

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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 TIMMINCO LIMITED AND BÉCANCOUR SILICON INC.

Applicants

FACTUM OF THE APPLICANTS
(Motion returnable June 19, 2013)

**(Re Approval of the TCL Transaction and Stay Extension to September 16,
2013)**

Dated: June 18, 2013

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Ashley John Taylor LSUC#: 39932E
Tel: (416) 869-5236
Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230
Kathryn Esaw LSUC#: 58264F
Tel: (416) 869-6820
Fax: (416) 947-0866

Lawyers for the Applicants

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PART I - INTRODUCTION

1. Timminco Limited ("**Timminco**") and Becancour Silicon Inc. ("**BSI**" and, together with Timminco, the "**Timminco Entities**") were granted protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") pursuant to the initial order of the Ontario Superior Court of Justice dated January 3, 2012 (the "**Initial Order**"). FTI Consulting Canada Inc. was appointed as monitor of the Timminco Entities (the "**Monitor**") in these CCAA proceedings.

2. This motion is brought by the Timminco Entities seeking:

(a) An Order (the "**Approval and Vesting Order**") approving the agreement of purchase and sale (the "**TCL Agreement**") between Timminco and TCL Asset

Group Inc. (the “Purchaser”) providing for the sale of the Purchased Assets (as defined and described below), and authorizing the Timminco Entities and the Monitor to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transaction contemplated by the TCL Agreement (the “TCL Transaction”); and

(b) An Order (the “Stay Extension Order”) extending the Stay Period (as defined below) until September 16, 2013 (the “Stay Extension”) and approving the Seventeenth, Eighteenth, Nineteenth and Twentieth Reports (as defined in the Stay Extension Order) of the Monitor.

PART II - THE FACTS¹

3. The Timminco Entities’ primary business was the production and sale of silicon, which was carried on principally through BSI. BSI respectively purchased and produced silicon metal for sale to customers in the chemical (silicones), aluminum and electronics/solar industries.

June 13 Affidavit at para. 3.

4. Due to a number of factors, the Timminco Entities were facing severe liquidity issues and were unable to meet their ongoing payment obligations. As such, the Timminco Entities were granted protection from their creditors under the CCAA pursuant to the Initial Order of the Honourable Mr. Justice Morawetz dated January 3,

¹ Capitalized terms used herein but not defined have the meaning as defined in the Affidavit of Sean Dunphy dated June 13, 2013, Applicants’ Motion Record, Tab 2 (the “June 13 Affidavit”).

2012. FTI Consulting Canada Inc. was appointed as the Monitor pursuant to the Initial Order.

June 13 Affidavit at para. 4.

UPDATE ON THE STATUS OF THE CCAA PROCEEDINGS

Silica Fumes Property

5. By Order dated March 5, 2013, the Timminco Entities obtained court approval to transfer certain redundant assets in order to manage their environmental liabilities, including the transfer of the real property located at 5355 Chemin De Fer in Bécancour, Québec (the “**Silica Fumes Property**”) to 2362896 Ontario Inc. (“**236**”). The transfer of the Silica Fumes Property has been delayed due to provincial restrictions on transferring agricultural land to non-residents of Quebec. The Timminco Entities have taken steps to have the agricultural designation removed from the Silica Fumes Property and have concurrently applied for an exemption from the transfer restrictions and continue to await approval from regulatory authorities with respect to the transfer restriction.

June 13 Affidavit at paras. 5-7.

Toronto Maple Leaf Tickets

6. The Timminco Entities have reached a tentative agreement for the sale of the corporate owned Maple Leaf season tickets and the related licence. Upon receiving approval from the licensor of the transfer the Timminco Entities expect to receive the proceeds of the sale.

June 13 Affidavit at para. 8.

Corporate Attributes

7. The Timminco Entities are currently marketing certain corporate attributes for sale to potential purchasers. Despite external factors reducing the value of those attributes and by extension, the number of interested parties, the process of ascertaining potential buyers is currently ongoing. It is premature to speculate as to what value, if any, may be received by the estate in such a transaction.

