

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF JUST ENERGY GROUP INC., JUST ENERGY CORP., ONTARIO ENERGY COMMODITIES INC., UNIVERSAL ENERGY CORPORATION, JUST ENERGY FINANCE CANADA ULC, HUDSON ENERGY CANADA CORP., JUST MANAGEMENT CORP., JUST ENERGY FINANCE HOLDING INC., 11929747 CANADA INC., 12175592 CANADA INC., JE SERVICES HOLDCO I INC., JE SERVICES HOLDCO II INC., 8704104 CANADA INC., JUST ENERGY ADVANCED SOLUTIONS CORP., JUST ENERGY (U.S.) CORP., JUST ENERGY ILLINOIS CORP., JUST ENERGY INDIANA CORP., JUST ENERGY MASSACHUSETTS CORP., JUST ENERGY NEW YORK CORP., JUST ENERGY TEXAS I CORP., JUST ENERGY, LLC, JUST ENERGY PENNSYLVANIA CORP., JUST ENERGY MICHIGAN CORP., JUST ENERGY SOLUTIONS INC., HUDSON ENERGY SERVICES LLC, HUDSON ENERGY CORP., INTERACTIVE ENERGY GROUP LLC, HUDSON PARENT HOLDINGS LLC, DRAG MARKETING LLC, JUST ENERGY ADVANCED SOLUTIONS LLC, FULCRUM RETAIL ENERGY LLC, FULCRUM RETAIL HOLDINGS LLC, TARA ENERGY, LLC, JUST ENERGY MARKETING CORP., JUST ENERGY CONNECTICUT CORP., JUST ENERGY LIMITED, JUST SOLAR HOLDINGS CORP. AND JUST ENERGY (FINANCE) HUNGARY ZRT.

APPLICANTS

**AIDE MEMOIRE OF THE DIP LENDERS
(CASE CONFERENCE RETURNABLE JANUARY 31, 2022)**

January 30, 2022

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AIDE MEMOIRE OF THE DIP LENDERS¹

1. Just Energy has been operating under CCAA protection for nearly a year. It is now on the doorstep of presenting this Court and its creditors with a plan, sponsored by the DIP Lenders, which would allow it to emerge as a viable operating business.
2. Proposed representative plaintiffs in uncertified US class actions against Just Energy, who only emerged in late November, now threaten to derail that significant progress. They have brought a motion designed to hijack the restructuring and obtain illegitimate leverage by delaying indefinitely a creditor meeting until their disputed claims are finally resolved. Their position, if accepted, would hand the reins of the restructuring over to speculative claimants and put the future of Just Energy in jeopardy.
3. This Court has requested submissions by stakeholders as to the manner and timing of how that motion should proceed, if at all. The most efficient approach is to schedule the motion for March 3rd, when Just Energy's full Plan and process is also expected to be before the Court. That is the only way for the Court to appreciate the entire context when deciding the issues.
4. No substantive rights are lost by proceeding in that manner.
5. The DIP Lenders are Just Energy's most significant stakeholder. They have supported Just Energy by providing US\$125 million of critical post-filing financing. The DIP Lenders also acquired over \$US220 million of senior secured debt, enabling resolution of a serious intercreditor dispute. They also hold a majority of the obligations under the senior unsecured term loan and a material portion of Just Energy's existing equity and are preparing to provide Just Energy with additional liquidity necessary to emerge from CCAA without further delay. Under no

¹ Except where defined herein, the DIP Lenders adopt the defined terms used in the Aide Memoire of Just Energy.

circumstances will the DIP Lenders support a Plan which leaves these uncertified contingent claims as unaffected.

6. The DIP Loan was advanced on the basis of a restructuring timetable acceptable to the DIP Lenders. This was a key term of the loan. The uncertified claimants, who have failed to take the most fundamental procedural step in their putative class proceedings – certification – now ask this Court to bring this restructuring to a halt until their speculative claims are fully and finally decided.

7. This Court has already issued a claims procedure order which expressly addresses the process for adjudication of these claims. This motion is a collateral attack on that court-ordered process, which provides that “the Claims Officer shall determine all procedural matters which may arise” in respect of these claims.²

8. Just Energy and the Monitor have been in discussions with the uncertified claimants relating to the identity of a claims officer. The February 9th attendance should be restricted to a stay extension hearing and the Court’s consideration of any unresolved procedural issues relating to adjudication of the claims.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 30th day of January, 2022.

