

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) WEDNESDAY, THE 5th
JUSTICE PENNY) DAY OF OCTOBER, 2016

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF
NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF
NURSES FOR CANADA – WESTERN REGION

Applicants

CLAIMS PROCEDURE ORDER

(VON West)

THIS MOTION, made by Victorian Order Of Nurses For Canada – Western Region ("**VON West**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order approving a claims procedure for the identification and quantification of Claims (as defined below) against (i) VON West, and (ii) any of the Directors and Officers (in each case as defined below) of VON West was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING VON West's Notice of Motion, the Affidavit of Jo-Anne Poirier, sworn September 29, 2016, the sixth report of Collins Barrow Toronto Limited (the "**Monitor**") dated October 1, 2016 (the "**Sixth Report**"), and on hearing the submissions of counsel for VON

West, the Monitor, the Board of Directors of VON West and those other parties present, no one appearing for the other parties on the Service List, although duly served as appears from the affidavit of service of Evan Cobb sworn September 30, 2016, filed:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record filed by VON West, and the Sixth Report, be and it is hereby abridged and validated such that the Motion is properly returnable today.

DEFINITIONS

2. THIS COURT ORDERS that, for the purposes of this Claims Procedure Order, the following terms shall have the following meanings:

- (a) "**Affected Directors and Officers**" means those Directors and Officers against whom a Claim has been asserted in a Proof of Claim, and an "**Affected Director or Officer**" means any one of such Persons;
- (b) "**Business Day**" means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
- (c) "**CCAA**" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- (d) "**Claim**" means each of:
 - a) any right of claim of any Person against VON West, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind of VON West, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured,

unsecured, present, future, known, or unknown, by guarantee, surety or otherwise and whether or not such right is executory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts existing on or prior to the Filing Date (each a "**Pre-Filing Claim**", and collectively the "**Pre-Filing Claims**");

b) any right of claim of any Person against VON West in connection with any indebtedness, liability or obligation of any kind whatsoever owed by VON West to such Person arising out of the restructuring, termination, repudiation, or disclaimer or breach of any lease, contract, employment agreement or other agreement or obligation after the Filing Date (each a "**Restructuring Claim**", and collectively the "**Restructuring Claims**");
and

c) any right of any Person against the Directors or Officers of VON West for which the Directors or Officers of VON West are by law liable to pay in their capacity as Directors or Officers or in any other capacity, in each case based in whole or in part on facts existing on or prior to the date of this Order (each a "**Director/Officer Claim**", and collectively the "**Directors/Officers Claims**");

in each case, other than an Excluded Claim (as defined below).

(e) "**Claim Notice**" means a notice in the form attached hereto as Schedule "F";

- (f) "**Claims Bar Date**" means the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable;
- (g) "**Claims Officer**" means the person or persons so designated by the Monitor and approved by the Court, or designated by the Court, as the case may be;
- (h) "**Court**" means the Ontario Superior Court of Justice (Commercial List);
- (i) "**Creditor**" means any Person having a Claim;
- (j) "**Creditors' Meeting**" means the meeting of a class of Creditors scheduled pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) granted on the date of this Order;
- (k) "**Directors**" means the directors and former directors of VON West or any Person deemed to be a director or former director of VON West by any law, and "**Director**" means any one of them;
- (l) "**Dispute Notice**" means a written notice to the Monitor, in substantially the form attached as Schedule "E" hereto, delivered to the Monitor by a Creditor who has received a Claim Notice or a Notice of Revision or Disallowance, of such Creditor's intention to dispute the Claim Notice or the Notice of Revision or Disallowance;
- (m) "**Excluded Claim**" means (i) claims secured by any of the Charges (as defined in the Initial Order); and (ii) any claim enumerated in subsections 5.1(2) and 19(2) of the CCAA; and (iii) any claim by a Director or Officer for indemnification related to a Director/Officer Claim.
- (n) "**Filing Date**" means November 25, 2015;

- (o) **"Initial Order"** means the Second Amended and Restated Initial Order of this Court dated November 25, 2015, as such Order may be supplemented, amended, restated or varied from time to time;
- (p) **"Instruction Letter"** means the instruction letter to Creditors, in substantially the form attached as Schedule "C" hereto;
- (q) **"Known Creditors"** means:
- a) those Creditors which are recorded in the records of VON West as being owed monies by VON West as of the date of this Order which monies remain unpaid in whole or in part;
 - b) any Person who commenced a legal proceeding against VON West which legal proceeding was commenced and served upon VON West prior to the Filing Date, and which proceeding is known to the Monitor; and
 - c) any Person who is party to a lease, contract, employment agreement, or other agreement or obligation of VON West which was (to the knowledge of the Monitor) restructured, terminated, repudiated, resiliated or disclaimed by VON West after the Filing Date but prior to the date of this Order;
- (r) **"Monitor"** means Collins Barrow Toronto Limited in its capacity as monitor of VON West pursuant to the Initial Order;
- (s) **"Monitor's Website"** means: <http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>.