June 13 Affidavit at para. 9.

CRO Appointment

8. By Order of the Honourable Mr. Justice Newbould dated August 17, 2012, Russell Hill Advisory Services Inc. was appointed as Chief Restructuring Officer (the "CRO") of the Timminco Entities. The engagement of the CRO has since been extended multiple times and is currently set to expire July 15, 2013, pursuant to an extension agreement between the Monitor and the CRO dated April 25, 2013 (the "CRO Extension Agreement"). The CRO Extension Agreement provides, *inter alia*, that the CRO's mandate may be extended at the Monitor's discretion.

21st Report of the Monitor dated July 17, 2013 (the "21st Report") at paras. 7-8.

THE TCL TRANSACTION

The Haley Property

9. Pursuant to an agreement of purchase and sale (the "**Haley Agreement**"), which agreement and associated transaction were approved by court order dated March 5, 2013, Timminco transferred its real property located in and around 962 Magnesium Road in Haley, Ontario (the "**Haley Property**") to Timminco Silicon Holdings Ltd, as purchaser ("**TSHL**").

June 13 Affidavit at para. 13.

10. After the transfer of the Haley Property to TSHL, TSHL was assigned into bankruptcy on March 8, 2013. The Haley Property was abandoned by the trustee in bankruptcy on March 13, 2013.

June 13 Affidavit at para. 14.

11. The Ministry of Northern Development and Mines (the "**MNDM**") issued a director's rehabilitation order in respect of the Haley Property on April 18, 2013.

June 13 Affidavit at para. 14.

The TCL Agreement

12. Certain industrial equipment which was not subject to the Haley Agreement remains on the Haley Property. On February 28, 2013, the Purchaser contacted the Timminco Entities to express interest in purchasing certain of the equipment located on the Haley Property to which Timminco retained title and the parties ultimately entered into the TCL Agreement dated June 13, 2013. The list of equipment subject to the TCL

Transaction is listed at Schedule "B" to the TCL Agreement (the "**Purchased Assets**"), the purchase price for which is \$105,000.

June 13 Affidavit at paras. 15-17.

13. As the Haley Property has been abandoned, the Timminco Entities and the Purchaser engaged the MNM in discussions to facilitate access to and removal of the Purchased Assets. The MNM agreed to provide reasonable access to the Purchaser, and to settle any potential claims surrounding the ownership of the Purchased Assets (including potential disputes as to whether any of the equipment might be considered to be a fixture) in exchange for the execution of a letter agreement (the "**Letter Agreement**") which was executed by Timminco and the MNM on June 13, 2013. The Letter Agreement includes the following terms:

- (a) Recognition by Timminco and the Purchaser that the MNM's remediation efforts have paramountcy over the TCL Transaction;
- (b) Upon the closing of the TCL Transaction, Timminco will direct \$40,000 of the proceeds of the sale of the Purchased Assets to the MNM to increase the financial assurances held on behalf of Timminco;
- (c) The MNM shall, in its sole discretion, retain any equipment it deems essential for transmitting electrical power for the remediation operations until it no longer requires such equipment; and
- (d) The Purchaser shall make reasonable efforts to avoid interfering with MNM's remediation operations.

June 13 Affidavit at paras. 18-20.
21st Report at para. 21

STAY EXTENSION TO SEPTEMBER 16, 2013

14. As described at paragraphs 23 to 27 of the June 13 Affidavit, and at paragraphs 5-7 herein, the Timminco Entities continue to work diligently to complete the winding down of their businesses within the CCAA proceedings.

June 13 Affidavit at paras. 5-12, 25-27.

PART III - ISSUES

15. The issue on this motion is whether the Court should:

- (a) Approve the TCL Agreement and the TCL Transaction and order that the Purchased Assets vest in the Purchaser; and
- (b) Extend the Stay Period to September 16, 2013.