CASELS BROCK & BLACKWELL LLP

² See Appendix “A” for applicable excerpts of the claims procedure order and in particular paragraph 44.

APPENDIX "A"

36. THIS COURT ORDERS that, subject to and in accordance with paragraph 31, if the Just Energy Entities and the Monitor intend to revise or reject a Claim that has been filed in accordance with paragraphs 26 or 29 herein, the Monitor shall notify the applicable Claimant that its Claim has been revised or rejected, and the reasons therefor, by sending a Notice of Revision or Disallowance.

37. THIS COURT ORDERS that any Claimant who intends to dispute a Notice of Revision or Disallowance sent pursuant to paragraph 36 above shall deliver a completed Notice of Dispute of Revision or Disallowance, along with the reasons for its dispute, to the Monitor by no later than thirty (30) days after the date on which the Claimant is deemed to receive the Notice of Revision or Disallowance, or such other date as may be agreed to by the Monitor, in consultation with the Just Energy Entities, in writing.

38. THIS COURT ORDERS that, where a Claimant who receives a Notice of Revision or Disallowance does not file a completed Notice of Dispute of Revision or Disallowance by the time set out in paragraph 37 above, then such Claimant's Claim shall be deemed to be as determined in the Notice of Revision or Disallowance and any and all of the Claimant's rights to dispute the Claim as determined in the Notice of Revision or Disallowance or to otherwise assert or pursue such Claim other than as determined in the Notice of Revision or Disallowance shall be forever extinguished and barred without further act or notification.

39. THIS COURT ORDERS that upon receipt of a Notice of Dispute of Revision or Disallowance in respect of a Claim, the Just Energy Entities, in consultation with the Monitor and any applicable Directors or Officers, shall attempt to resolve such dispute and settle the purported Claim with the Claimant, and in the event that a dispute raised in a Notice of Dispute of Revision or Disallowance is not settled within a time period or in a manner satisfactory to the Just Energy Entities, in consultation with the Monitor and any applicable Directors or Officers, the Just Energy Entities shall, at their election, refer the dispute raised in the Notice of Dispute of Revision or Disallowance to a Claims Officer or the Court for adjudication, and the Monitor shall send written notice of such referral to the Claimant.

40. THIS COURT ORDERS that notwithstanding any other provisions of this Order, the Just Energy Entities, in consultation with the Monitor and any applicable Directors or Officers, may, at their election, refer any Claim to a Claims Officer or the Court for adjudication at any time, and the Monitor shall send written notice of such referral to the applicable parties.

41. THIS COURT ORDERS that the Just Energy Entities, in consultation with the Monitor, may consult with, and/or provide reporting to, any of the Consultation Parties in the review, adjudication and/or resolution of any Claims subject to this Claims Process (other than any Claims subject to the Intercreditor Agreement). Further, the Just Energy Entities shall give seven (7) days' prior written notice to the Consultation Parties of the details of any proposed settlement or allowance of any Claim subject to this Claims Process (other than any Claim subject to the Intercreditor Agreement) in an amount exceeding \$5 million, and any Consultation Party may seek the direction of the Court regarding any such proposed resolution of the Claim.

42. THIS COURT ORDERS that Mr. Edward Sellers, and such other Persons as may be appointed by the Court from time to time on a motion by the Just Energy Entities or the Monitor, be and are hereby appointed as the Claims Officers for the Claims Process.

43. THIS COURT ORDERS that the decision as to whether a disputed Claim should be adjudicated by the Court or a Claims Officer shall be in the discretion of the Just Energy Entities, in consultation with the Monitor.

44. THIS COURT ORDERS that, where a disputed Claim has been referred to a Claims Officer, the Claims Officer shall determine the validity and amount of such disputed Claim in accordance with this Order and, to the extent necessary, may determine whether any Claim or part thereof constitutes an Excluded Claim, and shall provide written reasons. Where a disputed Claim has been referred to a Claims Officer, the Claims Officer shall determine all procedural matters which may arise in respect of his or her determination of these matters, including any participation rights for any stakeholder and the manner in which any evidence may be adduced. The Claims Officer shall have the discretion to mediate any dispute that is referred to such Claims Officer at its election. The Claims Officer shall also have the discretion to determine by whom and to what extent the costs of any hearing or mediation before a Claims Officer shall be paid.

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Court File No. CV-21-00658423-00CL

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JUST ENERGY GROUP INC. et al.

**ONTARIO
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PROCEEDING COMMENCED AT
TORONTO

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