extending the Stay Period until July 28, 2023;
- (c) approving the liquidation and sale of certain excess inventory and limited assets to Infinity Asset Solutions Inc ("**Infinity**" or the "**Purchaser**") pursuant to an asset purchase agreement (the "**Infinity APA**") between DTG and the Purchaser;
- (d) approving a sale to Universal of miscellaneous assets located at the Vancouver Production Facility;
- (e) declaring that pursuant to section 5(5) of the *Wage Earner Protection Program Act* S.C. 2005 c. 47, s. 1 ("**WEPPA**"), that the Applicants and their former employees meet the criteria established by section 3.2 of the *Wage Earner Protection Program Regulations*, SOR 12008-222 (the "**WEPP Regulation**").

A. ACTIONS SINCE INITIAL ORDER

6. Since the date of the ARIO, the Dynamic Group has taken the following actions:

- (a) Issued press releases in respect of the CCAA proceedings and the extension of the stay of proceedings and the sales and investment solicitation process (the “**SISP**”);
- (b) Worked with the Monitor to commence the SISP and complete Phase 1, contacting prospective bidders, and obtaining bids from parties for the sale or investment in the Applicants;
- (c) Disclaimed certain agreements and leases with counter-parties that the Applicants could no longer perform, no longer required, and/or that were no longer profitable;
- (d) Secured bids from a variety of auction companies to liquidate certain of the remaining assets at the Vancouver Production Facility; and
- (e) Worked with PEL to advance its letter of intent (the “**High Value Bid**”) submitted in accordance with the SISP and determined to be a High Value LOI by the Monitor.

B. EXTENSION OF THE STAY OF PROCEEDINGS

7. The Dynamic Group seeks an extension of the stay of proceedings to protect and preserve the value of their business for the benefit of the Dynamic Group and their stakeholders while it continues to restructure their affairs and to complete the High Value Bid received through the SISP.

8. The extension sought of the Stay Period is until July 28, 2023. This period of time will allow the Applicants to complete the definitive documents in respect of the High Value Bid sourced from the SISP, seek approval of the transaction consummated by the High Value Bid and complete the wind-down of its operations at the Vancouver Production Facility.

9. The extension of the Stay Period will also allow the Applicants to preserve the value of their business and assets as a whole by minimizing any disruptions while completing the SISP, which will ensure that the Applicants’ creditors will be able to maximize their recovery.

10. The Applicants’ further submit that no creditor will be materially prejudiced as a result of the extension of the Stay Period.

C. DISCLAIMER OF AGREEMENTS

11. In accordance with section 32(1) of the CCAA, the Applicants have disclaimed a number of agreements, contracts and leases, including, but not limited to, the following:

- (a) Genting Malaysia Berhad;
- (b) Hainan Heng Qian Material Equipment Co., Ltd. ("**Evergrande**");
- (c) Lotte World Adventure (Shenyang) Co., Ltd. ("**Lotte**");
- (d) RCAP Leasing Inc.;
- (e) Meridian One Cap Credit Corp.;
- (f) Red-D-Arc Limited;
- (g) Super Save Disposal Inc.;
- (h) Pinnacle International Realty Group II Inc., as Agent and Manager for Mondi Properties (1551 Broadway) Inc.;
- (i) Francotyp Postalia Canada; and
- (j) G.N. Johnston Equipment Co., Ltd.

12. To date, only one counter-party, Lotte, has filed an application in accordance with section 32(2) of the CCAA disputing the disclaimer of its agreements with DAL. The application is returnable on July 5, 2023 on the Calgary Commercial List.

13. The Applicants have also engaged legal counsel in the United States and have completed documents to initiate a filing (the "**Chapter 15 Application**") under Chapter 15 of the US Bankruptcy Code to seek recognition of the CCAA proceedings in Dallas, Texas.

14. The Applicants expect that the Chapter 15 Application will be filed shortly and will proceed after the 21 day notice period expires. The Applicants are not aware of any parties that might oppose the Chapter 15 Application.

D. SISP

15. The High Value Bid was the only substantive bid received for the purchase of the assets of the Applicants on a going-concern basis.

16. On May 5, 2023, the Monitor issued to the Applicants the notice required under the SISP indicating that it would be terminating the SISP in three days.

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20. DAL will continue to pay rent and other costs to the landlord of the Vancouver Production Facility during this period.

21. The Infinity APA was sourced by the Applicants and the Monitor through the SISP and was the highest and best proposal received through that process for the sale and liquidation of those assets, equipment and inventory.

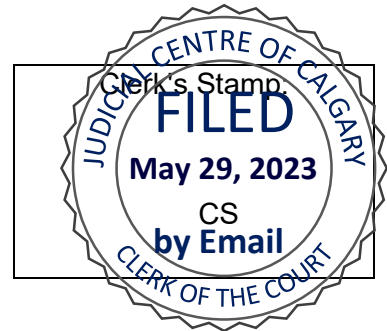
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23. These Demo Assets do not have a significant value but those Demo Assets take up a significant area of the Vancouver Production Facility and need to be removed from the Vancouver Production Facility in order to allow Infinity to proceed with an auction at that location.