PART IV - LAW AND ARGUMENT

(1) THE TCL AGREEMENT AND THE TCL TRANSACTION SHOULD BE APPROVED

(A) The Court has the Power to Approve a Sale of Assets in CCAA Proceedings Outside the Ordinary Course

16. The power to approve a sale of assets prior to the formulation of a plan of arrangement is contained in section 36 of the CCAA which, prior to codification in September 2009, was a well-established common law principle.

Re Consumers Packaging Inc. (2001), 27 C.B.R. (4th) 197 (Ont. C.A.)
[*Consumers Packaging*], Applicants' Book of Authorities, Tab 1 at para. 9.

Re Nortel Networks Corp. (2009), 55 C.B.R. (5th) 229 (Ont. S.C.J. [Comm. List]), Applicants' Book of Authorities, Tab 2 at paras. 30 – 32.

17. Section 36 of the CCAA sets out the following list of non-exhaustive factors for the Court to consider in determining whether to approve a debtor's sale of assets outside the ordinary course of business:

- (a) Whether the process leading to the proposed sale or disposition was reasonable in the circumstances;
- (b) Whether the monitor approved the process leading to the proposed sale or disposition;
- (c) Whether the monitor filed with the court a report stating that in their opinion the sale or disposition would be more beneficial to the creditors than a sale or disposition under a bankruptcy;
- (d) The extent to which the creditors were consulted;
- (e) The effects of the proposed sale or disposition on the creditors and other interested parties; and
- (f) Whether the consideration to be received for the assets is reasonable and fair, taking into account their market value.

CCAA, s. 36(3).

Re Canwest Publishing Inc. (2010), 68 C.B.R. (5th) 233 (Ont. S.C.J. [Comm. List]) [*Canwest Publishing*], Applicants' Book of Authorities, Tab 3 at para. 13.

(B) The Statutory Test for Approving a Sale of Assets in a CCAA Proceeding Has Been Met.

Section 36(3)(a): The process leading to the proposed sale was reasonable in the circumstances

18. The process leading to the proposed sale was reasonable in the circumstances. Efforts to sell the equipment made prior to the CCAA filing, during the court-supervised sale process (which resulted in the sale of substantially all the Timminco assets) and after the CRO's appointment in August 2012 were unsuccessful. Further, TSHL is bankrupt and the Haley Property is under the control of the MNDM, leaving little opportunity going forward for a more extensive sales process.

June 13 Affidavit at paras. 15-17, 23.

Sections 36(3)(b) and (c): the Monitor's Opinion

19. The Monitor has filed a report which states that the Purchased Assets were appropriately marketed, that the TCL Agreement represented the best realization for the Purchased Assets in the circumstances, and that the completion of the TCL Transaction is in the best interests of the estate. The Monitor supports the Timminco Entities' request for approval of the TCL Agreement.

21st Report at paras. 20-23.

Section 36(3)(d): Consultation with creditors was sufficient

20. The Applicants have provided periodical updates to the Court and to creditors, including through the filing of its reports, and has consulted with creditors as appropriate throughout these CCAA Proceedings.

Section 36(3)(e): The effects of the proposed sale on creditors and other interested parties are positive

21. A sale of the Purchased Assets will benefit creditors and other interested parties. The proposed sale will dispose of an asset for which the Timminco Entities have no further use, and which they have been trying to sell for a number of years. The \$105,000 purchase price will likely result in a positive net return to Timminco. The MNDM will also benefit by receiving a \$40,000 increase in financial assurances paid for environmental remediation efforts, as set out in the Letter Agreement, which it would not receive but for the TCL Transaction. Moreover, any proceeds from the proposed sale will be distributable to creditors.

June 13 Affidavit at paras. 17-19, 23.

