

Court File No.: 31-2551574
Estate File No.: 31-2551574

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY AND INSOLVENCY)

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF WISP INTERNET SERVICES INC.,
OF THE TOWNSHIP OF SCUGOG, IN THE PROVINCE OF ONTARIO

MOTION RECORD
(returnable September 27, 2019)

Date: September 24, 2019

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Lawyers for WISP Internet Services Inc.

TO: SERVICE LIST

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(as at September 24, 2019)

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INDEX

INDEX

Document	Tab
Notice of Motion dated September 24, 2019	1
Affidavit of Christopher Doyle sworn September 24, 2019	2
Exhibit "A": WISP's Corporation Profile Report dated September 20, 2019	A
Exhibit "B": Certificate of Filing of the NOI	B
Exhibit "C": Cash Flow Statement	C
Exhibit "D": Injunction Order dated August 30, 2019	D
Exhibit "E": Spectrum Statement of Claim issued on July 19, 2019	E
Exhibit "F": Letter from Dentons to Spectrum's lawyers regarding stay of proceedings dated September 13, 2019	F
Exhibit "G": Letter from Dentons to Wayne Weisflock regarding return of seized equipment dated September 16, 2019	G
Draft Order	3

TAB 1

Court File No.: 31-2551574
Estate File No.: 31-2551574

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY AND INSOLVENCY)

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF WISP INTERNET SERVICES INC.,
OF THE TOWNSHIP OF SCUGOG, IN THE PROVINCE OF ONTARIO

NOTICE OF MOTION
(Returnable September 27, 2019)

WISP Internet Services Inc. (“WISP”) will make a motion to a judge presiding over the Ontario Superior Court of Justice (Commercial List) (the “Court”) on Friday, September 27, 2019, at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion will be heard orally.

THE MOTION IS FOR:

1. An Order, substantially in the form attached hereto at **TAB 3** of the Motion Record, for the following relief:
 - (a) abridging and validating the timing and method of service of this Notice of Motion and Motion Record so that this Motion is properly returnable on September 27, 2019, and dispensing with further service thereof;
 - (b) extending from September 28, 2019, to November 12, 2019, the time limit for Dodick Landau Inc. in its capacity as proposal trustee to file with the official receiver, on behalf of WISP, a proposal pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the “BIA”); and

2. Granting such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. WISP is a company incorporated pursuant to the laws of Ontario which carries on business providing high-speed internet services to rural communities in Ontario;
2. On August 29, 2019, WISP filed a notice of intention to make a proposal (the “NOI”) under section 50.4 of the BIA;
3. Unless extended, the time limit for WISP to make a proposal is September 28, 2019;
4. WISP is working diligently with the Proposal Trustee to analyze its restructuring options and make a viable proposal to its creditors but requires further time to do so;
5. WISP’s underlying business is valuable and has more value to creditors as a going concern than in liquidation;
6. WISP would likely be able to make a viable proposal if an extension were granted;
7. WISP has acted in good faith and with due diligence since filing the NOI;
8. No creditor would be materially prejudiced if an extension were granted; and
9. Section 50.4(9) of the BIA;
10. The *Rules of Civil Procedure* (Ontario), including Rules 1.04, 2.02, 2.03, 16.04 and 37; and,
11. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. the affidavit of Christopher Doyle sworn September 24, 2019, and the exhibits thereto;
2. the first report of the Proposal Trustee, to be filed separately; and,

3. such further and other evidence as counsel may advise and this Honourable Court may permit.

Dated: September 24, 2019

DENTONS CANADA LLP

77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON M5K 0A1

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Lawyers for WISP Internet Services Inc.

TO: THE SERVICE LIST

AND IN THE MATTER OF THE PROPOSAL OF WISP INTERNET SERVICES INC., OF THE TOWNSHIP OF SCUGOG, IN THE PROVINCE OF ONTARIO

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY & INSOLVENCY)**

PROCEEDING COMMENCED AT TORONTO

**NOTICE OF MOTION
(RETURNABLE SEPTEMBER 27, 2019)**

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

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Lawyers for WISP Internet Services Inc.

