

COURT FILE NUMBER Q.B. 1401 of 2019

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE SASKATOON

APPLICANT PILLAR CAPITAL CORP.

RESPONDENT HARMON INTERNATIONAL INDUSTRIES INC.

IN THE MATTER OF THE RECEIVERSHIP OF HARMON INTERNATIONAL INDUSTRIES INC.

NOTICE OF APPLICATION

NOTICE TO RESPONDENTS: All Parties Listed On The Enclosed Service List

This application is made against you. You are a respondent. You have the right to state your side of this matter before the Court.

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

Where: Court House, 520 Spadina Crescent East
Saskatoon, Saskatchewan

Date: Wednesday, October 14, 2020

Time: 10:00 am

Due to the health risks posed by the COVID-19 pandemic, all chambers applications will be heard by telephone unless the presiding judge has decided otherwise. To confirm the telephone number where you can be reached on the date of the application, you must immediately contact the office of the local registrar at (306) 933-5135 and provide your telephone number. You must remain available by telephone at that number on that date until your matter is heard.

(Read the Notice at the end of this document to see what else you can do and when you must do it.)

Remedy claimed or sought:

1. An Order:
 - (a) approving the actions, activities and conduct of BDO Canada Limited (the "**Receiver**"), Receiver of the assets, undertakings and properties of Harmon International Industries Inc. (the "**Debtor**"), the professional fees and disbursements of the Receiver, and the professional fees and disbursements of MLT Aikins LLP, legal counsel to the Receiver, to date; and
 - (b) sealing the Confidential Supplement to the Fifth Report of the Receiver (the "**Confidential Supplement**") on the Court file.

2. Such further and other relief as counsel may request and this Honourable Court may allow.

Grounds for making this application:

3. As more particularly detailed in the Fifth Report of the Receiver dated October 9, 2020, the Receiver's mandate has at all times been carried out with efficiency and integrity and with due regard for the interests of all parties.
4. The professional fees and disbursements of the Receiver for the period from June 30, 2020 to date, and the professional fees and disbursements of MLT Aikins LLP, legal counsel to the Receiver for the period from June 30, 2020 to date, are fair and reasonable in the circumstances.
5. Accordingly, the Receiver seeks the approval of its actions, activities and conduct from July 29, 2020 to and including October 14, 2020, as well as the approval of the professional fees and disbursements of the Receiver and of legal counsel to the Receiver from June 30, 2020 to October 14, 2020.
6. The Confidential Supplement to the Fifth Report of the Receiver includes sensitive commercial information regarding, among other things, the marketing for sale of Harmon's real property and the expected realizable value thereof. Publicly disclosing the Confidential Supplement, and the sensitive information therein, prior to the closing of a transaction for the sale of that property (or the discharge of the Receiver) would, in the event that the Receiver is not discharged, prejudice the Receiver's efforts to market and sell Harmon's real property for its maximum realizable value, and would impair the ability of the Receiver to maximize value for all stakeholders.
7. Harmon has applied to Court to discharge the Receiver. The Receiver takes no position as to whether or not it should be discharged but, if the Receiver is to be discharged, the Receiver requires that it simultaneously be provided with the protections contemplated in the Saskatchewan Template Distribution and Discharge Order, and simultaneously receive payment of all amounts secured by the Receiver's Charge and the Receiver's Borrowings Charge (as those terms are defined in the Receivership Order of the Honourable Mr. Justice R.W. Elson granted in these proceedings on January 17, 2020).
8. Such further and other grounds as counsel may advise and this Honourable Court may allow.

Material or evidence to be relied on:

9. This Notice of Application, with proof of service;
10. Fifth Report of the Receiver dated October 9, 2020;

11. Confidential Supplement to the Fifth Report of the Receiver, dated October 9, 2020;
12. Draft Order (Discharge of Receiver);
13. Redline document showing the changes made in the enclosed Draft Order (Discharge of Receiver) from the Saskatchewan Template Distribution and Discharge Order;
14. Proof of compliance with General Application Practice Directive #3; and
15. Such further and other materials as counsel may advise and this Honourable Court may allow.

Applicable Acts and regulations:

16. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.
17. *The Queen's Bench Act, 1998*, SS 1998, c Q-1.01.

DATED at Saskatoon, Saskatchewan, this 9th day of October, 2020.

MLT AIKINS LLP

Per: 

Jeffrey M. Lee, Q.C. and Paul Olfert, Counsel for
the Receiver, BDO Canada Limited

NOTICE

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) 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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

CONTACT INFORMATION AND ADDRESS FOR SERVICE:

Name of firm:	MLT Aikins LLP
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