

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

THE HONOURABLE MR. ) THURSDAY, THE 3<sup>rd</sup>  
 )  
JUSTICE MCEWEN ) DAY OF NOVEMBER, 2022  
 )

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., 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.

(each, an “**Applicant**”, and collectively, the “**Applicants**”)

**ORDER  
(Monitor’s Enhanced Powers & Other Relief)**

**THIS MOTION**, made by the Applicants (together with the partnerships listed on **Schedule “A”** hereto, the “**Just Energy Entities**”) pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) for an Order, *inter alia*, expanding the Monitor’s powers and granting certain other relief, was heard this day by judicial video-conference via Zoom in Toronto, Ontario due to the COVID-19 pandemic.

**ON READING** the Notice of Motion of the Applicants, the affidavit of Michael Carter sworn October 17, 2022, and the Exhibits thereto (the “**Carter Affidavit**”), the affidavit of Mark Caiger sworn October 17, 2022, and the Exhibits thereto (the “**Caiger Affidavit**”), the Affidavit of Emily Paplawski sworn October 31, 2022, and the Exhibits thereto, the Twelfth Report of FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor of the Applicants (the “**Monitor**”), dated October 27, 2022 (the “**Twelfth Report**”), the fee affidavits of Paul Bishop sworn October 26, 2022, Rachel Nicholson sworn October 24, 2022, and John Higgins sworn October 25, 2022 (collectively, the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Just Energy Entities, the Monitor, the Purchaser and such other counsel that were present, no one else appearing for any party although duly served as appears from the affidavit of service of Emily Paplawski sworn October 17, 2022; the affidavit of service of Matthew Eliseo Cressatti sworn October 18, 2022; the affidavit of service of Emily Paplawski sworn October 20, 2022; and the affidavit of service of Elena Pratt sworn October 31, 2022:

### **SERVICE AND DEFINITIONS**

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

2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Second Amended and Restated Initial Order of this Court dated May 26, 2021 (the “**Initial Order**”), the Approval and Vesting Order of this Court of even date herewith (the “**RVO**”), the Carter Affidavit or the Transaction Agreement, as applicable.

### **MONITOR’S ENHANCED POWERS**

3. **THIS COURT ORDERS** that, in addition to the powers and duties of the Monitor set out in the Initial Order or any other Order of this Court granted in these CCAA proceedings, and without altering in any way the obligations of 14487893 Canada Inc. (“**ResidualCo. 1**”) and

11368, LLC (“**ResidualCo. 2**” and together with ResidualCo. 1, the “**ResidualCos**” and each a “**ResidualCo**”), effective upon the ResidualCos being added as applicants in these CCAA proceedings pursuant to the RVO, the Monitor be and is hereby authorized and empowered, but not required, to:

- (a) cause the ResidualCos to take any and all actions and steps, and execute all agreements, documents and writings, on behalf of, and in the name of, the ResidualCos in order to facilitate the performance of any of their obligations, including, without limitation, as contemplated by or in connection with the Transaction Agreement or any Order of this Court;
- (b) exercise any powers which may be properly exercised by any board of directors of the ResidualCos;
- (c) engage, retain, or terminate the services of, or cause the ResidualCos to engage, retain or terminate the services of any officer, employee, consultant, agent, representative, advisor, or other persons or entities, all under the supervision and direction of the Monitor, as the Monitor, in its sole opinion, deems necessary or appropriate to assist with the exercise of its powers and duties;
- (d) cause the ResidualCos to perform such other functions or duties as the Monitor considers necessary or desirable in order to facilitate or assist the winding-down or liquidation of the ResidualCos, the distribution of any proceeds of the ResidualCo. Property, or any other related activities, including in connection with terminating these CCAA proceedings;

- (e) exercise any shareholder, partnership, joint venture or other rights of any of the ResidualCos;
- (f) have access to all books and records that are the property of the ResidualCos in the possession or control of the ResidualCos or their subsidiaries;
- (g) assign any of the ResidualCos, or cause any of the ResidualCos to be assigned, into bankruptcy, and the Monitor shall hereby be entitled but not obligated to act as a trustee of the ResidualCos in any such bankruptcy;
- (h) cause the dissolution or winding-up of any of the ResidualCos;
- (i) act as an authorized representative of the ResidualCos in respect of dealings with any Taxing Authority, and the Monitor shall hereby be entitled to execute any appointment or authorization form on behalf of the ResidualCos that a Taxing Authority may require in order to confirm the Monitor's appointment as an authorized representative of the ResidualCos for such purposes; and
- (j) apply to this Court for advice and directions or any further orders necessary or advisable to carry out its powers and obligations under this Order or any other Order granted by this Court, including for advice and directions with respect to any matter.

4. **THIS COURT ORDERS** that, notwithstanding anything contained in this Order, the Monitor is not and shall not be or be deemed to be, a director, officer or employee of either ResidualCo.

5. **THIS COURT ORDERS** that, without limiting the provisions of the Initial Order, the ResidualCos shall remain in possession and control of their Property and the Monitor shall not

take, or be deemed to have taken, possession or control of such Property, or any part thereof.