TAB 2

Court File No.: 31-2551574
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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY AND INSOLVENCY)

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF WISP INTERNET SERVICES INC.,
OF THE TOWNSHIP OF SCUGOG, IN THE PROVINCE OF ONTARIO

AFFIDAVIT OF CHRISTOPHER DOYLE
(Sworn September 24, 2019)

I, Christopher Doyle, of the community of Newtonville, in the Province of Ontario,
MAKE OATH AND SAY AS FOLLOWS:

1. I am a director of WISP Internet Services Inc. (“**WISP**”), the debtor in the within proceeding, and as such have personal knowledge of the matters deposed of in this affidavit. Where I do not have personal knowledge of the matters set out herein, I have stated the source of my information and, in all such cases, believe it to be true.

2. I swear this affidavit is support of WISP’s motion for an order extending from September 28, 2019, to November 12, 2019, the time limit for Dodick Landau Inc., in its capacity as proposal trustee (the “**Proposal Trustee**”), to file with the official receiver, on behalf of WISP, a proposal pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the “**BIA**”).

OVERVIEW OF WISP

3. WISP was incorporated on April 27, 2009, under the laws of Ontario. WISP’s registered office address is 4510 Concession Rd #5, Newtonville, Ontario, and its registered mailing address is 180 Mary Street, Suite #10, Port Perry, Ontario. I am WISP’s sole registered officer and

director. A certified copy of WISP's corporation profile report, with a currency date of September 20, 2019, is attached hereto as **Exhibit "A"**.

4. WISP is in the business of delivering high-speed internet services to rural communities in Ontario. WISP delivers its services through a network of communication towers strategically located throughout Ontario (the "**Towers**"). WISP's network currently includes approximately 89 active Towers servicing approximately 2,100 clients.

5. Most Towers are built on private lands. In a typical arrangement, WISP will enter into a written agreement (each, a "**Tower Agreement**") with a landowner which provides, among other things, that:

- (a) the landowner will pay WISP a fixed fee to build a Tower on the landowner's property;
- (b) the landowner will grant WISP an exclusive right to use the Tower (including related panels and equipment) for the purpose of delivering high-speed internet services in the area and a right to access the lands for the purpose of building and maintaining the Tower and related equipment;
- (c) WISP will build and maintain the Tower in accordance with the Tower Agreement; and
- (d) WISP will pay to the landowner a monthly rent commencing within a specified period following execution of the Tower Agreement and running for a term as set out in the Tower Agreement as well as provide free internet access to the landowner.

6. The Tower Agreements generally include a rental term of 20 years.
7. WISP is currently a party to 105 Tower Agreements. The Tower Agreements can be divided into two groups:
 - (a) Tower Agreements in respect of lands on which WISP has built a Tower (“**Built Tower Agreements**”). WISP is currently a party to 52 Built Tower Agreements; and
 - (b) Tower Agreements in respect of lands on which WISP has not built a Tower (“**Unbuilt Tower Agreements**”). WISP is currently a party to 53 Unbuilt Tower Agreements.
8. WISP has ongoing rental obligations under both the Built Tower Agreements and the Unbuilt Tower Agreements.
9. In addition to the Towers that are subject to Tower Agreements, WISP’s network includes a further 34 or so Towers that are either owned by WISP, with WISP paying rent to the landowners under lease agreements, or are owned by other parties, with WISP renting space on the Tower.

CAUSES OF WISP’S INSOLVENCY

Storm Damage

10. In the spring of 2018, a series of storms caused significant damage to many of WISP’s Towers, panels and equipment, resulting in nearly 75% of WISP’s network temporarily going offline. The total cost of the damage was in the range of \$1.5 - \$2 million.

11. WISP made an insurance claim in respect of the storm damage but, to date, has only received approximately \$175,000 in insurance proceeds. As a result, WISP incurred significant debt in repairing and bringing its network back online.

12. Further, in the aftermath of the network outage, WISP lost nearly 25% of its customer base. This loss of revenue, combined with the increased debt load, caused serious cash-flow problems for WISP which continue to today.

High Tower Rent

13. As of August 29, 2019, WISP's monthly revenues were approximately \$200,000 and its monthly expenses were approximately \$240,000.

14. WISP's largest monthly expense is in respect of rental payments owing under the Tower Agreements. Under the present arrangements, WISP's customer base and revenue stream are not sufficient to support its rental obligations under the Tower Agreements.

