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COURT FILE NUMBER

2001-05630

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

APPLICANTS

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

AND IN THE MATTER OF THE
ADMINISTRATION OF THE DOMINION
RESIDUAL ASSET TRUST

DOCUMENT

DISTRIBUTION ORDER

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855-2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: Chris Simard and Kelsey Meyer
Telephone No.: 403-298-4485 / 403-298-3323
Fax No.: 403-265-7219
Client File No.: 76142.10

**DATE ON WHICH ORDER WAS
PRONOUNCED:**

Friday, February 4, 2022

LOCATION OF HEARING OR TRIAL:

Calgary Courts Centre

**NAME OF MASTER/JUDGE
WHO MADE THIS ORDER:**

The Honourable Justice K. M. Eidsvik

UPON the application of FTI Consulting Canada Inc. in its capacity as the Court-appointed monitor (the "**Monitor**") of Dominion Diamond Mines ULC ("**DDM**"), Dominion Diamond Delaware Company LLC, Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, Dominion Finco Inc. and Dominion Diamond

Marketing Corporation (collectively, the "**Applicants**"), for an Order pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 as amended (the "**CCAA**"); AND UPON having read the application filed on January 24, 2023, the Seventeenth Report of the Monitor dated January 24, 2022, filed (the "**Seventeenth Report**") and the Supplemental Report to the Seventeenth Report of the Monitor, dated February 2, 2022 (the "**Supplemental Report**"); AND UPON hearing from counsel for the Monitor and from any other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the notice of application for this Order and of the Monitor's Seventeenth Report and the Supplemental Report is hereby abridged and is deemed good and sufficient.

DISTRIBUTION

2. The Monitor, in its capacity as Trustee of the Creditors' Trust (as defined in the (as defined in the Reverse Vesting Order granted November 16, 2021 in this Action) is hereby authorized and directed to distribute the proceeds of the estate of the Applicants, in one or more separate distributions, net of all final costs of the estate, to Wilmington Trust, National Association in its capacity as Trustee, Notes Collateral Agent, Payment Agent, Transfer Agent and Registrar (collectively, the "**2L Trustee**") under an indenture dated October 23, 2017 related to 7.125% Senior Secured Second Lien Notes due 2022 between Northwest Acquisition ULC, as Issuer, Dominion Finco Inc., as Co-Issuer, the Guarantors named therein and the 2L Trustee (as amended, the "**2L Indenture**"), on behalf of the senior secured second lien noteholders (the "**Second Lien Lenders**") in accordance with the terms of the 2L Indenture (the "**2L Trustee Distribution**").

3. The 2L Distribution shall be made to the 2L Trustee by wire transfer of immediately available funds to an account designated in writing by the 2L Trustee to the Monitor (with any wire transfer or similar fee being satisfied from the distribution amount). The 2L Trustee shall administer such distributions as soon as is reasonably practicable in accordance with the 2L Indenture, and such distributions shall remain subject to the 2L Trustee's charging lien against

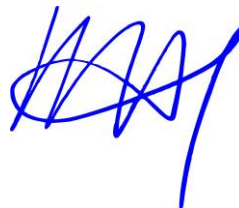
distributions to the Second Lien Lenders, pursuant to the 2L Indenture, for payment of the 2L Trustee's reasonable fees and expenses, including all reasonable fees and expenses of its counsel and other professionals and including the fees and expenses incurred by the 2L Trustee in making all distributions to Second Lien Lenders. Receipt by the 2L Trustee of the 2L Trustee Distribution shall be deemed to constitute receipt by the Second Lien Lenders of the 2L Trustee Distribution.

4. Save and except for charges granted in favour of the 2L Trustee pursuant to the 2L Indenture, the payments, distributions and disbursements contemplated in this Order are made free and clear of any claims, charges or encumbrances, and notwithstanding the pendency of these proceedings, the distributions contemplated in this Order shall not be void or voidable at the instance of creditors and claimants and shall not constitute nor shall be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, 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.

5. Upon the making of the 2L Distribution to the 2L Trustee pursuant to paragraphs 2 and 3 of this order, the Creditors' Trust shall terminate.

SERVICE OF ORDER

6. The Monitor shall serve this Order on the persons listed on the service list in the CCAA Proceedings by any of email, facsimile, courier, registered mail, regular mail, or personal delivery, and no persons other than those on the service list are required to be served with a copy of this Order.



J.C.Q.B.A.

