

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF SAINT JOHN

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

BETWEEN:

SKILLSOFT CANADA, LTD.

APPLICANT

-and-

SKILLSOFT CORPORATION, AMBER HOLDING INC., SUMTOTAL
SYSTEMS LLC, MINDLEADERS, INC., ACCERO, INC., CYBERSHIFT
HOLDINGS, INC., CYBERSHIFT, INC. (U.S.), POINTWELL LIMITED, SSI
INVESTMENTS I LIMITED, SSI INVESTMENTS II LIMITED, SSI
INVESTMENTS III LIMITED, SKILLSOFT LIMITED, SKILLSOFT IRELAND
LIMITED, THIRDFORCE GROUP LIMITED, SKILLSOFT U.K. LIMITED AND
SKILLSOFT CANADA, LTD.

RESPONDENTS

APPLICATION OF SKILLSOFT CANADA, LTD. UNDER SECTION 11.02 AND PART IV OF
THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

SUPPLEMENTAL FIRST REPORT OF THE
INFORMATION OFFICER RICHTER ADVISORY GROUP
INC.

JUNE 25, 2020

I. INTRODUCTION

1. The present report ("**Report**") is intended to supplement the report dated June 17, 2020 (the "**Pre-Filing Report**") prepared by Richter Advisory Group Inc. (the "**Information Officer**"), then as Proposed Information Officer in the context of the proceedings herein and should be read in conjunction therewith. This Report is subject to the Terms of Reference as found in Section III of the Pre-Filing Report. For purposes hereof, terms defined in the Pre-Filing Report identified therein and herein by the capitalization of the first letter, have the same meaning herein as therein, unless the contents or provisions hereof otherwise dictate.
2. On June 14, 2020, Skillsoft Corporation, Amber Holding Inc., SumTotal Systems LLC, MindLeaders, Inc., Accero Inc., CyberShift Holdings Inc., CyberShift Inc. (U.S.), Pointwell Limited, SSI Investments I Limited, SSI Investments II Limited, SSI Investments III Limited, Skillsoft Limited, Skillsoft Ireland Limited, ThirdForce Group Limited, Skillsoft U.K. Limited and Skillsoft Canada, Ltd. (collectively, the "**Skillsoft Group** ") each filed voluntary petitions under chapter 11 of title 11 of the United States Code (collectively, the "**Chapter 11 Proceedings**") in United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**"). In connection with the Chapter 11 Proceedings, the U.S. Court has appointed Skillsoft Canada, Ltd ("**Skillsoft Canada**") as the foreign representative of the Skillsoft Group (the "**Foreign Representative**").
3. On June 16, 2020, the U.S. Court granted the Foreign Representative Order and other First Day Orders.
4. An Initial Recognition Order and a Supplemental Order (collectively, "**Recognition Orders**") were issued by the Court of Queen's Bench of New Brunswick (the "**Canadian Court**") with effect from June 19, 2020, under Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA Recognition Proceedings**"), that, among other things: (i) recognize the Chapter 11 Proceedings as a foreign main proceeding; (ii) recognize Skillsoft Canada as the Foreign Representative of the Skillsoft Group; (iii) recognize certain First Day Orders granted by the U.S. Court in the Chapter 11 Proceedings, including the granting of the Interim DIP Order; (iv) stays claims against the Skillsoft Group, their property and their directors and officers in Canada; (v) prohibits the commencement of any proceedings in Canada absent further order of the Canadian Court; and (vi) appoints Richter Advisory Group Inc. as the Information Officer with respect to the CCAA Recognition Proceedings.
5. Pursuant to the Recognition Orders, among other things, all creditors are stayed from commencing or continuing any proceedings against, among others, the Skillsoft Group until and including June 29, 2020, or such later date as the Canadian Court may subsequently order (the "**Stay Period**").
6. The Canadian Court has scheduled a hearing on June 29, 2020, at 2:00 p.m. Atlantic Time (1:00 p.m. Eastern) to consider an extension of the Stay Period until further order of the Canadian Court.

7. The purpose of this Report is to provide the Information Officer's view and recommendation in respect of the relief being sought by the Foreign Representative, and also to provide certain updates to the Canadian Court since the commencement of the within proceedings.

II. ACTIVITIES OF THE INFORMATION OFFICER SINCE THE RECOGNITION ORDERS

8. On June 26, 2020, the Information Officer published a notice of the Chapter 11 Proceedings and the CCAA Recognition Proceedings in the Globe and Mail, National Edition and the Telegraph Journal. A second notice will be published on July 3, 2020.
9. The Information Officer has established a website at <https://www.richter.ca/insolvencycase/skillsoft-canada-ltd/> and has made available copies of the public motion materials relating to the CCAA Recognition Proceedings, the Recognition Orders and the Pre-Filing Report as well as a link to the public documents relating to the Chapter 11 Proceedings.
10. The Information Officer understands that the U.S. Court has scheduled various hearings in the Chapter 11 Proceedings for July 7, 2020, including a final hearing in respect of the DIP Facility. The Information Officer further understands that a hearing has been tentatively scheduled with this Court for July 9, 2020, to seek recognition of certain orders of the U.S. Court, including the final order approving the DIP Facility, to the extent such orders are granted by the U.S. Court at the July 7 hearing.

III. INFORMATION OFFICER'S RECOMMENDATION

11. The Information Officer is of the view that the Skillsoft Group is proceeding with diligence, good faith and proper intentions in pursuing the CCAA Recognition Proceedings. The Information Officer notes that the requested extension of the Stay Period until further order of the Canadian Court is consistent with the "automatic stay" afforded to the Skillsoft Group in the Chapter 11 Proceedings pursuant to section 362 of the United States Bankruptcy Code.
12. Accordingly, the Information Officer recommends that the Canadian Court grant an extension of the Stay Period as requested by the Foreign Representative.

All of which is respectfully submitted on this 25th day of June 2020.

Richter Advisory Group Inc.
in its capacity as Information Officer of Skillsoft
Canada, Ltd. *et al.*
and not in its personal capacity

Andrew Adessky, CPA, CA, CIRP, LIT



Olivier Benchaya, CPA, CA, CIRP, LIT


