



COURT FILE NUMBER

2001-05630

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

COM
MME. JUSTICE EIDSVIK
29/05/2020

**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
DOMINION DIAMOND MINES ULC,
DOMINION DIAMOND DELAWARE
COMPANY, LLC, DOMINION DIAMOND
CANADA ULC, WASHINGTON DIAMOND
INVESTMENTS, LLC, DOMINION
DIAMOND HOLDINGS, LLC AND
DOMINION FINCO INC.**

DOCUMENT

**APPLICATION FOR CASELINES SERVICE
ORDER AND SEALING ORDER**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

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

Attention: Chris Simard / Michael W. Selnes
Tel No.: 403-298-4485 / 403-298-3311
Fax No.: 403-265-7219
Client File No.:

NOTICE TO RESPONDENTS

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

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

Date:	May 29, 2020
Time:	9:15 A.M.
Where:	Calgary Courts Centre 601 5 th Street SW, Calgary, Alberta

Before Whom: The Honourable Madam Justice K. M. Eidsvik

Go to the end of this document to see what else you can do and when you must do it.

This Application is being made by FTI Consulting Canada, Inc., in its capacity as Monitor (the “**Monitor**”) of Dominion Diamond Mines ULC, Dominion Diamond Delaware Company, LLC, Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, and Dominion Finco Inc. (collectively, the “**CCAA Applicants**”).

Remedy claimed or sought:

1. An Order substantially in the form attached hereto as Schedule "A":
 - (a) declaring that the within Application is properly returnable on May 29, 2020 and that service of this Notice of Application on the parties named in the service list maintained by the Monitor in these proceedings, and updated from time to time (the "**Service List**") is validated and deemed good and sufficient;
 - (b) declaring that all documents uploaded to the online filesite established by the Monitor for managing the pleadings and other relevant documents in this Action and hosted on the canada.caselines.com website (the "**CaseLines Filesite**") shall be deemed as having been properly served on all parties named on the Service List, as of the date and time that such documents were uploaded to the CaseLines Filesite; and
 - (c) declaring that the Monitor is authorized to pay all costs associated with establishing and maintaining the Caselines Filesite in this Action for the duration of these CCAA proceedings or until further order of this Court; and
2. An Order substantially in the form attached hereto as Schedule "B" (the "**Sealing Order**"), sealing on the Court file confidential Appendices "A", "B", "C", "D", and "E" (collectively, the "**Confidential Appendices**") to the Monitor's Fourth Report, dated May 26, 2020, notwithstanding Division 4 of Part 6 of the *Alberta Rules of Court*; and
3. Such further and other relief as this Honourable Court may deem just and convenient.

Grounds for making this Application

CaseLines Order

4. The Court has directed the Monitor to establish the CaseLines Filesite for use by the Court and parties in this Action.
5. The Monitor has established the CaseLines Filesite for this Action, to which documents can be uploaded at the following link:
<https://canada.caselines.com/Section/BulkLoad?casekey=b65cfcbaf65849bf8ffd6673fa979fe3§ionKey=3014429369bb49bcad1b8e7f2934a02f>
6. The Monitor has provided all parties on the Service List with an invitation, via weblink, to create their own CaseLines account free of charge, allowing them to access the Caselines Filesite, and the Monitor will continue to do so with respect to any new parties who request to be added to the Service List.
7. There is no cost to the parties to this Action to utilize the CaseLines software or to upload documents to the CaseLines Filesite, or access documents thereon.
8. The Monitor shall be responsible for maintaining and paying all fees associated with the CaseLines Filesite.
9. The Monitor will continue to maintain its website in this Action in addition to maintaining and utilizing the CaseLines Filesite.
10. The CaseLines Filesite will allow parties to upload and access pleadings in real time.
11. Such further and other reasons as counsel may advise and as this Honourable Court may deem just in all of the circumstances

Sealing Order

12. The Confidential Appendices "A" – "E" contain a variety of confidential information, including data from non-public transactions and data submitted as part of confidential interim financing proposals. As such, the Confidential Appendices contain confidential information, the disclosure of which would be harmful to the CCAA Applicants' commercial interests as well as the interests of the parties whose confidential information is contained therein.

13. The Monitor believes the sealing the confidential information in the Confidential Appendices is in the best interests of the CCAA Applicants and these proceedings overall.
14. Such further and other reasons as counsel may advise and as this Honourable Court may deem just in all of the circumstances

Material or evidence to be relied on:

15. The Reports filed by the Monitor to date in this Action, including the Fourth Report; and
16. Such further or other material or evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

17. Rules 1.4, 11.20 and 11.21 of the *Alberta Rules of Court*; and
18. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

19. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
20. Such further and other Acts and Regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

21. None.

How the application is proposed to be heard or considered:

22. Oral submission at an application to be heard via Webex before the Honourable Madam Justice K.M. Eidsvik at 9:15 a.m. on May 29, 2020.