15. These problems are compounded by WISP's obligations under the Unbuilt Tower Agreements. As indicated above, WISP owes monthly rent to landowners but does not derive the benefit of a revenue-generating Tower under the Unbuilt Tower Agreements. Further, in its present financial circumstances, WISP does not have sufficient cash to fund the construction of additional Towers.

CRA Account Freeze and Other Creditors

16. In addition to the above issues, WISP is dealing with a deemed trust claim by the Canada Revenue Agency (the "CRA") in the amount of \$289,731, which resulted in the CRA freezing

WISP's bank account on or about May 22, 2019, and claims by WISP's trades and other unsecured creditors in the amount of \$3,682,234.

THE NOI

17. On August 29, 2019, after consulting with the Proposal Trustee regarding its financial troubles, WISP filed a Notice of Intention to Make a Proposal (the "NOI") under section 50.4 of the BIA. A copy of the Certificate of Filing of the NOI is attached hereto and marked as **Exhibit "B"**.

EXTENSION OF TIME TO FILE A PROPOSAL

18. Since filing the NOI, WISP has actively worked with the Proposal Trustee to prepare and put forward a viable proposal to its creditors. This process has included a review of WISP's operations, debts, liabilities and contractual obligations, including under the Tower Agreements.

19. This task has been relatively complex and time consuming and, despite WISP's good faith and due diligence, could not be completed within 30 days following the filing of the NOI. I believe that a proposal could be ready for filing by November 12, 2019.

20. I believe that WISP will likely be able to make a viable proposal to its creditors for the following reasons:

- (a) WISP's core business is providing high-speed internet to rural markets that might not otherwise have access to such a service. I believe that demand for reliable high-speed internet in rural areas will continue to grow in the coming years;

- (b) WISP has an established and fully functional network of Towers in place and has an exclusive right to use the Towers for the provision of internet services;
- (c) WISP has a knowledgeable and experienced team of employees, management, suppliers and contractors capable of delivering all aspects of high speed internet delivery, from Tower construction through to technical support to end users; and
- (d) WISP has a sizable customer base providing a reliable stream of revenue and strong potential for growth in rural markets across Ontario and Canada.

21. I believe that a restructuring of the Tower Agreements to bring the rents in line with market rates will allow WISP's revenue to exceed its going concern expenses and allow WISP to become solvent in the normal course of business.

22. I accordingly believe that the NOI process and ensuing proposal to creditors will allow WISP to remain a going concern, to the benefit of all of its stakeholders, including employees, creditors and shareholders, and that its prospects through continued operation will likely afford greater recovery to creditors than in a liquidation scenario.

CASH FLOW STATEMENT

23. In the days following the filing of the NOI, WISP worked with the Proposal Trustee to prepare a prospective 13-week cash flow statement for WISP for the period of August 29, 2019, to November 30, 2019 (the "**Cash Flow Statement**"). A copy of the Cash Flow Statement is attached hereto and marked as **Exhibit "C"**.

24. Based on the projections set out in the Cash Flow Statement, I believe that WISP will have sufficient liquidity to fund its operations and the NOI proceeding through the proposed extension period, under the assumption that existing tower rent will not have to be paid until after a proposal is approved by the creditors and the court. Currently, WISP does not have sufficient cash flow to pay tower rent at the current rental rates.

OTHER ISSUES

Legal Proceedings

25. At present, I am aware of two legal proceedings commenced against WISP.

26. The first proceeding was an application brought by Janet Irven, Robert Irven, Patricia Irven, Paula Weisflock, William Weisflock, Howard Valensky and Wayne Weisflock for an injunction enjoining and retraining WISP from selling its customer lists or destroying its assets for a period of 10 days (the “**Injunction Proceeding**”). The plaintiffs in the Injunction Proceeding are all creditors of WISP.

27. I became aware of the Injunction Proceeding on August 30, 2019 when I received a copy of a court order dated August 30, 2019, granting the requested injunction on an interim basis until a hearing date returnable the following week (the “**Injunction Order**”). A copy of the Injunction Order is attached hereto and marked as **Exhibit “D”**.

28. Following receipt of the Injunction Order, WISP’s lawyers, Dentons Canada LLP (“**Dentons**”), wrote to counsel for the plaintiffs in the Injunction Proceeding advising them of the NOI and the stay of proceedings against WISP. I am advised by Mark Freake of Dentons that the

plaintiffs have since vacated their motion to extend the injunction and have not taken any further steps in the Injunction Proceeding.