Section 36(3)(f): The consideration to be received for the Purchased Assets is reasonable and fair

22. The consideration to be received for the Purchased Assets is reasonable and fair because it may create a positive net return and is the only offer Timminco has received after years of trying to sell the Purchased Assets both in and out of the CCAA proceedings.

June 13 Affidavit at paras. 17-19, 23.

23. The TCL Agreement is the only offer received to purchase the Purchased Assets, and in the opinion of the CRO is the best price likely to be received for the assets. The consideration to be received for the Purchased Assets is expected to create a positive net return for the Timminco Entities and their stakeholders.

June 13 Affidavit at paras. 17-19, 23.

Additional Criteria for Approval under Section 36 of the CCAA

24. In addition to the factors set out in subsection 36(3) discussed above, subsection 36(7) of the CCAA sets out the following restrictions on disposition of assets within CCAA proceedings:

36 (7) The court may grant the authorization only if the court is satisfied that the company can and will make the payments that would have been required under paragraphs 6(4)(a) and (5)(a) if the court had sanctioned the compromise or arrangement.

CCAA, s. 36(7)

25. Justice Pepall considered section 36(7) of the CCAA in *Re Canwest Global Communications Corp.* where (although she held that section 36 was not applicable to the facts of that case) she was satisfied by confirmation by counsel for the debtors of compliance with section 36(7), and asked the Monitor to report to the Court on the status of those payments should a compromise or arrangement be made in future.

Re Canwest Global Communications Corp. [2009] O.J. No. 4788 (S.C.J. [Comm. List]), Applicants' Book of Authorities, Tab 4 at para 42.

26. As the Timminco Entities have stated during other sale approval motions and as had been true throughout these CCAA proceedings, the Timminco Entities have made or will make the payments required under s. 36(7) of the CCAA.

(2) THE STAY EXTENSION SHOULD BE GRANTED

(A) The Court has the Jurisdiction to Grant the Stay Extension

27. Pursuant to s. 11.02 of the CCAA, the Court may extend the stay of proceedings with respect to a debtor company where: (a) circumstances exist that make the order appropriate; and (b) the applicant has acted and is acting in good faith and with due diligence.

CCAA, s. 11.02(2), 11.02(3)

28. In *Century Services Inc. v. Canada (Attorney General)*, the Supreme Court of Canada held that the appropriateness requirement in s. 11 of the CCAA must be assessed in light of the policy objectives underlying the CCAA:

. . . Appropriateness under the CCAA is assessed by inquiring whether the order sought advances the policy objectives underlying the CCAA. The question is whether the order will usefully further efforts to achieve the remedial purpose of the CCAA – avoiding the social and economic losses resulting from liquidation of an insolvent company. I would add that appropriateness extends not only to the purpose of the order, but also to the means it employs. . . .when an order is sought that does realistically advance the CCAA's purposes, the ability to make it is within the discretion of a CCAA court. [Citations omitted]

CCAA s. 11.

Century Services Inc. v. Canada (Attorney General), 2010 SCC 60, Applicants' Book of Authorities, Tab 5 at paras. 70-71.

29. A variety of purposes have been attributed to the CCAA including, but not limited, to: protecting the interests of creditors and permitting an orderly administration of the debtor company's affairs, and, in appropriate circumstances, to effect a sale, winding up or a liquidation of a debtor company and its assets.

Re Lehdorff General Partner Ltd. (1993), 17 C.B.R. (3d) 24 (Ont. Gen. Div. [Commercial List]), Applicants' Book of Authorities, Tab 6.

(B) The Court Ought to Grant the Stay Extension

30. The Initial Order granted a stay of proceedings to February 2, 2012 which has been extended from time to time, most recently to July 15, 2013 by Order dated May 14, 2013 (the "Stay Period"). An extension of the Stay Period to September 16, 2013 is necessary to give the Timminco Entities sufficient time to substantially effect the winding up of their estates, including to allow the Timminco Entities to continue to review outstanding claims for the value and benefit of their creditors and to resolve the outstanding issues discussed herein.