6. **THIS COURT ORDERS** that the Monitor shall not be liable for any employee-related liabilities of the ResidualCos, including any successor employer liabilities as provided for in Section 11.8(1) of the CCAA. Nothing in this Order shall, in and of itself, cause the Monitor to be liable for any employee related liabilities of the ResidualCos, including wages, severance pay, termination pay, vacation pay, and pension or benefit amounts.

7. **THIS COURT ORDERS** that, in addition to the rights and protections afforded to the Monitor under the CCAA or as an officer of this Court, the Monitor and its legal counsel shall, subject to the terms of the RVO, continue to have the benefit of all of the indemnities, charges, protections and priorities as set out in the Initial Order and any other Order of this Court and all such indemnities, charges, protections and priorities shall apply and extend to the Monitor in carrying out of the provisions of this Order and exercising any powers granted to it hereunder. Without limiting the generality of the foregoing in exercising any powers granted to it hereunder: (i) the Monitor shall not be deemed to have taken or maintained possession or control of the Business or ResidualCo. Property, or any part thereof; (ii) the Monitor shall be entitled to rely on the books and records of the ResidualCos without independent investigation; and (iii) the Monitor shall incur no liability or obligation as a result of exercising any powers granted to it hereunder, save and except for any gross negligence or wilful misconduct on its part.

8. **THIS COURT ORDERS** that nothing in this Order shall constitute or be deemed to constitute the Monitor as receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of the ResidualCos within the meaning of any relevant legislation and that any distributions to creditors of the ResidualCos by the Monitor will be deemed to have been made by the ResidualCos.

9. **THIS COURT ORDERS** that the powers and authority granted to the Monitor by virtue of this Order shall, if exercised in any case, be paramount to the power and authority of the ResidualCos with respect to such matters and, in the event of a conflict between the terms of this Order and those of the Initial Order or any other Order of this Court, the provisions of this Order shall govern.

#### **STAY EXTENSION**

10. **THIS COURT ORDERS** that the Stay Period is hereby extended until and including January 31, 2023.

#### **APPROVAL OF MONITOR'S REPORTS AND FEES**

11. **THIS COURT ORDERS** that the activities and conduct of the Monitor prior to the date hereof in relation to the Just Energy Entities and these CCAA proceedings are hereby ratified and approved.

12. **THIS COURT ORDERS** that each of the Supplement to the Eleventh Report of the Monitor dated October 3, 2022 and the Twelfth Report be and are hereby approved.

13. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its Canadian and U.S. counsel, as set out in the Twelfth Report and the Fee Affidavits, are hereby approved.

14. **THIS COURT ORDERS** that only the Monitor, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way the approvals set forth in paragraphs 11 and 12 of this Order.

**GENERAL**

15. **THIS COURT ORDERS** that, for the avoidance of doubt, all of the powers, rights and protections of the Monitor specified herein shall be construed so as to refer to powers, rights and protections in respect of both ResidualCos or either ResidualCo individually.

16. **THIS COURT ORDERS** that Confidential Exhibit “F” to the Caiger Affidavit shall be and is hereby sealed, kept confidential and shall not form part of the public record pending further Order of this Court.

17. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

18. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, including the United States Bankruptcy Court for the Southern District of Texas overseeing the Just Energy Entities’ proceedings under Chapter 15 of the Bankruptcy Code in Case No. 21-30823 (MI), or in any other foreign jurisdiction, to give effect to this Order and to assist the ResidualCos, the Just Energy Entities, the Monitor, and their respective agents in carrying out the terms of this Order. All courts, tribunals and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the ResidualCos, the Just Energy Entities and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Just Energy Entities, the ResidualCos and the Monitor and their respective agents in carrying out the terms of this Order.

  
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## **SCHEDULE “A”**

### **PARTNERSHIPS**

- JUST ENERGY ONTARIO L.P.
- JUST ENERGY MANITOBA L.P.
- JUST ENERGY (B.C.) LIMITED PARTNERSHIP
- JUST ENERGY QUÉBEC L.P.
- JUST ENERGY TRADING L.P.
- JUST ENERGY ALBERTA L.P.
- JUST GREEN L.P.
- JUST ENERGY PRAIRIES L.P.
- JEBPO SERVICES LLP
- JUST ENERGY TEXAS LP



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

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF JUST ENERGY GROUP INC., et al.

3 Nov 22

Order to go as per the draft filed and signed.  
Reasons will shortly follow.



*Ontario*  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER  
(Monitor's Enhanced Powers & Other Relief)**

**OSLER, HOSKIN & HARCOURT, LLP**  
P.O. Box 50, 1 First Canadian Place  
Toronto, ON M5X 1B8

Marc Wasserman (LSO# 44066M)  
Michael De Lellis (LSO# 48038U)  
Jeremy Dacks (LSO# 41851R)

Tel: (416) 362-2111  
Fax: (416) 862-6666

Lawyers for the Just Energy Entities