29. The second legal proceeding is an action that Spectrum Telecom Group Ltd. (“**Spectrum**”) commenced against WISP claiming \$47,946.11 in relation to allegedly unpaid construction invoices. The Statement of Claim in this matter was issued on July 19, 2019, but was not served on me until September 11, 2019. A copy of Spectrum’s Statement of Claim is attached hereto and marked as **Exhibit “E”**.

30. On September 13, 2019, Dentons, on behalf of WISP, wrote to Spectrum’s lawyers regarding the stay of proceedings against WISP, a copy of which is attached hereto and marked as **Exhibit “F”**. I am not aware of any response by Spectrum or its lawyers to Dentons’ letter.

Seizure of Heavy Equipment by Wayne Weisflock

31. Wayne Weisflock (“**Wayne**”) is one of WISP’s tower construction contractors. As indicated above, Wayne is also a creditor of WISP and a plaintiff in the Injunction Proceeding.

32. Wayne has been building Towers for WISP since 2018. During this time, WISP has allowed Wayne to use its heavy equipment, including its Toolkat and Mini-Excavator (the “**Seized Equipment**”), in carrying out his duties.

33. Wayne stopped building Towers for WISP in about August 2019. Since that time, I have been asking Wayne to return the Seized Equipment to WISP so that WISP can use it in the ordinary course of business. Wayne has repeatedly refused to return the Seized Equipment and is claiming that he bought it from WISP in April 2019.

34. This is absolutely untrue. WISP has never sold the Seized Equipment to Wayne.

35. On September 16, 2019, Dentons, on behalf of WISP, wrote to Wayne requesting that he immediately return the Seized Equipment. A copy of Dentons' letter is attached hereto and marked as **Exhibit "G"**.

36. To date, Wayne has still not returned the Seized Equipment. If this matter is not consensually resolved in the near future, WISP intends to bring a further motion for an order directing Wayne to return the Seized Equipment.

CONCLUSION

37. I make this affidavit support of the within extension motion and for no other or improper purpose.

SWORN BEFORE ME in the City of Toronto, in the Province of Ontario, this 24th day of September, 2019.


A Commissioner for Taking Affidavits.




CHRISTOPHER DOYLE

TAB A

THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF CHRISTOPHER DOYLE SWORN
BEFORE ME THIS 24th DAY OF SEPTEMBER,
2019.



A Commissioner for Taking Affidavits, etc.

Request ID: 023611507
Transaction ID: 73113514
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2019/09/20
Time Report Produced: 15:12:28
Page: 1

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date		
2204556	WISP INTERNET SERVICES INC.	2009/04/27		
		Jurisdiction		
		ONTARIO		
Corporation Type	Corporation Status	Former Jurisdiction		
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE		
Registered Office Address	Date Amalgamated	Amalgamation Ind.		
4510 CONCESSION RD #5	NOT APPLICABLE	NOT APPLICABLE		
	New Amal. Number	Notice Date		
NEWTONVILLE	NOT APPLICABLE	NOT APPLICABLE		
ONTARIO				
CANADA L0A 1J0		Letter Date		
		NOT APPLICABLE		
Mailing Address	Revival Date	Continuation Date		
WISP INTERNET SERVICES INC.	NOT APPLICABLE	NOT APPLICABLE		
180 MARY STREET				
	Transferred Out Date	Cancel/Inactive Date		
Suite # 10	NOT APPLICABLE	NOT APPLICABLE		
PORT PERRY				
ONTARIO				
CANADA L9L 1C4		EP Licence Eff.Date		
		NOT APPLICABLE		
		EP Licence Term.Date		
		NOT APPLICABLE		
	Number of Directors	Date Commenced		
	Minimum	Maximum	in Ontario	Date Ceased
	00001	00010	in Ontario	NOT APPLICABLE
			NOT APPLICABLE	NOT APPLICABLE
Activity Classification				
NOT AVAILABLE				

Request ID: 023611507
Transaction ID: 73113514
Category ID: (C)CC/E

Province of Ontario
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Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2204556	WISP INTERNET SERVICES INC.