WARNING

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.

SCHEDULE "A"

PROPOSED CASELINES SERVICE ORDER

CLERK'S STAMP

COURT FILE NUMBER 2001-05630
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

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Attention: Chris Simard / Michael W. Selnes
Tel No.: 403-298-4485 / 403-298-3311
Fax No.: 403-265-7219
Client File No.:

DATE ON WHICH ORDER WAS PRONOUNCED: May 29, 2020

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary Courts Centre

NAME OF JUSTICE WHO MADE THIS ORDER: Justice K.M. Eidsvik

UPON THE APPLICATION of FTI Consulting Canada, Inc., in its capacity as Monitor (the
“**Monitor**”) of Dominion Diamond Mines ULC, Dominion Diamond Delaware Company, LLC,

Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, and Dominion Finco Inc. (collectively, the “**CCAA Applicants**”);

AND UPON HAVING READ the Fourth Report of the Monitor dated May 26, 2020 (the "**Fourth Report**") and the other material and evidence filed to date in the within proceedings; **AND UPON HEARING** the submissions of counsel for Monitor and counsel for other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of the application for this Order and supporting materials is hereby declared to be good and sufficient on the parties named in the service list maintained by the Monitor in these proceedings, and updated from time to time (the "**Service List**"), and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.
2. Unless otherwise defined in this Order, all capitalized terms used in this Order shall have the meanings given to them in the Monitor's Fourth Report.

APPROVAL OF CASELINES

3. It is hereby declared that all documents uploaded to the online filesite established by the Monitor for managing the pleadings and other relevant documents in this Action and hosted on the canada.caselines.com website (the "**CaseLines Filesite**") shall be deemed as having been properly served on all parties named on the Service List, as of the date and time that such documents were uploaded to the CaseLines Filesite.
4. The Monitor is hereby authorized to pay all costs associated with establishing and maintaining the Caselines Filesite in this Action for the duration of these CCAA proceedings or until further order of this Court.

5. Notwithstanding this Order, the Monitor shall continue to maintain its website in this Action for public access to pleadings and relevant documents.

Madame Justice K.M. Eidsvik

SCHEDULE "B"

PROPOSED SEALING ORDER

CLERK'S STAMP

COURT FILE NUMBER 2001-05630
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

**IN THE MATTER OF THE *COMPANIES'*
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NAME OF JUSTICE WHO MADE THIS ORDER: Justice K.M. Eidsvik

UPON THE APPLICATION of FTI Consulting Canada, Inc., in its capacity as Monitor (the “**Monitor**”) of Dominion Diamond Mines ULC, Dominion Diamond Delaware Company, LLC, Dominion Diamond Canada ULC, Washington Diamond Investments, LLC, Dominion Diamond Holdings, LLC, and Dominion Finco Inc. (collectively, the “**CCAA Applicants**”);

AND UPON HAVING READ the Fourth Report of the Monitor dated May 26, 2020 (the “**Fourth Report**”) and all other material and evidence filed to date in the within proceedings;

AND UPON HEARING the submissions of counsel for Monitor, and counsel for other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of the application for this Order and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.
2. Unless otherwise defined in this Order, all capitalized terms used in this Order shall have the meanings given to them in the Monitor's Fourth Report.

SEALING ORDER

3. Part 6, Division 4 of the Alberta Rules of Court does not apply to this application and the Clerk of the Court is hereby directed to seal on the Court file the Confidential Appendix "A", the Confidential Appendix "B", the Confidential Appendix "C", the Confidential Appendix "D" and the Confidential Appendix "E" (collectively, the “**Confidential Appendices**”) to the Fourth Report, until further Order of this Honourable Court. The Confidential Appendices shall be sealed and filed in an envelope containing the following endorsement thereon:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL APPENDIX "A",
THE CONFIDENTIAL APPENDIX "B", THE CONFIDENTIAL
APPENDIX "C", THE CONFIDENTIAL APPENDIX "D", AND THE

CONFIDENTIAL APPENDIX "E" TO THE MONITOR'S FOURTH REPORT, DATED MAY 26, 2020. THESE CONFIDENTIAL APPENDICES ARE SEALED PURSUANT TO AN ORDER ISSUED BY THE HONOURBLE JUSTICE K.M. EIDSVIK, DATED MAY 29, 2020, AND ARE NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICALLY ACCESSIBLE.

4. Any persons may apply, on reasonable notice to the Monitor and any persons likely to be affected, to vary or amend the terms of paragraph 3 of this Order.

Madame Justice K.M. Eidsvik