- (t) "**Notice for Publication**" means the notice to Creditors for publication in substantially the form attached as Schedule "A" hereto;
- (u) "**Notice of Revision or Disallowance**" means a notice, in substantially the form attached as Schedule "D" hereto, advising a Creditor that the Monitor has revised or disallowed all or part of the Claim set out in the Creditor's Proof of Claim;
- (v) "**Officers**" means the officers and former officers of VON West or any Person deemed to be an officer or former officer of VON West by any law, and "**Officer**" means any one of them;
- (w) "**Person**" includes any individual, partnership, joint venture, trust, corporation, unlimited liability company, unincorporated organization, government body or agency or instrumentality thereof, or any other juridical entity howsoever designated or constituted;
- (x) "**Plan**" means any plan of compromise or arrangement by VON West, if and when filed and approved by this Court, as revised, amended, modified or supplemented from time to time in accordance with its terms;
- (y) "**Pre-Filing Claims Bar Date**" means 10:00 a.m. (Toronto time), on October 26, 2016 or such later date as may be ordered by the Court;
- (z) "**Proof of Claim**" means the form of Proof of Claim substantially in the form attached as Schedule "B" hereto;
- (aa) "**Proof of Claim Document Package**" means a document package that includes a copy of the Instruction Letter, a Proof of Claim, a Claim Notice (in the case of a

Recorded Creditor), and such other materials as the Monitor may consider appropriate or desirable;

- (bb) "**Proven Claim**" has the meaning ascribed to that term in paragraph 6 of this Order;
- (cc) "**Recorded Creditor**" means a Creditor whose Pre-Filing Claim is recorded in the records of VON West as of the date of this Order and who remains unpaid;
- (dd) "**Restructuring Claims Bar Date**" means:
 - a) in the case of Restructuring Claims arising before the date of this Order, the Pre-Filing Claims Bar Date; and
 - b) in the case of Restructuring Claims arising on or after the date of this Order, the later of:
 - (1) the Pre-Filing Claims Bar Date; and
 - (2) 10:00 a.m. (Toronto Time) on the date that is ten (10) Business Days after the Monitor sends a Proof of Claim Document Package and a Proof of Claim with respect to a Restructuring Claim in accordance with paragraph 8 hereof;
- (ee) "**Secured Claim**" means any Claim or portion thereof that is secured by a security interest, pledge, mortgage, lien, hypothec or charge on any property of VON West, or any Claim of a "secured creditor" as defined in the CCAA, but only to the extent of the value of the security in respect of the Claim.

3. THIS COURT ORDERS that all references as to time herein shall mean local time in Toronto, Ontario, Canada, and any references to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day, unless otherwise indicated herein.
4. THIS COURT ORDERS that VON West and the Monitor are hereby authorized to request such further documentation from any Person asserting a Claim that may reasonably be required in order to determine the validity of a Claim.

MONITOR'S ROLE

5. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations pursuant to the CCAA and under the Initial Order, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Order, and that in taking such other actions and in fulfilling such other roles, the Monitor shall have the protections given to it in the Initial Order and this Order, including without limitation the protections provided in paragraph 29 of this Order.

DETERMINATION OF PROVEN CLAIM

6. THIS COURT ORDERS that the amount and status of every Claim of a Creditor as finally determined in accordance with the forms and procedures authorized in this Order, including any determination as to the nature, amount, value, priority or validity of any Claim, including any Secured Claim (each such Claim, when finally determined, a "**Proven Claim**"), shall be final and binding for all purposes, including without limitation for any voting on and any distribution made to Creditors of VON West pursuant to a Plan.

NOTICE TO CREDITORS

7. THIS COURT ORDERS that:

- (a) the Monitor shall as soon as practicable following the making of this Order, post a copy of the Proof of Claim Document Package on the Monitor's Website, and send on behalf of VON West to each of the Known Creditors for which the Monitor has a mailing address a copy of the Proof of Claim Document Package;
- (b) the Monitor shall cause to be published without delay, on at least one (1) Business Day, the Notice for Publication in either the National Post (national edition) or the Globe and Mail (national edition); and
- (c) the Monitor shall, provided such request is received by the Monitor prior to the Claims Bar Date, deliver as soon as reasonably possible following receipt of a request therefore a copy of the Proof of Claim Document Package to any Person claiming to be a Creditor and requesting such material or direct such Person to the documents posted on the Monitor's Website.

8. THIS COURT ORDERS that with respect to Restructuring Claims arising from the restructuring, termination, repudiation, or disclaimer or breach of any lease, contract, employment agreement or other agreement or obligation on or after the date of this Order, the Monitor shall send to the counterparties to such lease, contract, or other agreement or obligation a Proof of Claim Document Package no later than five (5) Business Days following the date of the restructuring, termination, repudiation, disclaimer or breach of any lease, contract, employment agreement or other agreement or obligation.

9. THIS COURT ORDERS that neither VON West nor the Monitor is under any obligation to give notice to or deal with any Person other than the Creditor holding a Claim, and without limitation shall have no obligation to give notice to or deal with any Person having a security interest in such Claim (including the holder of a security interest created by way of a pledge or a security interest created by way of an assignment of such Claim), and such Persons shall be bound by the Claims Bar Date and any notices given to the Creditor and any steps taken in respect of such Claim in accordance with this Order, regardless of whether such Persons received notice of same.
10. THIS COURT ORDERS that the form and substance of each of the documents in the Proof of Claim Document Package as well as the Dispute Notice, the Notice of Revision or Disallowance and the Notice for Publication, substantially in the forms attached as schedules hereto, are hereby approved. Despite the foregoing, the Monitor may from time to time make such minor changes to such forms as the Monitor deems necessary.