Corporate Name History	Effective Date
WISP INTERNET SERVICES INC.	2009/04/27

Current Business Name(s) Exist:	NO
Expired Business Name(s) Exist:	NO

Administrator: Name (Individual / Corporation)	Address
CHRIS DOYLE	4510 CONCESSION ROAD 5 NEWTONVILLE ONTARIO CANADA L0A 1J0

Date Began	First Director	Resident Canadian
2009/04/27	NOT APPLICABLE	
Designation	Officer Type	
DIRECTOR		Y

Request ID: 023611507
Transaction ID: 73113514
Category ID: (C)CC/E

Province of Ontario
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Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2204556	WISP INTERNET SERVICES INC.

Administrator: Name (Individual / Corporation)	Address
CHRIS DOYLE	4510 CONCESSION ROAD 5 NEWTONVILLE ONTARIO CANADA LOA 1J0

Date Began	First Director	
2009/04/27	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	PRESIDENT	Y

Administrator: Name (Individual / Corporation)	Address
CHRIS DOYLE	4510 CONCESSION ROAD 5 NEWTONVILLE ONTARIO CANADA LOA 1J0

Date Began	First Director	
2009/04/27	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	SECRETARY	Y


Request ID: 023611507
Transaction ID: 73113514
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

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Page: 4

18

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Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	
2204556	WISP INTERNET SERVICES INC.	
Administrator: Name (Individual / Corporation)	Address	
CHRIS DOYLE	4510 CONCESSION ROAD 5 NEWTONVILLE ONTARIO CANADA L0A 1J0	
Date Began	First Director	
2009/04/27	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	CHIEF INFO OFFICER	Y

Request ID: 023611507
Transaction ID: 73113514
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Province of Ontario
Ministry of Government Services

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Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2204556

WISP INTERNET SERVICES INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	CHANGE NOTICE	1	2019/07/15 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this certified report in electronic form is authorized by the Ministry of Government Services.

TAB B

THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF CHRISTOPHER DOYLE SWORN
BEFORE ME THIS 24th DAY OF SEPTEMBER,
2019.



A Commissioner for Taking Affidavits, etc.



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Toronto
Court No. 31-2551574
Estate No. 31-2551574

In the Matter of the Notice of Intention to make a
proposal of:

Wisp Internet Services Inc.
Insolvent Person

DODICK LANDAU INC.
Licensed Insolvency Trustee

Date of the Notice of Intention: August 29, 2019

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 29, 2019, 14:31

E-File/Dépôt Electronique


Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902

Canada

TAB C

THIS IS EXHIBIT "C" REFERRED TO IN THE
AFFIDAVIT OF CHRISTOPHER DOYLE SWORN
BEFORE ME THIS 24th DAY OF SEPTEMBER,
2019.


A Commissioner for Taking Affidavits, etc.

WISP Internet Services Inc.
Weekly Cash Flow Forecast
For the period from August 29, 2019 to November 30, 2019

Week Ending	Notes	Aug-29-19 to 7-Sep-19	14-Sep-19	21-Sep-19	28-Sep-19	05-Oct-19	12-Oct-19	19-Oct-19	26-Oct-19	02-Nov-19	09-Nov-19	16-Nov-19	23-Nov-19	30-Nov-19	TOTAL
Receipts															
Recurring Revenue	2	45,884	45,884	45,884	45,884	48,131	48,280	48,429	48,578	48,727	48,876	49,025	49,174	49,323	622,080
Non recurring Revenue	3	13,052	7,289	7,289	7,289	13,052	7,289	7,289	7,289	13,052	7,289	7,289	7,289	7,289	112,040
Total Receipts		58,936	53,173	53,173	53,173	61,183	55,569	55,718	55,867	61,778	56,164	56,313	56,462	56,611	734,119
Disbursements															
Direct Cost of sales	4	15,405	12,580	12,580	12,580	15,405	12,580	12,580	12,580	15,405	12,580	12,580	12,580	12,580	172,014
Indirect Cost of sales	5	10,355	14,570	7,240	12,599	10,419	14,630	7,304	12,666	10,279	14,830	7,319	12,681	5,685	140,578
Payroll	6	12,857	9,252	9,252	9,252	12,857	9,252	20,719	9,252	12,857	9,252	22,667	9,252	9,252	155,970
Occupancy Costs	7	5,855	1,000	3,500	1,000	5,705	250	2,750	250	5,705	250	2,750	250	250	29,515
G&A Expenses	8	800	2,050	50	2,050	800	2,050	50	2,050	9,929	3,050	50	50	13,553	36,531
Total Disbursements		45,272	39,452	32,622	37,481	45,185	38,762	43,403	36,798	54,174	39,962	45,366	34,813	41,319	534,609
Net Cash flow from Operations		13,664	13,721	20,551	15,692	15,997	16,807	12,315	19,068	7,605	16,203	10,948	21,649	15,292	199,510
Bank Balance															
Opening Cash Balance		7,076	20,740	34,460	55,011	70,703	86,700	103,507	115,821	134,890	142,494	158,697	169,645	191,294	7,076
Add: Net Cash Flow from Operations		13,664	13,721	20,551	15,692	15,997	16,807	12,315	19,068	7,605	16,203	10,948	21,649	15,292	199,510
Closing Cash Balance from Operations		20,740	34,460	55,011	70,703	86,700	103,507	115,821	134,890	142,494	158,697	169,645	191,294	206,586	206,586
Less: Restructuring Professional Fees & Disbursements	9	5,000	6,500	10,000	10,000	6,500	5,000	10,000	5,000	6,500	5,000	15,000	5,000	-	89,500
Closing Cash Balance		15,740	22,960	33,511	39,203	48,700	60,507	62,821	76,890	77,994	89,197	85,145	101,794	117,086	117,086

