

Court File No.: 35-2638322
Estate File Number: 35-2638322

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY AND INSOLVENCY)**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF KMW ENERGY INC.**

MOTION RECORD

June 18, 2020

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**Lawyers for the Proposal Trustee,
MNP Ltd.**

TO: SERVICE LIST

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TAB 1

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**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF KMW ENERGY INC.**

NOTICE OF MOTION
(Re: Fee Approval – Returnable June 22, 2020)

MNP LTD. (“MNP” or the “**Proposal Trustee**”) will make a motion to a Judge presiding over the Commercial List on Monday, June 22, 2020, at 11:00am, or as soon after that time as the motion can be heard by judicial teleconference via Zoom at Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order approving the fees and disbursements of MNP and its counsel incurred to June 1, 2020; and,
2. Such further and other relief as counsel may request and this Honorable Court may permit.

THE GROUNDS FOR THIS MOTION ARE:

3. On April 11, 2020, KMW Energy Inc. (“**KMW**” or the “**Company**”) filed a Notice of Intention to Make a Proposal pursuant to section 50.4 of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3, as amended (the “**BIA**”).

4. MNP was appointed as Proposal Trustee.
5. On May 1, 2020, the Court, inter alia, granted an Order (the “**May Court Order**”) authorizing the Proposal Trustee to conduct a stalking horse sale process for the Company’s business and assets (the “**Sale Process**”).
6. As is more fully described in the Proposal Trustee’s Second Report to the Court (the “**Second Report**”), the Sale Process commenced immediately following its approval and was carried out in accordance with the terms approved by the Court.
7. The Sale Process was completed, with no offers being submitted to the Proposal Trustee by the bid deadline of May 29, 2020. Accordingly, the stalking horse bidder, 2751602 Ontario Inc., was determined to be the successful bidder.
8. Subject to the granting of an Approval and Vesting Order by this Court, 2751602 Ontario Inc. will acquire substantially all of the Company’s business and assets and intends to offer employment to all of KMW’s current employees.
9. The Second Report and the fee affidavits appended thereto, filed in connection with this motion, contain detailed information of the fees and disbursements of the Proposal Trustee and its counsel during the Sale Process and these proceedings generally.
10. The Proposal Trustee believes that its fees and disbursements and the fees and disbursements of Weisz Fell Kour LLP (“**WFK**”) are reasonable in the circumstances.

Further Grounds

11. The May Court Order;

12. Rules 1.04, 1.05, 2.01, 2.03, and 37 of the *Rules of Civil Procedure*, RRO 1990, Reg 194;
13. Such other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED ON THE HEARING OF THE MOTION:

14. The First Report of the Proposal Trustee, dated April 29, 2020;
15. The Second Report of the Proposal Trustee, to be filed, and the appendices thereto;
16. Such further and other evidence as counsel may advise and this Honourable Court may permit.

June 18, 2020

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**Lawyer for the Proposal Trustee,
MNP LTD.**

TO: **THE SERVICE LIST**

TAB 2

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**ONTARIO
 SUPERIOR COURT OF JUSTICE
 (COMMERCIAL LIST)
 (IN BANKRUPTCY AND INSOLVENCY)**

THE HONOURABLE MR.)	MONDAY, THE 22 nd
)	
JUSTICE HAINEY)	DAY OF JUNE, 2020

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
 PROPOSAL OF KMW ENERGY INC.**

ORDER
 (Re: Fee Approval)

THIS MOTION, made by MNP LTD. (“MNP”), in its capacity as Proposal Trustee (in such capacity, the “**Proposal Trustee**”) of KMW Energy Inc. (the “**Company**”), for an Order approving the fees and disbursements of the Proposal Trustee and its counsel incurred to June 1, 2020, was heard this day via videoconference due to the COVID-19 public health crisis.

ON READING the Notice of Motion of the Proposal Trustee and the Second Report of the MNP, in its capacity as Proposal Trustee, dated June 18, 2020, and the exhibits thereto (the “**Second Report**”), and on hearing the submissions of counsel for the Proposal Trustee, and such other parties as were present, no one else appearing although duly served as appears from the affidavit of service of Christopher McGoey;

SERVICE

1. **THIS COURT ORDERS** that the time for and manner of service of the Notice of Motion and the Second Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF ACTIVITIES

2. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee and its counsel, Weisz Fell Kour LLP, incurred to June 1, 2020 as set out in the Second Report, be and are hereby approved.

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
PROPOSAL OF KMW ENERGY INC.**

**ONTARIO SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

MOTION RECORD

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