CREDITORS' CLAIMS

11. THIS COURT ORDERS that the Claim Notice, which shall be sent to each Recorded Creditor in accordance with paragraph 7 above, shall set out the accrued amounts (including principal and interest, if any) based on VON West's records owing by VON West to a Recorded Creditor on account of a Pre-Filing Claim. If no Dispute Notice is delivered to the Monitor by a Recorded Creditor, or deemed delivered pursuant to this Order, in respect of the Claim Notice on or before 10:00 a.m. (Toronto time) on the day that is fifteen (15) Business Days after delivery, or deemed delivery, of such Claim Notice to the Recorded Creditor pursuant to this Order, the amounts and characterization of such amounts as secured, unsecured or priority claims in the Claim Notice shall be deemed to be the amounts owing by VON West on account of all Pre-

Filing Claims of such Creditor, and the characterization of such Claims as set out in the Claim Notice shall be deemed accurate, unless the amounts and characterization of such Claims are otherwise agreed to in writing by VON West, the relevant Creditor and the Monitor, in which case such agreement shall govern.

12. THIS COURT ORDERS that:

- (a) Any Person that wishes to assert a Pre-filing Claim and does not receive a Claim Notice must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim in respect of such Claim, including all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order;
- (b) Any Person that wishes to file a Restructuring Claim, whether or not such person receives a Claim Notice, must deliver to the Monitor on or before the Restructuring Claims Bar Date a completed Proof of Claim in respect of such Claim, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order; and
- (c) Any person that wishes to assert a Director/Officer Claim, whether or not such person receives a Claim Notice, must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim in respect of such Director/Officer Claim, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order

and, subject to Paragraph 11 above which shall apply only to Pre-Filing Claims against VON West for Creditors who receive Claim Notices, any Creditor (including a Recorded Creditor in respect of Restructuring Claims and Director/Officer Claims) that does not file

a Proof of Claim as provided for herein such that such Proof of Claim is received by the Monitor on or before the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable, (a) shall be and is hereby forever barred from making or enforcing any Claim against VON West, the Directors or Officers, or any of them and any such Claim shall be extinguished without any further act or notification by the Monitor, VON West or the Directors or Officers; (b) shall not be entitled to vote at any Creditors' Meeting in respect of a Plan or to receive any distribution thereunder; and (c) shall not be entitled to any further notice in, and shall not be entitled to participate as a creditor in, these proceedings. For greater certainty, the procedures set out in this paragraph 12 apply to any Creditor (whether or not such Creditor has received a Claim Notice) in respect of any Director/Officer Claim or a Restructuring Claim.

PROOFS OF CLAIM

13. THIS COURT ORDERS that:

- (a) the Monitor may use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed and the Monitor may, where it is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to completion and execution of Proofs of Claim; and
- (b) if any Claim arose in a currency other than Canadian dollars, then the Creditor making the Claim shall complete its Proof of Claim indicating the amount of the Claim in such currency, rather than in Canadian dollars or any other currency. The Monitor shall subsequently calculate the amount of such Claim in Canadian dollars, using the Bank of Canada noon spot rate on the Filing Date, without

prejudice to the ability of VON West to utilize a different exchange rate in any Plan.

14. THIS COURT ORDERS that each Creditor (other than a Creditor that has received a Claim Notice) shall include any and all Claims it asserts against VON West or the Directors or Officers in a single Proof of Claim, provided however that where a Creditor has taken an assignment or transfer of a Claim after the Filing Date, that Creditor shall file a separate Proof of Claim for each such assigned or transferred Claim.

REVIEW OF PROOFS OF CLAIM

15. THIS COURT ORDERS that the Monitor, in consultation with VON West and where applicable any Affected Director or Officer, shall review all Proofs of Claims that are filed on or before the applicable Claims Bar Date and shall accept or disallow (in whole or in part) the amount and/or status of such Claims. At any time, the Monitor may (i) request additional information from a Creditor with respect to a Claim, (ii) request that the Creditor file a revised Proof of Claim, or (iii) attempt to resolve and settle any issue arising in respect of a Claim; *provided, however*, that a Claim that has been asserted against an Affected Director or Officer cannot be settled or accepted by the Monitor in whole or in part except (i) with the consent of the Affected Director or Officer, or on further Order of this Court, or (ii) if such Claim has been asserted against VON West and an Affected Director or Officer, on a basis that is expressly without prejudice to the Affected Director or Officer.
16. THIS COURT ORDERS that where a Claim has been accepted in writing by the Monitor, or where a Claim as set out in a Claim Notice has not been disputed by the applicable Creditor in accordance with paragraph 11 hereof, such Claim shall constitute such Creditor's Proven Claim for all purposes, including for the purposes of voting and

distribution under the Plan. For greater certainty, the only Claims that shall be Proven Claims are those Claims in respect of which the Monitor has delivered a written acceptance or those Claims set out in Claim Notices that have not been disputed by the applicable Creditor in accordance with paragraph 11 hereof.

17. THIS COURT ORDERS that where a Claim is disallowed (in whole or in part) by the Monitor, the Monitor shall deliver to the Creditor a Notice of Revision or Disallowance, attaching the form of Dispute Notice. This paragraph 17 shall not apply to Claims against VON West for which a Claim Notice has been sent to the applicable Creditor.
18. THIS COURT ORDERS that where a Notice of Revision or Disallowance relates to a Claim that has been made against a Director or Officer, a copy of the Notice of Revision or Disallowance shall also be delivered by the Monitor to the Affected Director or Officer and to counsel for the directors.
19. THIS COURT ORDERS that where a Claim has been disallowed (in whole or in part), the disallowed Claim (or disallowed portion thereof) shall not be a Proven Claim unless the Creditor has disputed the disallowance and proven the disallowed Claim (or disallowed portion thereof) in accordance with paragraphs 20 to 24 of this Order.