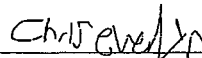
This statement of forecast cash flow of WISP Internet Services Inc. is prepared in accordance with section 50.4 (2) of the Bankruptcy and Insolvency Act and should be read in conjunction with the accompanying notes and Trustee's report on cash flow statement dated this the 6th day of September, 2019.

Dodick Landau Inc.



Per: _____
 Rahn Dodick, CPA, CA, CIRP, LIT

WISP Internet Services Inc.



Per: _____
 Chris Evelyn
 President

WISP Internet Services Inc. (“WISP” or the “Company”)
Major Assumptions
Cash Flow Forecast
For the Period August 29, 2019 to November 30, 2019 (the “Period”)

1. WISP’s financial projections have been prepared for the purpose of meeting the requirements of the Bankruptcy and Insolvency Act. The Projection is based on the hypotheses that WISP will continue operations in the normal course and will generate sufficient cash flow to meet its ongoing operational needs.

Receipts:

2. Wisp sells high-speed internet access to rural Ontario residents. Wisp’s recurring revenue projections for the purposes of this cash flow are based on the Company’s existing number of internet subscribers at the average monthly billing per customer. A price increase for older subscribers, which goes into effect at the beginning of October, 2019, has been incorporated as well. The cash flow forecast assumes that the Company will add new subscribers each week based on its historic growth patterns. Recurring revenue also includes receipts from customers who pay a monthly rental fee for their internet equipment.
3. Non recurring revenue projections includes one-time payments by new subscribers who elect to purchase their internet equipment rather than pay the monthly rental fee noted above, as well as forecast receipts for special customer installations which are at times required by new subscribers in order to be able to receive internet into their homes.

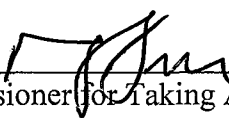
Disbursements:

4. Direct cost of sales includes the hardware cost associated with the installation of internet into the homes of new subscribers as well as the cost special customer installations as required by new subscribers. Installation costs are forecast based on the Company’s historical installation costs. Also included in direct cost of sales is the cost of the Company’s primary internet feed, which it purchases from a master distributor. Lastly, included in this line item are regular purchases of hardware for subscribers who opt to rent their equipment rather than buy it.
5. Indirect cost of sales includes merchant fees for processing customer credit card payments, the Company’s customer management software, a bi-weekly payment for the Company’s help desk and sales support team, vehicle expenses, equipment lease costs and other rental costs. Tower rental costs are not included in this cash flow as the new restructured tower rental payments are forecast to start after the proposal is approved by the creditors and the Court which is outside the cash flow forecast period.
6. Payroll includes amounts for salaried and hourly employees who are paid weekly. Other payroll costs include source deduction remittances to Canada Revenue Agency (“CRA”) by the 15th of the following month, employee benefits and WSIB payments in the Period.

7. Occupancy expenses include WISP's insurance costs, utilities and office rents.
8. General and administrative expense include general office expenses, book keeping costs, and monthly HST remittances to CRA.
9. Professional fees include fees for the Company's legal counsel, the Proposal Trustee and its legal counsel for the Period.
10. The opening cash balance as of August 29, 2019 is \$7,076.

