

IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A  
PROPOSAL PROCEEDINGS OF DREXLER CONSTRUCTION  
LIMITED, FOLMUR CONSTRUCTION (2004) LIMITED, AND  
DOWN UNDER PIPE AND CABLE LOCATING LIMITED,  
CORPORATIONS INCORPORATED UNDER THE ONTARIO  
BUSINESS CORPORATIONS ACT

Estates No. 35-2721716

May 28/21 J. Turgeon for many party  
J. Meevers - RBC Proposal Trustee  
H. Manis - materials filed, in  
Upon reviewing materials filed, in  
accordance with ss. 50.4 and 65.13(7) of  
the BIA and s. 137(2) of the CTA, and upon  
being satisfied that subject co's have  
acted in good faith and are likely to  
make a viable proposal and no creditor  
is likely to be prejudiced, and opposed  
by RBC, and supported by Proposal  
Trustee, order to go in accordance  
with draft signed by me.

*[Handwritten signature]*

ONTARIO  
SUPERIOR COURT OF JUSTICE  
Proceeding commenced in LONDON

ORDER  
(extension of time to file a proposal, vesting on sale,  
approval of proposal trustee's fees and activities,  
sealing)

GOLDMAN SLOAN NASH & HABER LLP  
480 University Avenue, Suite 1600  
Toronto (ON) M5G 1V2

R. Brendan Bissell (LSO# 40354V)  
Tel: (416) 597-6489  
Fax: (416) 597-3370  
Email: [bissell@gsnh.com](mailto:bissell@gsnh.com)

Joël Turgeon (LSO #80984R)  
Tel: (416) 597-6486  
Email: [turgeon@gsnh.com](mailto:turgeon@gsnh.com)

Lawyers for D  
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ONTARIO  
SUPERIOR COURT OF JUSTICE

THE HONOURABLE MR. )  
JUSTICE *M. A. GARSON* )

FRIDAY, THE 28<sup>th</sup>  
DAY OF MAY, 2021

IN THE MATTER OF THE NOTICES OF INTENTION  
TO MAKE A PROPOSAL PROCEEDINGS OF  
DREXLER CONSTRUCTION LIMITED, FOLMUR  
CONSTRUCTION (2004) LIMITED, AND DOWN  
UNDER PIPE AND CABLE LOCATING LIMITED,  
CORPORATIONS INCORPORATED UNDER THE  
ONTARIO *BUSINESS CORPORATIONS ACT*

ORDER

(extension of time to file a proposal, vesting on sale, approval of proposal  
trustee's fees and activities, sealing)

THIS MOTION made by Drexler Construction Limited, Folmur Construction (2004) Limited, and Down Under Pipe and Cable Locating Limited (together, the "Companies") for the orders herein was heard this day at 80 Dundas St., London, by teleconference due to COVID-19.

ON READING the affidavit of Jerome Drexler sworn May 22, 2021 (the "Drexler May Affidavit") and the second report dated May 25, 2021 (the "Second Report") of Albert Gelman Inc. in its capacity as proposal trustee (in such capacity, the "Proposal Trustee") to the notice of intention to make a proposal ("NOI") proceedings of the Companies, and upon hearing the submissions of counsel for the Companies and the Proposal Trustee as well as those other parties present, as indicated in the counsel slip, no

other parties being present although duly served as appears from the affidavit of service, filed:

#### **NOTICE AND SERVICE**

1. **THIS COURT ORDERS** that the time for service of the motion record in respect of this motion and the Second Report is abridged and validated so that the motion is properly returnable today, and that further service thereof is dispensed with.

#### **EXTENSION OF TIME TO FILE A PROPOSAL**

2. **THIS COURT ORDERS** that, pursuant to Section 50.4(9) of the *Bankruptcy and Insolvency Act (Canada)* (the “**BIA**”), the period within which a proposal may be filed on behalf of any or all of the Companies is extended to and including Friday, July 16, 2021.

#### **VESTING ON SALE OF REDUNDANT EQUIPMENT**

3. **THIS COURT ORDERS** the following with respect to the sale of Redundant Equipment as defined in this court’s order dated April 16, 2021 (the “**April 16 Order**”) and such further equipment as Royal Bank of Canada (“**RBC**”) may agree in writing, for which the Companies were given authorization to sell by auction in the manner and subject to the terms and conditions provided in the April 16 Order:

- a. upon the delivery to a purchaser (the “**Purchaser**”) of any item, part or whole of the Redundant Equipment or such further equipment as RBC may agree in writing (collectively, “**Purchased Assets**”), of a bill of sale in respect of such Purchased Assets from Canam Appraisz Inc. as auctioneer

(the “**Bill of Sale**”), all the right, title and interest of the Companies (or any of them) in and to the applicable Purchased Assets shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (“**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the April 16 Order, and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (collectively, “**Encumbrances**”), and, for greater certainty, this Court orders that upon such delivery of the Bill of Sale, all of the Encumbrances affecting or relating to the applicable Purchased Assets shall be expunged and discharged as against the applicable Purchased Assets;

- b. for the purposes of determining the nature and priority of Claims affecting or relating to Purchased Assets in respect of which a Bill of Sale has been delivered, the proceeds from the sale of those Purchased Assets (less the costs of disposition authorized by paragraph 21 of the April 16 Order) (collectively, the “**Net Proceeds**”) shall stand in the place and stead of those Purchased Assets, and that from and after the delivery of that Bill of Sale all Claims and Encumbrances with respect to those Purchased Assets shall

attach to the Net Proceeds from the sale of those Purchased Assets with the same priority as they had with respect to those Purchased Assets immediately prior to the sale, as if the said Purchased Assets had not been sold and remained in the possession or control of the Companies (or any of them);

- c. notwithstanding (i) the pendency of these proceedings, (ii) any applications for a bankruptcy order now or hereafter issued pursuant to the BIA in respect of the Companies or any of them and any bankruptcy order issued pursuant to any such applications, and (iii) any assignment in bankruptcy made in respect of the Companies or any of them, the vesting of the applicable Purchased Assets in the applicable Purchaser pursuant to this order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Companies or any of them and shall not be void or voidable by creditors of the Companies or any of them, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation; and
- d. other than as provided herein, the April 16 Order is unchanged and remains in full force and effect in accordance with its terms.

**APPROVAL OF PROPOSAL TRUSTEE'S FEES AND ACTIVITIES**

4. **THIS COURT ORDERS** that the Second Report and the activities described therein be and are hereby approved, provided, however, that only the Proposal Trustee in its personal capacity, and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

5. **THIS COURT ORDERS** that the professional fees and disbursements of the Proposal Trustee and its independent legal counsel, Macdonald Sager Manis LLP, as set out in the Fee Affidavits (term defined in the Second Report), be and are hereby approved (the "Approved Fees").

6. **THIS COURT ORDERS** that the Companies are authorized to pay the Approved Fees from the Companies' available funds (and not, for greater certainty, from any of the Net Proceeds).

**SEALING**

7. **THIS COURT ORDERS** that Confidential Exhibit "1" to the Drexler May Affidavit be and hereby is sealed pending the earlier of a court order approving a proposal to creditors in respect of all of the Companies under the BIA, or further court order.

**MISCELLANEOUS**

8. **THIS COURT REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this order and to assist the Companies, the Proposal Trustee and their

respective agents in carrying out the terms of this order. All courts, tribunals, regulatory and administrative bodies are respectfully requested to make such orders and to provide such assistance to the Companies and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Companies and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

A handwritten signature in cursive script, appearing to be "R. L. J.", is written over a horizontal line.