DISPUTE NOTICE

20. THIS COURT ORDERS that any Creditor who intends to dispute a Notice of Revision or Disallowance shall file a Dispute Notice with the Monitor as soon as reasonably possible but in any event such that such Dispute Notice shall be received by the Monitor on or before 10:00 a.m. (Toronto time) on the day that is seven (7) Business Days after the Creditor is deemed to have received the Notice of Revision or Disallowance in accordance with paragraph 31 of this Order. The filing of a Dispute Notice with the

Monitor within the seven (7) Business Day period specified in this paragraph shall constitute an application to have the amount or status of such Claim determined as set out in paragraphs 22-24 hereof. Where a Dispute Notice relates to a Claim that has been made against a Director or Officer, a copy of the Dispute Notice shall be delivered by the Monitor, promptly after receipt by the Monitor, to the Affected Director or Officer and to counsel for the directors.

21. THIS COURT ORDERS that where a Creditor that receives a Notice of Revision or Disallowance fails to file a Dispute Notice with the Monitor within the period provided therefore in paragraph 20 above, the amount and status of such Creditor's Claim shall be deemed to be as set out in the Notice of Revision or Disallowance and such amount and status, if any, shall constitute such Creditor's Proven Claim, and the balance shall be deemed forever barred and extinguished.

RESOLUTION OF CLAIMS

22. THIS COURT ORDERS that as soon as practicable after the delivery of the Dispute Notice (whether pursuant to paragraph 20 above or, in the case of a Claim by a Creditor against VON West that is set out in a Claim Notice, pursuant to paragraph 11 above) to the Monitor, the Creditor and the Monitor, in consultation with VON West and, where applicable, any Affected Director or Officer, shall attempt to resolve and settle the Creditor's Claim.
23. THIS COURT ORDERS that in the event that a dispute raised in the Creditor's Dispute Notice is not settled within a time period or in a manner satisfactory to the Monitor, the Monitor may refer the dispute to a Claims Officer for determination, or in the alternative may bring the dispute before the Court for determination. If the Monitor refers the

dispute to a Claims Officer for determination, then the Claims Officer shall determine the manner, if any, in which evidence may be brought before the Claims Officer by the parties as well as any other matters, procedural or substantive, which may arise in respect of the Claim Officer's determination of a Creditor's Claim. For greater certainty, the Claims Officer may require written submissions, and may limit submissions to written submissions, at the Claims Officer's discretion.

24. THIS COURT ORDERS that the Claims Officer's determination of any Creditor's Proven Claim shall be final and binding, unless within ten (10) days of the date on which the Claims Officer's determination is deemed received by the Creditor, the Monitor, and VON West, the Creditor, VON West or the Affected Director or Officer, if applicable, has filed with this Court an appeal, by way of Notice of Motion, of the Claims Officer's determination.

NOTICE OF TRANSFEREES

25. THIS COURT ORDERS that neither VON West nor the Monitor shall be obligated to give notice to or to otherwise deal with a transferee or assignee of a Claim as the Creditor in respect thereof unless and until (i) actual written notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received by the Monitor, and (ii) the Monitor shall have acknowledged in writing such transfer or assignment, and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim, and such Claim, shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Order prior to the written acknowledgment by the Monitor of such transfer or assignment.

26. THIS COURT ORDERS that if the holder of a Claim has transferred or assigned the whole of such Claim to more than one Person or part of such Claim to another Person or Persons, such transfer or assignment shall not create a separate Claim or Claims and such Claim shall continue to constitute and be dealt with as a single Claim notwithstanding such transfer or assignment, and VON West and the Monitor shall in each such case not be bound to acknowledge or recognize any such transfer or assignment and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim in whole as the Creditor in respect of such Claim. Provided that a transfer or assignment of the Claim has taken place in accordance with paragraph 25 of this Order and the Monitor has acknowledged in writing such transfer or assignment, the Person last holding such Claim in whole as the Creditor in respect of such Claim may by notice in writing to the Monitor direct that subsequent dealings in respect of such Claim, but only as a whole, shall be with a specified Person and in such event, such Creditor, such transferee or assignee of the Claim and the whole of such Claim shall be bound by any notices given or steps taken in respect of such Claim by or with respect to such Person in accordance with this Order.
27. THIS COURT ORDERS that the transferee or assignee of any Claim (i) shall take the Claim subject to the rights and obligations of the transferor/assignor of the Claim, and subject to the rights of VON West or the Affected Director or Officer, as applicable, against any such transferor or assignor, including any rights of set-off against such transferor or assignor, and (ii) cannot use any transferred or assigned Claim to reduce any amount owing by the transferee or assignee to VON West, whether by way of set off, application, merger, consolidation or otherwise.

28. THIS COURT ORDERS that nothing in this Order is intended to or shall be deemed to permit, enable or authorize the transfer or assignment of a Claim or to in any way affect the validity or invalidity of any such transfer or assignment.

PROTECTIONS FOR MONITOR

29. THIS COURT ORDERS that (i) in carrying out the terms of this Order, the Monitor shall have all of the protections given to it by the CCAA and the Initial Order or as an officer of this Court, including without limitation the stay of proceedings in its favour, (ii) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Order, except for its own wilful misconduct or gross negligence, (iii) the Monitor shall be entitled to rely on the books and records of VON West, and any information provided by VON West, all without independent investigation, and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records and information.