TAB D

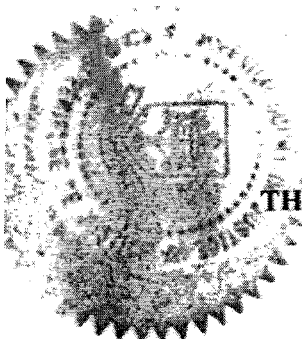
THIS IS EXHIBIT "D" REFERRED TO IN THE
AFFIDAVIT OF CHRISTOPHER DOYLE SWORN
BEFORE ME THIS 24th DAY OF SEPTEMBER,
2019.



A Commissioner for Taking Affidavits, etc.

Court File No.: 2498/19

ONTARIO
SUPERIOR COURT OF JUSTICE



THE HONOURABLE)
JUSTICE)
J. SPEYER)
)

FRIDAY, THE 30TH
DAY OF AUGUST, 2019

BETWEEN:

JANET IRVEN, ROBERT IRVEN, PATRICIA IRVEN, PAULA WEISFLOCK,
WILLIAM WEISFLOCK, HOWARD VALENSKY, and WAYNE WEISFLOCK

Plaintiffs

-and-

WISP INTERNET SERVICES INC. and PATRICK CHRISTOPHER DOYLE, (A.K.A.
CHRIS EVELYN)

Defendants

ORDER

THIS MOTION, made by the Plaintiffs, for an interim injunction enjoining the Defendants from soliciting or selling WISP Internet Services Inc.'s customer list or otherwise depleting or destroying the assets of WISP Internet Services Inc., was heard this day on the 30th of August, 2019 at 150 Bond Street East, Oshawa, Ontario L1G 0A2.

ON READING the Motion Record, including the Affidavits of Janet Irvén, Robert Irvén, Patricia Irvén, Paula Weisflock, William Weisflock, Howard Valensky, and Wayne Weisflock, and on reading the supplemental Affidavits of Janet Irvén, Robert Irvén, Patricia Irvén, Paula Weisflock, William Weisflock, Howard Valensky, and Wayne Weisflock, and on hearing the submissions

of, Jessie Dobson, appearing in person and acting as agent on behalf of the solicitor for the Plaintiffs, Katrina M. Anders,

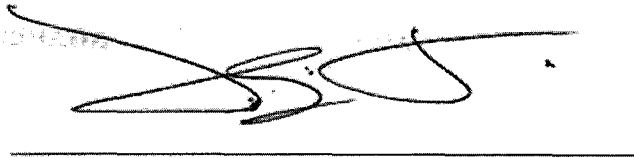
1. THIS COURT HEREBY ORDERS that the Defendants are hereby immediately enjoined and restrained from soliciting or otherwise attempting to sell or transfer the customer list of WISP Internet Services Inc. for a period of no longer than ten (10) days.
2. THIS COURT ORDERS that the Defendants are hereby immediately enjoined and restrained from taking any action that may deplete or otherwise destroy or render useless any assets of WISP Internet Services Inc., including, but not limited to, the telecommunications towers subject to the parties Investment Security Agreements for a period of no longer than ten (10) days;

3. THIS COURT ORDERS that the ^{motion is adjourned to Friday, September 6, 2019, at} Plaintiffs may file a motion to extend this injunction, in ~~writing, without notice to the Defendants; and~~ ^{which time any motion by the plaintiffs to extend the injunction may be made, or notice to the defendants, which notice shall be served no later than Tuesday, September 3, 2019.}
4. THIS COURT ORDERS that there shall be no costs awarded on this Motion.

ENTERED AT OSHAWA

on AUG 30/19

by *AK*



TAB E

THIS IS EXHIBIT "E" REFERRED TO IN THE
AFFIDAVIT OF CHRISTOPHER DOYLE SWORN
BEFORE ME THIS 24th DAY OF SEPTEMBER,
2019.


A Commissioner for Taking Affidavits, etc.

Court File No.

CV-19-00008542-008F

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

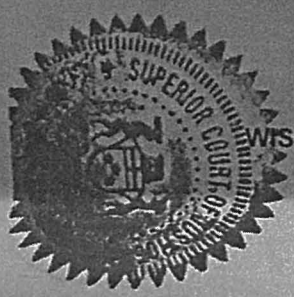
SPECTRUM TELECOM GROUP LTD.