June 13 Affidavit at paras. 23-27.

31. A Stay Extension up to and including September 16, 2013 would advance the policy objectives underlying the CCAA by allowing the Timminco Entities to continue working diligently towards assessing claims for the benefit of their creditors and continue to wind down their business in an orderly manner.

June 13 Affidavit at para. 24.

32. The Timminco Entities have sufficient funds on hand and with the Monitor to cover their greatly reduced costs. The Timminco Entities do not believe that any creditor will suffer any material prejudice if the Stay Period is extended as requested.

June 13 Affidavit at para. 25.
21st Report at para. 25

33. The Timminco Entities have acted and continue to act in good faith and with due diligence in taking steps to deal with their business and wind down in an orderly manner and assessing the claims, both for the benefit of their creditors.

June 13 Affidavit at para. 25.

34. The Monitor supports the extension of the Stay Period to September 16, 2013.

21st Report at para. 26-27.

35. For the reasons described above, the Stay Period should be extended to September 16, 2013.

PART V - ORDER REQUESTED

36. For the foregoing reasons, it is respectfully submitted that it is appropriate for this Court to approve the TCL Agreement and the TCL Transaction and to extend the Stay Period to September 16, 2013.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 18th day of June, 2013.



Stikeman Elliott LLP

Lawyers for the Applicants

SCHEDULE "A"
LIST OF AUTHORITIES

1. *Re Consumers Packaging Inc.* (2001), 27 C.B.R. (4th) 197 (Ont. C.A.).
2. *Re Nortel Networks Corp.* (2009), 55 C.B.R. (5th) 229 (Ont. S.C.J. [Comm. List])
3. *Re Canwest Publishing Inc.* (2010), 68 C.B.R. (5th) 233 (Ont. S.C.J. [Comm. List])
4. *Re Canwest Global Communications Corp.* [2009] O.J. No. 4788 (S.C.J. [Comm. List])
5. *Century Services Inc. v. Canada (Attorney General)*, 2010 SCC 60
6. *Re Lehndorff General Partner Ltd.* (1993), 17 C.B.R. (3d) 24 (Ont. Gen. Div. [Commercial List])

SCHEDULE "B"
RELEVANT STATUTES

Companies' Creditors Arrangement Act
R.S.C. 1985, c. C-36

General power of court

11. Despite anything in the Bankruptcy and Insolvency Act or the Winding-up and Restructuring Act, if an application is made under this Act in respect of a debtor company, the court, on the application of any person interested in the matter, may, subject to the restrictions set out in this Act, on notice to any other person or without notice as it may see fit, make any order that it considers appropriate in the circumstances.

...

Stays, etc. – other than initial application

11.02 (2) A court may, on an application in respect of a debtor company other than an initial application, make an order, on any terms that it may impose,

(a) staying, until otherwise ordered by the court, for any period that the court considers necessary, all proceedings taken or that might be taken in respect of the company under an Act referred to in paragraph (1)(a);

(b) restraining, until otherwise ordered by the court, further proceedings in any action, suit or proceeding against the company; and

(c) prohibiting, until otherwise ordered by the court, the commencement of any action, suit or proceeding against the company.

Burden of proof on application

(3) The court shall not make the order 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.

Restriction

(4) Orders doing anything referred to in subsection (1) or (2) may only be made under this section.

...

Restriction – certain powers, duties and functions

11.08 No order may be made under section 11.02 that affects

(a) the exercise or performance by the Minister of Finance or the Superintendent of Financial Institutions of any power, duty or function assigned to them by the Bank Act, the Cooperative Credit Associations Act, the Insurance Companies Act or the Trust and Loan Companies Act;

(b) the exercise or performance by the Governor in Council, the Minister of Finance or the Canada Deposit Insurance Corporation of any power, duty or function assigned to them by the Canada Deposit Insurance Corporation Act; or

(c) the exercise by the Attorney General of Canada of any power, assigned to him or her by the Winding-up and Restructuring Act.

