



Court File No. CV-22-00681036-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) TUESDAY, THE 14th
MADAM JUSTICE STEELE)
DAY OF MARCH, 2023

B E T W E E N:

BANK OF MONTREAL

Applicant

- and -

WILLIAMS TELECOMMUNICATIONS CORP.

Respondent

APPLICATION UNDER Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C 1985, c. B-3, as amended and Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended

ORDER

THIS MOTION, made by Albert Gelman Inc. (“AGI” or the “Receiver”), in its capacity as the court-appointed receiver (the “Receiver”) of the undertaking, property and assets (the “Property”) of Williams Telecommunications Corp. (the “Company”) for an order, among other things: (a) approving the activities of the Receiver as set out in the First Report of the Receiver dated March 2, 2023 (the “First Report”); (b) approving the Receiver’s interim statement of receipts and disbursements; (c) approving the fees and disbursements of the Receiver and its counsel as set out in the First Report; and (d) discharging AGI as Receiver of the undertaking, property and assets of the

Company; was heard this day by videoconference in Toronto, Ontario.

ON READING the First Report and the affidavits of the Receiver and its counsel as to fees appearing as Appendices “C” and “D”, respectively, in the First Report (the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Receiver and for the Applicant, no other party appearing despite service having been effected as set out in the Affidavit of Amy Casella sworn March 7, 2023:

1. THIS COURT ORDERS that the time for service of the Receiver’s motion material is hereby abridged and validated so that this motion is properly returnable today, and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that the First Report of the Receiver and activities of the Receiver described therein, be and are hereby approved.
3. THIS COURT ORDERS that the Receiver’s final statement of receipts and disbursements dated February 16, 2023 (“**Final SRD**”) appearing as Appendix “B” in the First Report, be and is hereby approved, including the accrual of fees and disbursements of the Receiver and its counsel as set out in the Final SRD.
4. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel as set out in the First Report and the Fee Affidavits are hereby approved.

5. THIS COURT ORDERS that any funds retained by the Receiver be applied to fees and disbursements of the Receiver and its counsel hereby approved and to complete the administration of the receivership herein, as set out in the First Report.

6. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands to Bank of Montreal in partial repayment of Receiver's borrowings.

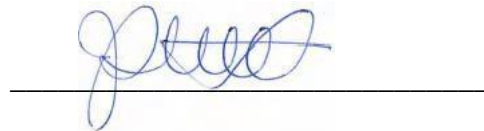
7. THIS COURT ORDERS that the Receiver is discharged as Receiver of the undertaking, property and assets of the Company, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of AGI in its capacity as Receiver.

8. THIS COURT ORDERS AND DECLARES that upon its discharge herein, AGI is hereby relieved of any and all financial liabilities relating to the Company and/or the Property.

9. THIS COURT ORDERS AND DECLARES that upon payment of the amounts set out in paragraphs 5 and 6 above and upon the Receiver filing a certificate in the form attached hereto as Schedule "A" certifying that it has completed the other activities described in the First Report, AGI is hereby released and discharged from any and all liability that AGI now has or may hereafter have

by reason of, or in any way arising out of, the acts or omissions of AGI while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, AGI is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

10. THIS COURT ORDERS that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way the approval of the Receiver's report detailed in paragraph 2 herein.



SCHEDULE “A”

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DISCHARGE CERTIFICATE

Pursuant to an Order of the Honourable Justice Steele dated March 14, 2023 (the “**Discharge Order**”), the Ontario Superior Court of Justice (Commercial List) ordered that Albert Gelman Inc. be discharged as the court-appointed receiver (the “**Receiver**”) of the assets, undertakings and property of Williams Telecommunications Inc., with such discharge to be effective upon the Receiver filing a certificate with this Court certifying that the Receiver has completed the payments and other activities described in the First Report of the Receiver dated July 7, 2022 (the “**First Report**”) and the Discharge Order.

THE UNDERSIGNED HEREBY CERTIFIES as follows:

In accordance with Paragraph 9 of the Discharge Order, the Receiver certifies that it has completed the payments and other activities described in the First Report.

DATED at Toronto, Ontario this ____ day of _____, 2023

**ALBERT GELMAN INC. in its capacity as
Court-Appointed Receiver of Williams
Telecommunications Corp.**

By: _____
Name:
Title:

BANK OF MONTREAL

- and -

WILLIAMS TELECOMMUNICATIONS CORP.

Applicant

Respondent

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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

ORDER

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capacity as Receiver of Williams
Telecommunication Corp.