



SUPERIOR COURT OF JUSTICE

COUNSEL SLIP

COURT FILE NO.: CV-23-00692784-00CL

DATE: 20 January 2023

NO. ON LIST: 4

TITLE OF PROCEEDING: INSCAPE LEGAL ET AL

BEFORE JUSTICE: CONWAY

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party, Crown:

Name of Person Appearing	Name of Party	Contact Info
David Ward	On Behalf of the Applicant	dward@millerthomson.com
Monica Faheim	On Behalf of the Applicant	mfaheim@millerthomson.com
Jamie Eisen,	Willkie Farr & Gallagher LLP, US counsel for the Applicants;	jeisen@willkie.com
Courtenay Cullen	ON Behalf of Willkie Farr & Gallagher LLP, US counsel for the Applicants	ccullen@willkie.com

For Defendant, Respondent, Responding Party, Defence:

Name of Person Appearing	Name of Party	Contact Info
Maya Poliak	On Behalf of Ontario Securites Commission	maya@chaitons.com
Philip Cho	On Behalf of Prevlov Inc	pcho@weirfoulds.com
Matthew Cressatti,	On Behalf of Cedar city Paradise Toll Rd INC	mcressatti@osler.com
Daniel Daigle	On Behalf of United Steelworkers Local 1-500	ddaigle@usw.ca
David Garner & Ian Breneman	On Behalf of Empire Office Inc	dgarner@ahbl.ca & ibreneman@ahbl.ca
David Tanabe	On Behalf of Prevoly (American Counsel)	

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
Matilda Lici	On Behalf of the Monitor Alvarez & Marsal	kplunkett@airdberlis.com
Kyle Plunkett	On Behalf of the Monitor Alvarez & Marsal	kplunkett@airdberlis.com
Stephen Moore - Monitor, Alvarez & Marsal	Monitor, Alvarez & Marsal	smoore@alvarezandmarsal.com
Josh Nevsky	On Behalf of CCAA Monitor	jnevsky@alvarezandmarsal.com

ENDORSEMENT OF JUSTICE CONWAY

All defined terms used in this Endorsement shall, unless otherwise defined, have the meanings ascribed to them in the Factum of the Applicants for today's motion.

This is the comeback motion on this CCAA matter in which I granted the Initial Order on January 12, 2023. The background of this liquidating CCAA proceeding is described in my Endorsement of that date. The Initial Stay Period expires today.

The Applicants bring this motion for an Amended and Restated Initial Order. All of the relief sought is unopposed or consented to, and is supported by the Monitor.

The Applicant seek an extension of the stay to March 9, 2023. The stay is required to permit the Applicants to execute the Orderly Wind-Down. The Applicants are projected to have sufficient liquidity during the Extended Stay Period. The Monitor does not believe any creditor will be prejudiced by the extension. The Applicants are acting in good faith and with due diligence. I grant the extension.

The Applicants seek approval of a KERP and KERP Charge for critical employees of the business whose services are required to provide the required stability to enable the Orderly Wind-Down to be completed. The Monitor supports this relief. I am satisfied that it should be granted under s. 11 of the CCAA.

I grant the authorization for Inscope Corporation or Mr. Ehgoetz to act as the foreign representative for chapter 15 proceedings under the Bankruptcy Code. I further grant the requested WEPPA declaration.

I approve the increase of the Administration Charge is to \$800,000 and the amended Priority Charges - \$800,000 for the Administration Charge, \$750,000 for the Directors' Charge and \$350,000 for the KERP Charge.

Counsel for the Ontario Securities Commission (the "**Commission**") and for the directors have consented to the form of order. I wish to make it clear that nothing in the order or this Endorsement is intended to encroach on the jurisdiction of the Commission or other similar securities regulatory authorities in the matter of regulating the conduct of market participants and to issue cease trade orders if and when required pursuant to applicable securities law. Further, nothing in the order or this Endorsement shall constitute or be construed as an admission by the Commission that the court has jurisdiction over matters that are within the exclusive jurisdiction of the Commission under the *Securities Act*, R.S.O. 1990, c. S.5.

Amended and Restated Initial Order to go as signed by me and attached to this Endorsement. This order is effective from today's date and is enforceable without the need for entry and filing.

I have scheduled a further hearing **before me on March 2, 2023 at 11 a.m. for one hour (confirmed with the Commercial List office).**

A handwritten signature in blue ink, appearing to read "Conway J.", with a stylized flourish at the end.