SERVICE AND NOTICE

30. THIS COURT ORDERS that the forms of notice to be provided in accordance with this Claims Procedure Order shall constitute good and sufficient service and delivery of notice of this Claims Procedure Order, the Pre-Filing Claims Bar Date and the Restructuring Claims Bar Date on all Persons who may be entitled to receive notice and who may assert a Claim and no other notice or service need be given or made and no other documents or material need be sent to or served upon any Person in respect of this Claims Procedure Order.

31. THIS COURT ORDERS that any notice or other communication to be given under this Order by the Monitor or VON West to a Creditor or other interested Persons, shall be in

writing and may be given by sending true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery or electronic or digital transmission to such Persons (i) at the address shown on the Proof of Claim filed by that Person, or (ii) if a Proof of Claim has not been filed by that Person or does not contain a valid address, then at the address as last shown on the records of VON West, and that any such service or notice by courier, personal delivery or electronic or digital transmission shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by prepaid ordinary mail or by registered mail, on the fourth Business Day after mailing. Notwithstanding anything to the contrary in this Order, Notices of Disallowance shall be sent only by (i) facsimile to a number that has been provided in writing by the Creditor, (ii) email to an address that has been provided in writing by the Creditor; (iii) registered mail, or (iv) courier.

32. THIS COURT ORDERS that any notice or other communication to be given under this Order by a Creditor to the Monitor shall be in writing and will be sufficiently given only if sent by prepaid ordinary mail, registered mail, courier, personal delivery or electronic or digital transmission addressed to:

Collins Barrow Toronto Limited
Court-appointed Monitor of Victorian Order Of Nurses For Canada – Western
Region
11 King Street West, Suite 700
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger

Telephone: (647) 726-0496
Facsimile: (416) 480-2646
E-mail: cbtlmonitor@collinsbarrow.com

Any such notice or other communication by a Creditor shall be deemed received only upon actual receipt thereof during normal business hours on a Business Day. Where

the communication is to be by way of a form attached as a Schedule to this Order, such communication shall be in substantially the form of the attached Schedule.

33. THIS COURT ORDERS that where, pursuant to this Order, consultation is to occur with any Affected Director or Officer, or where the consent of any such Affected Director or Officer is to be obtained, notice is to be given to any such Affected Director or Officer, and where such Affected Director or Officer is represented by counsel, then such consultation, notice or consent may be with, to, or obtained from, such counsel.

WEPPA SUBROGATED CLAIMS

34. THIS COURT ORDERS that, for greater certainty, any claim of the Government of Canada as subrogee of a Claim of a terminated employee of VON West pursuant to Section 36 of the *Wage Earner Protection Program Act* (Canada) (a "**WEPPA Subrogated Claim**"), shall be a Claim for the purposes of this Order and shall be filed, accepted, revised, determined, barred or extinguished in accordance with the procedures set out in this Order. For this purpose, the Government of Canada shall include any and all WEPPA Subrogated Claims it asserts against VON West or the Directors or Officers in a single Proof of Claim and all such WEPPA Subrogated Claims shall constitute a single Claim for all purposes in these proceedings.

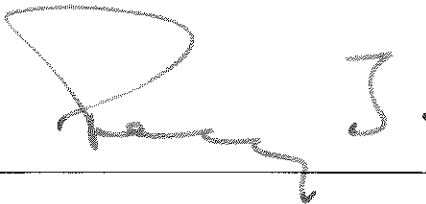
35. THIS COURT ORDERS that where a WEPPA Subrogated Claim has been accepted in writing by the Monitor, the unsecured portion of such WEPPA Subrogated Claim shall constitute the Government of Canada's Proven Claim in respect of any WEPPA Subrogated Claims for all purposes, including for the purposes of voting and distribution under the Plan. For greater certainty, the only WEPPA Subrogated Claims that shall be Proven Claims are those unsecured portions of the WEPPA Subrogated Claims in respect of which the Monitor has delivered a written acceptance of those WEPPA

Subrogated Claims and to the extent that any WEPPA Subrogated Claim would be an Excluded Claim under the Plan if such WEPPA Subrogated Claim was still held by a former employee of VON Canada, such WEPPA Subrogated Claim shall be an Excluded Claim under the Plan and that Excluded Claim (or portion of a claim that is an Excluded Claim) shall not be a claim that can be voted on the Plan.

36. THIS COURT ORDERS that to the extent any former employee of VON West has any Claim that has not been satisfied in full by payment from the Wage Earner Protection Program, such Claim must be filed in accordance with this Claims Procedure Order. To the extent that such Claim is accepted in accordance with this Order and is not an Employee Priority Claim under the Plan, such Claim shall be the former employee's Claim for voting and distribution purposes under the Plan.

MISCELLANEOUS

37. THIS COURT HEREBY REQUESTS the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state, to act in aid of and to be complementary to this Court in carrying out the terms of this Order.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

OCT 05 2016

SCHEDULE A

NOTICE FOR PUBLICATION

NOTICE OF CLAIMS PROCESS FOR VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION (“VON East”) and VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION (“VON West”) pursuant to the *Companies’ Creditors Arrangement Act*

PLEASE TAKE NOTICE that on October 5, 2016, the Court issued orders (the “**Claims Procedure Orders**”), requiring that all Persons who assert a Claim(s) against VON East or VON West, and/or the Directors and/or the Officers of VON East or VON West **must file a Proof of Claim with the Monitor on or before 10:00 a.m. (Toronto time) on October 26, 2016 (the “Pre-Filing Claims Bar Date”) or the Restructuring Claims Bar Date (as described in the Claims Procedure Orders).**

Copies of the Claims Procedure Orders and Proof of Claim Document Packages for each of VON East and VON West may be obtained from the Monitor’s website at <http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>, or by contacting the Monitor at the address listed below.