EXHIBIT C

COURT FILE NUMBER 2301-03179
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



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 DYNAMIC TECHNOLOGIES GROUP INC., DYNAMIC ATTRACTIONS LTD., DYNAMIC ENTERTAINMENT GROUP LTD., DYNAMIC STRUCTURES LTD. and DYNAMIC ATTRACTIONS INC.

DOCUMENT **ORDER (STAY EXTENSION)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **MLT AIKINS LLP**
Barristers and Solicitors
2100, 222 – 3rd Avenue S.W.
Calgary, Alberta T2P 0B4
Telephone: 403.693.5420
Fax No.: 403.508.4349
Attention: Ryan Zahara
Email: rzahara@mltaikins.com
File No.: 0119375.00031

I hereby certify this to be a true copy of the original Order

Dated this 29 day of May 2023

Hermosa Czek
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: MAY 26, 2023

LOCATION OF HEARING OR TRIAL: CALGARY, ALBERTA

JUSTICE WHO MADE THIS ORDER: HONOURABLE JUSTICE B.B. JOHNSTON

UPON the application of Dynamic Technologies Group Inc., Dynamic Attractions Ltd., Dynamic Entertainment Group Ltd., Dynamic Structures Ltd. and Dynamic Attractions Inc. (collectively, the **"Applicants"**); **AND UPON** having read the Application, the Third Affidavit of Allan Francis (the **"Third Francis Affidavit"**), sworn on May 15, 2023, the Second Report of FTI Consulting Canada Inc. dated May 18, 2023, in its capacity as monitor (the **"Monitor"**) of the

Applicants, and the amended and restated initial order (the “**ARIO**”) granted by Justice D.R. Mah in the within proceedings on March 16, 2023; and the Affidavit of Service of Joy Mutuku, filed; **AND UPON** hearing from counsel for the Applicants, counsel for the Monitor, counsel for Promising Expert Limited, and counsel for any other creditors;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the notice of application for this order (the “**Order**”) is hereby abridged and deemed good and sufficient and this application is properly returnable today.

DEFINED TERMS

2. Capitalized terms used herein but not otherwise defined shall have the same meaning as given to such terms in the Third Francis Affidavit.

STAY EXTENSION

3. The Stay Period (as defined in the ARIO) is hereby extended until July 28, 2023.

GENERAL

4. Service of this Order shall be deemed good and sufficient by:

(a) Serving the same on:

- (i) the persons listed on the service list created in these proceedings;
- (ii) any other person served with notice of the application for this Order;
- (iii) any other parties attending or represented at the application for this Order;
- (iv) the Purchaser or the Purchaser’s solicitors.

and service on any other person is hereby dispensed with.

5. 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.

BB Johnston

Justice of the Court of King's Bench of Alberta

EXHIBIT D

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

_____)	Chapter 15
In re:)	
DYNAMIC TECHNOLOGIES GROUP)	No. Case No. 23-41416
INC., <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors in a Foreign Proceeding.)	
_____)	

ORDER GRANTING COMITY FOR STAY EXTENSION

Upon the motion (the "Motion") of Foreign Representative Dynamic Technologies Group Inc. ("DTG") as the authorized foreign representative ("Foreign Representative") of the above-captioned debtors: (1) Dynamic Technologies Group Inc., (2) Dynamic Attractions, Inc., (3) Dynamic Attractions LTD, (4) Dynamic Entertainment Group LTD, and (5) Dynamic Structures

¹ The Debtors in these Chapter 15 cases, along with the last four digits of the Debtors' unique identifier are: DYNAMIC TECHNOLOGIES GROUP INC. (CA. BN 863055893); DYNAMIC ATTRACTIONS, INC. (EIN 98-1016243); DYNAMIC ATTRACTIONS LTD. (CA. BN 101632677); DYNAMIC ENTERTAINMENT GROUP LTD. (CA. BN 703755496 CR0001); DYNAMIC STRUCTURES LTD. (CA. BN 794519280 RC0001). Additional information regarding this case may be obtained on the Monitor's website for this case at <http://cfcanada.fticonsulting.com/dynamicgroup/>.

LTD (collectively, the “Debtors”) in the proceeding pending in the Court of King’s Bench of Alberta Calgary, Judicial Centre of Calgary (the “Canadian Court”). This Court has considered the *Motion For an Order Granting Comity For Stay Extension* (“Motion for Comity”) and the Court having considered the Motion for Comity and the arguments contained therein; and the Court having concluded that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and consideration of the Motion for Comity and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue of this proceeding being proper pursuant to 28 U.S.C. §§ 1410; and the Court having determined that the relief requested in the Motion for Comity is necessary and beneficial to the Debtors; and after due deliberation and sufficient cause appearing therefore:

IT IS HEREBY ORDERED THAT:

1. The Motion for Comity is granted as set forth herein.
2. Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion for Comity.
3. The *Stay Extension Order* is hereby granted comity and given full force and effect in the United States.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

End of order