...

Meaning of “regulatory body”

11.1 (1) In this section, “regulatory body” means a person or body that has powers, duties or functions relating to the enforcement or administration of an Act of Parliament or of the legislature of a province and includes a person or body that is prescribed to be a regulatory body for the purpose of this Act.

Regulatory bodies – order under section 11.02

(2) Subject to subsection (3), no order made under section 11.02 affects a regulatory body’s investigation in respect of the debtor company or an action, suit or proceeding that is taken in respect of the company by or before the regulatory body, other than the enforcement of a payment ordered by the regulatory body or the court.

Exception

(3) On application by the company and on notice to the regulatory body and to the persons who are likely to be affected by the order, the court may order that subsection (2) not apply in respect of one or more of the actions, suits or proceedings taken by or before the regulatory body if in the court’s opinion

(a) a viable compromise or arrangement could not be made in respect of the company if that subsection were to apply; and

(b) it is not contrary to the public interest that the regulatory body be affected by the order made under section 11.02.

Declaration – enforcement of a payment

(4) If there is a dispute as to whether a regulatory body is seeking to enforce its rights as a creditor, the court may, on application by the company and on notice to the regulatory body, make an order declaring both that the regulatory body is seeking to enforce its rights as a creditor and that the enforcement of those rights is stayed.

Restriction on disposition of business assets

36. (1) A debtor company in respect of which an order has been made under this Act may not sell or otherwise dispose of assets outside the ordinary course of business unless authorized to do so by a court. Despite any requirement for shareholder approval, including one under federal or provincial law, the court may authorize the sale or disposition even if shareholder approval was not obtained.

Notice to creditors

(2) A company that applies to the court for an authorization is to give notice of the application to the secured creditors who are likely to be affected by the proposed sale or disposition.

Factors to be considered

(3) In deciding whether to grant the authorization, the court is to consider, among other things,

(a) whether the process leading to the proposed sale or disposition was reasonable in the circumstances;

(b) whether the monitor approved the process leading to the proposed sale or disposition;

(c) whether the monitor filed with the court a report stating that in their opinion the sale or disposition would be more beneficial to the creditors than a sale or disposition under a bankruptcy;

(d) the extent to which the creditors were consulted;

(e) the effects of the proposed sale or disposition on the creditors and other interested parties; and

(f) whether the consideration to be received for the assets is reasonable and fair, taking into account their market value.

Additional factors – related persons

(4) If the proposed sale or disposition is to a person who is related to the company, the court may, after considering the factors referred to in subsection (3), grant the authorization only if it is satisfied that

(a) good faith efforts were made to sell or otherwise dispose of the assets to persons who are not related to the company; and

(b) the consideration to be received is superior to the consideration that would be received under any other offer made in accordance with the process leading to the proposed sale or disposition.

Related persons

(5) For the purpose of subsection (4), a person who is related to the company includes

(a) a director or officer of the company;

(b) a person who has or has had, directly or indirectly, control in fact of the company; and

(c) a person who is related to a person described in paragraph (a) or (b).

Assets may be disposed of free and clear

(6) The court may authorize a sale or disposition free and clear of any security, charge or other restriction and, if it does, it shall also order that other assets of the company or the proceeds of the sale or disposition be subject to a security, charge or other restriction in favour of the creditor whose security, charge or other restriction is to be affected by the order.

Restriction – employers

(7) The court may grant the authorization only if the court is satisfied that the company can and will make the payments that would have been required under paragraphs 6(4)(a) and (5)(a) if the court had sanctioned the compromise or arrangement.

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STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Ashley J. Taylor LSUC#: 39932E
Tel: (416) 869-5246

Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230

Kathryn Esaw LSUC# 58264F
Tel: (416) 869-6820
Fax: (416) 947-0866

Lawyers for Applicants