If your proof of claim is not received by the Monitor by the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable, your Claim against VON East, VON West, the Directors and Officers of VON East or the Directors and Officers of VON West will be barred and extinguished forever.

Collins Barrow Toronto Limited, Court-appointed Monitor
11 King St. W., Suite 700
Toronto, Ontario M5H 4C7
Tel. (647) 726-0496
Fax (416) 480-2646
Attention: Jeffrey Berger
E-mail: cbtlmonitor@collinsbarrow.com

DATED at Toronto, this <*> day of October, 2016.

SCHEDULE B

PROOF OF CLAIM

1. Particulars of Creditor:

- (1) Full Legal Name of Creditor:
- (2) Full Mailing Address of Creditor:
- (3) Telephone Number of Creditor:
- (4) Facsimile Number of Creditor:
- (5) E-mail Address of Creditor:
- (6) Attention (Contact Person):

2. Particulars of Original Creditor from Whom You Acquired Claim, if Applicable:

- (1) Have you acquired this Claim by assignment?

Yes [] No []

(if yes, attach documents evidencing assignment)

- (2) Full Legal Name of original creditor(s):

3. Claim:

I,, [*name of Creditor or authorized representative of the Creditor*], do hereby certify that I am the Creditor/hold the position of of the Creditor and have knowledge of all the circumstances connected with the Claim described herein; and

The Creditor makes the following Claim against Victorian Order Of Nurses For Canada – Western Region and/or the Directors/Officers of Victorian Order Of Nurses For Canada – Western Region:

Nature of Claim	Claim Amount	Claim as at
Pre-Filing Claim		November 25, 2015
Restructuring Claim		
Priority Claim		November 25, 2015
Secured Claim		November 25, 2015
Director/Officer Claim		October 5, 2016

4. Particulars of Claim:

The particulars of the undersigned's total Claim are attached.

(Attach a schedule setting forth full particulars of the Claim(s) against VON West and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim(s), name of any guarantor(s) which has guaranteed the Claim(s), and amount of Claim(s) allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by VON West to the Creditor or title retention arrangement with VON West and estimated value of such security or title retention arrangement).

THIS PROOF OF CLAIM MUST BE RETURNED TO AND RECEIVED BY THE MONITOR BY 10:00 A.M. (TORONTO TIME) ON THE CLAIMS BAR DATE (FOR PRE-FILING CLAIMS, OCTOBER 26, 2016) AT THE FOLLOWING ADDRESS:

COLLINS BARROW TORONTO LIMITED
11 King Street West, Suite 700
PO Box 27
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger

Telephone: (647) 726-0496
Facsimile: (416) 480-2646
E-mail: cbtlmonitor@collinsbarrow.com

DATED at this day of, 2016.

Witnessed by:

[If Creditor is individual]

(sign)

Print Name

[If Creditor is corporation]

[Print name of Creditor]

Per: *(sign)*

Authorized Signing Officer

SCHEDULE C

INSTRUCTION LETTER

Pursuant to an Order of the Ontario Superior Court of Justice dated October 5, 2016, (the "**Claims Procedure Order**"), Victorian Order Of Nurses For Canada – Western Region ("**VON West**") has been authorized to conduct a claims procedure. A copy of the Claims Procedure Order is available on the Monitor's website at:

<http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>.

This Guide has been prepared to assist Persons asserting a Claim in filling out the Proof of Claim form with respect to VON West. If you have any additional questions regarding completion of the Proof of Claim form, please consult the Monitor's website or contact the Monitor at the coordinates shown below.

In the event of any inconsistency between the terms of this guide and the terms of the Claims Procedure Order, the terms of the Claims Procedure Order will govern. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Claims Procedure Order.

Please note that if you have received a Claim Notice, VON West has inserted in the Claim Notice the amount VON West's records show as being owed to you for the relevant period (but excluding any Restructuring Claims and Director/Officer Claims). If you agree with the amount of the claim set out in the Claim Notice, there is nothing further you need to do to file your Pre-Filing Claim and your Pre-Filing Claim will be admitted for voting and distribution purposes at the amount set out in the Claim Notice. If you believe that VON West owes you an amount that is different from the amount included in the Claim Notice, you must follow the procedures contained in paragraph 11 of the Claims Procedure Order in connection with your Claim against VON West. If you wish to assert any Director/Officer Claim or Restructuring Claim, you must complete a Proof of Claim form in respect of such Claim even if you have received a Claim Notice.

Additional copies of the Proof of Claim form may be found at the Monitor's website address noted above. If you are completing a Proof of Claim form, please follow the instructions set out below:

Section 1 – Particulars of Creditor

- A separate Proof of Claim form must be filed by each legal entity or person asserting a Claim.
- A Person asserting a Claim shall include any and all Claims it asserts in a single Proof of Claim.
- The full legal name of the Person asserting the Claim must be provided.
- If the Person asserting the Claim operates under a different name, or names, please indicate this in a separate schedule in the supporting documentation.
- If the Claim has been assigned or transferred to another party, the steps in Section 2 must also be completed.
- Unless the Claim is assigned or transferred, all future correspondence, notices, etc. regarding the Claim will be directed to the address and contact indicated in the Proof of Claim.

