

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

COURT OF QUEEN'S BENCH
CLERK / SAINT JOHN
REC'D REC'D
JUL 03 2020
FILED
DEPOSE
COUR DU BANC DE LA REINE
GREFFIERE SAINT-JEAN

APPLICATION OF SKILLSOFT CANADA, LTD.
UNDER SECTION 11.02 AND PART IV OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT

ORDER EXTENDING THE STAY OF PROCEEDINGS

THIS APPLICATION, made by Skillsoft Canada, Ltd. in its capacity as the foreign representative (the "**Foreign Representative**") for itself and the Respondents (collectively, the "**Chapter 11 Debtors**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record, was heard this day by the Court of Queen's Bench of New Brunswick (Trial Division), via a teleconference hearing.

ON READING the Notice of Application, the affidavit of John Frederick sworn on June 19, 2020 (the "**Frederlck Affidavit**"), the preliminary report of Richter Advisory Group Inc., in its capacity, at the time, as proposed information officer (the "**Information Officer**") dated June 17, 2020, each filed in the Court record, and the *Supplemental First Report of the Information Officer Richter Advisory Group Inc.* dated June 25, 2020,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Information Officer, counsel for an ad hoc group of first lien lenders (the "**Ad Hoc First Lien Group**"), counsel for an ad hoc group of first and second lien lenders (the "**Ad Hoc Crossholder Group**"), and upon being advised that, other than the secured creditors of the Chapter 11 Debtors and the other persons listed on the Service List filed as Schedule "A" to the Notice of Application, no other persons were served with the Notice of Application:

SERVICE

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

STAY OF PROCEEDINGS

2. THIS COURT ORDERS that (i) the stay of proceedings in respect of the Chapter 11 Debtors granted pursuant to paragraph 5 of the Initial Recognition Order (Foreign Main Proceeding) issued by this Court on June 19, 2020, and (ii) the Stay Period as defined in paragraph 6 of the Supplemental Order (Foreign Main Proceeding) issued by this Court on June 23, 2020 (effective as of June 19, 2020), shall be hereby extended until otherwise ordered by this Court.

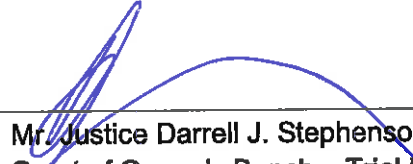
GENERAL

3. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Chapter 11 Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

4. THIS COURT ORDERS AND DECLARES that this Order shall be effective as of 12:01 a.m. ADT of the date of this Order.

5. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Chapter 11 Debtors, the Foreign Representative, the Information Officer, the Ad Hoc First Lien Group, the Ad Hoc Crossholder Group and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

DATED this 29th day of June, 2020 at Saint John, New Brunswick



Mr. Justice Darrell J. Stephenson
Court of Queen's Bench – Trial Division