Section 2 – Particulars of Original Creditor in case of Assignment

- If the holder of a Claim is the assignee of its Claim, then the steps in this Section 2 must be completed.
- The full legal name of the original creditor must be provided.
- If the assignor operates under a different name, or names, please indicate this in a separate schedule in the supporting documentation.
- Please provide particulars of assignment in a separate schedule, including a copy of any documentation governing the assignment.
- If the Monitor is satisfied that an assignment or transfer has occurred, all future correspondence, notices, etc. regarding the Claim will be directed to the assignee at the address and contact indicated in the Proof of Claim.

Section 3 – Amount of Claim

- Indicate the amount VON West or the Officer(s) or Director(s) was and still is indebted to the Person asserting the Claim.

Currency, Original Currency Amount

- The amount of the Claim must be provided in the currency in which it arose.
- Indicate the appropriate currency in the Currency column.
- If the Claim is denominated in multiple currencies, use a separate line to indicate the Claim amount in each such currency. If there are insufficient lines to record these amounts, attach a separate schedule indicating the required information.
- Claims denominated in a currency other than Canadian dollars will be converted into Canadian dollars by the Monitor using the Bank of Canada noon spot exchange rate on the Filing Date.

Restructuring

- Complete this section ONLY if the amount of the Claim against VON West arose out of the restructuring, termination, repudiation, or disclaimer or breach of any lease, contract, employment agreement or other agreement or obligation after the Filing Date.

Priority

- Complete this section ONLY if the amount of your Claim has a right to priority pursuant to Section 136 of the Bankruptcy and Insolvency Act (Canada) (the "BIA")

or would be entitled to claim such a priority if this Proof of Claim were being filed in accordance the provisions of the BIA.

- If a priority claim is being asserted, please provide details as to the nature of the claim being asserted, and the basis for priority on which you rely.

Secured

- Complete this section ONLY if the Claim recorded on that line is secured. Do not complete this section if your Claim is unsecured.
- If the value of the collateral securing your Claim is less than the amount of your Claim, enter the shortfall portion on a separate line as an unsecured claim.
- Evidence supporting the security you hold must be submitted with the Proof of Claim form. Provide full particulars of the nature of the security, including the date on which the security was given and the value you attribute to the collateral securing your Claim. Attach a copy of all related security documents.

Officers and Directors

- Complete this section only if the Claim you are making is being asserted against an Officer or Director of VON West.
- You must identify the individual Officer(s) or Director(s) against whom you are asserting the Claim.

Section 4 – Particulars of Claim

- Attach to the Proof of Claim form all particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor which has guaranteed the Claim and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by VON West or any Officer or Director to the holder of the Claim and estimated value of such security and particulars of any restructuring claim.

Certification

- The person signing the Proof of Claim form should
 - be the holder of the Claim, or authorized Representative of the holder of the Claim.
 - have knowledge of all the circumstances connected with this Claim.
- By signing and submitting the Proof of Claim, the Creditor is asserting the Claim against VON West and / or the indicated Officer(s) or Director(s)

Filing of Claim

- For Persons wishing to assert a Pre-Filing Claim and/or a Director/Officer Claim, this Proof of Claim **must be received** by the Monitor by no later than 10:00 a.m. (Toronto time) on October 26, 2016 (the "**Pre-Filing Claims Bar Date**"). For Persons wishing to assert a Restructuring Claim, this Proof of Claim **must be received** by the Monitor by the later of:
 - a) in the case of Restructuring Claims arising before the date of the Claims Procedure Order, the Pre-Filing Claims Bar Date; and

b) in the case of Restructuring Claims arising on or after the date of the Claims Procedure Order, the later of:

(1) the Pre-Filing Claims Bar Date; and

(2) 10:00 a.m. (Toronto Time) on the date that is 10 Business Days after the Monitor sends a Proof of Claim Document Package with respect to a Restructuring Claim in accordance with paragraph 8 of the Claims Procedure Order;

- Proofs of Claim should be sent by prepaid ordinary mail, registered mail, courier, personal delivery or facsimile or other electronic transmission to the following address:

Collins Barrow Toronto Limited
Court-appointed Monitor of Victorian Order Of Nurses For Canada – Western
Region
11 King Street West, Suite 700
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger

Telephone: (647) 726-0496

Facsimile: (416) 480-2646

E-mail: cbtlmonitor@collinsbarrow.com

Failure to file your Proof of Claim so that it is received by the Monitor by 10:00 a.m. Toronto time on the applicable claims bar date will result in your claim being barred and you will be prevented from making or enforcing a Claim against VON West or any current or former Officer or Director of VON West. In addition, you shall not be entitled to further notice in and shall not be entitled to participate as a Creditor in these proceedings.

SCHEDULE D

NOTICE OF REVISION OR DISALLOWANCE

NOTICE OF REVISION OR DISALLOWANCE

**IN RESPECT OF CLAIMS AGAINST
VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION (“VON WEST”)**

Claims Reference Number: _____

To: _____

Pursuant to the Claims Procedure Order, the Monitor hereby gives you notice that the Monitor has reviewed your Proof of Claim, in consultation with VON West and where applicable any Affected Director or Officer, and has revised or disallowed all or part of your purported Claim. Subject to further dispute by you in accordance with the Claims Procedure Order, your Proven Claim will be as follows:

	Amount as Submitted	Amount Allowed
Pre-Filing Claim		
Restructuring Claim		
Priority Claim		
Secured Claim		
Director/Officer Claim		
Total Claim		

Reasons for Revision or Disallowance:

SERVICE OF DISPUTE NOTICES

If you intend to dispute this Notice of Revision or Disallowance, you must, no later than 10:00 a.m. (prevailing time in Toronto) on the day that is seven (7) Business Days after this Notice of Revision or Disallowance is deemed to have been received by you (in accordance with paragraph 31 of the Claims Procedure Order), deliver a Notice of Dispute to the Monitor by prepaid ordinary mail, registered mail, courier, personal delivery or facsimile or other electronic transmission to the following address.

Collins Barrow Toronto Limited
Court-appointed Monitor of Victorian Order Of Nurses For Canada – Western
Region
11 King Street West, Suite 700
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger

Telephone: (647) 726-0496
Facsimile: (416) 480-2646
E-mail: cbtlmonitor@collinsbarrow.com

In accordance with the Claims Procedure Order, notices shall be deemed to be received by the Monitor upon actual receipt thereof by the Monitor during normal business hours on a Business Day, or if delivered outside of normal business hours, on the next Business Day. The form of Notice of Dispute is enclosed and can also be accessed on the Monitor's website at: <http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>.

IF YOU FAIL TO FILE A NOTICE OF DISPUTE WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

DATED this ● day of ●, ●.

Collins Barrow Toronto Limited, solely in its capacity as Court-appointed Monitor of VON West, and not in its personal or corporate capacity

Per: _____

SCHEDULE E
NOTICE OF DISPUTE

NOTICE OF DISPUTE
IN RESPECT OF CLAIMS AGAINST
VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION (“VON WEST”)

Claims Reference Number: _____

1. Particulars of Claimant:

Full Legal Name of Claimant (include trade name, if different) (the “Claimant”)	
Full Mailing Address of the Claimant	
Telephone Number of the Claimant	
Email Address of the Claimant	
Facsimile Number of the Claimant	
Attention (Contact Person)	

2. Particulars of original Claimant from whom the Claim was acquired, if applicable:

Full Legal Name of original Claimant (include trade name, if different) (the “Claimant”)	
Full Mailing Address of the original Claimant	
Telephone Number of the original Claimant	
Email Address of the original Claimant	
Facsimile Number of the original Claimant	
Attention (Contact Person)	

Have you acquired this purported Claim by assignment?

Yes:

No:

If yes and if not already provided, attach documents evidencing assignment.

3. Dispute of Disallowance of Claim:

The Claimant hereby disagrees with the value of its Claim as set out in the Notice of Revision or Disallowance or the Claim Notice (as applicable) and asserts a Claim as follows:

	Currency	Amount Allowed	Amount Claimed by the Claimant
Pre-Filing Claim			
Restructuring Claim			
Priority Claim			
Secured Claim			
Director/Officer Claim (which Director/Officer Claim must have been filed in a Proof of Claim)			
Total Claim			

Reason for Dispute of Notice of Revision or Disallowance or Claim Notice:

SCHEDULE "F"

CLAIM NOTICE

TO: [NAME OF RECORDED CREDITOR]

RE: Claims Procedure Order granted October 5, 2016 in the proceedings of Victorian Order Of Nurses For Canada – Western Region, among others, under the *Companies' Creditors Arrangement Act* (Canada) (Court File No: CV-15-11192-00CL) (the "**Claims Procedure Order**").

In accordance with the Claims Procedure Order, Collins Barrow Toronto Limited, in its capacity as court-appointed Monitor of VON West, hereby gives you notice that your Claim (as defined in the Claims Procedure Order) against VON West is as follows:

	Currency	Amount Allowed	Amount Claimed by the Claimant
Pre-Filing Claim			
Priority Claim			
Secured Claim			
Total Claim			

This notice is provided solely for the purpose of establishing your Claims against VON West under the Claims Procedure Order and for voting and distribution purposes under the Plan (as defined in the Claims Procedure Order).

Please note that if you wish to assert any Director/Officer Claim or any Restructuring Claim (in each case, as defined in the Claims Procedure Order), such claim must be included in a separate Proof of Claim form and submitted by the Pre-Filing Claims Bar Date (as defined in the Claims Procedure Order) or the Restructuring Claims Bar Date (as defined in the Claims Procedure Order), as applicable.

In the absence of delivery of a Dispute Notice by you to the Monitor at the address set out below within fifteen (15) Business Days of delivery to you of this Claim Notice, the amounts and characterization of such amounts in this Claim Notice shall be deemed to be the amounts owing by VON West on account of all of your Claims against VON West and the characterization of such Claims as set out in this Claim Notice shall be deemed accurate.

Monitor's address information:

Collins Barrow Toronto Limited
Court-appointed Monitor of Victorian Order Of Nurses For Canada – Western Region
11 King Street West, Suite 700
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger

Telephone: (647) 726-0496
Facsimile: (416) 480-2646
E-mail: cbtlmonitor@collinsbarrow.com

Dated this ____ day of October, 2016

**COLLINS BARROW TORONTO LIMITED, IN ITS
CAPACITY AS COURT APPOINTED MONITOR
OF VICTORIAN ORDER OF NURSES FOR
CANADA – WESTERN REGION, AND NOT IN ITS
PERSONAL OR CORPORATE CAPACITY**

Per: _____

Name:

Title:

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION

Court File No: CV-15-11192-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

CLAIMS PROCEDURE ORDER – VON WEST

Norton Rose Fulbright Canada LLP
Royal Bank Plaza, South Tower, Suite 3800
200 Bay Street, P.O. Box 84
Toronto, Ontario M5J 2Z4 CANADA

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