Plaintiff

and

WISP INTERNET SERVICES INC., ALSO KNOWN AS WISP INTERNET SOLUTIONS INC.,
and CHRIS DOYLE

Defendants



STATEMENT OF CLAIM

TO THE DEFENDANT

A LEGAL PROCEEDING HAS BEEN COMMENCED AGAINST YOU by the Plaintiff. The claim made against you is set out in the following pages.

IF YOU WISH TO DEFEND THIS PROCEEDING, you or an Ontario lawyer acting for you must prepare a Statement of Defence in Form 18A prescribed by the Rules of Civil Procedure, serve it on the Plaintiff's lawyer or, where the Plaintiff does not have a lawyer, serve it on the Plaintiff, and file it, with proof of service in this court office, WITHIN TWENTY DAYS after this Statement of Claim is served on you, if you are served in Ontario.

If you are served in another province or territory of Canada or in the United States of America, the period for serving and filing your Statement of Defence is forty days. If you are served outside Canada and the United States of America, the period is sixty days.

Instead of serving and filing a Statement of Defence, you may serve and file a Notice of Intent to Defend in Form 18B prescribed by the Rules of Civil Procedure. This will entitle you to ten more days within which to serve and file your Statement of Defence.

IF YOU FAIL TO DEFEND THIS PROCEEDING, JUDGMENT MAY BE GIVEN AGAINST YOU IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO DEFEND THIS PROCEEDING BUT ARE UNABLE TO PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.

IF YOU PAY THE PLAINTIFF'S CLAIM, and \$1,500 for costs, within the time for serving and filing your Statement of Defence you may move to have this proceeding dismissed by the Court. If you believe the amount claimed for costs is excessive, you may pay the Plaintiff's claim and \$400 for costs and have the costs assessed by the Court.

-2-

TAKE NOTICE: THIS ACTION WILL AUTOMATICALLY BE DISMISSED if it has not been set down for trial or terminated by any means within five years after the action was commenced unless otherwise ordered by the court.

Date JUL 19 2019

Issued by Kyla White
Local Registrar

Address of court office: 155 Elm Street
Sudbury, Ontario P3C 1T9

TO: WISP Internet Services Inc.
68 King Street East, Unit C1
Bowmanville, Ontario L1C 3X2

AND TO: Chris Doyle
4510 Concession 5
Newtonville, Ontario L0A 1J0

THIS ACTION IS BROUGHT AGAINST YOU UNDER THE SIMPLIFIED PROCEDURE PROVIDED IN RULE 76 OF THE RULES OF CIVIL PROCEDURE.

CLAIM

- 1. The Plaintiff claims: *(State here the precise relief claimed.)*
 - (a) the sum of FORTY SEVEN THOUSAND NINE HUNDRED AND FORTY SIX DOLLARS AND ELEVEN CENTS (\$47,946.11);
 - (b) prejudgment interest in accordance with the agreement between the parties at the rate of 18% per annum;
 - (c) postjudgment interest in accordance with section 129 of the Courts of Justice Act, R.S.O. 1990, c. C.43, as amended;
 - (d) the costs of this proceeding, plus all applicable taxes; and
 - (e) such further and other relief as this Honourable Court may deem just.

2. The Plaintiff, Spectrum Telecom Group Ltd., is a corporation incorporated pursuant to the laws of the Province of Ontario, with its head office located in the City of Greater Sudbury, in the Province of Ontario, performing work as a wireless solutions company.

3. The Defendant, WISP Internet Services Inc., also known as WISP Internet Solutions Inc., ("WISP") is a corporation incorporated pursuant to the laws of the Province of Ontario, with its office located in Newtonville, in the Province of Ontario, providing internet related services.

The Defendant, Chris Doyle ("Doyle") is the President and sole Director of WISP Internet Services Inc., residing in the town of Newtonville, in the Province of Ontario.

5. The Defendants contracted with the Plaintiff wherein the Plaintiff would provide labour at various tower sites in Ontario, in exchange for payment by the Defendants of all invoices related thereto.
6. Between the period of April 30, 2018 and June 25, 2018, eleven invoices were issued by the Plaintiff to the Defendants, totalling the amount of \$47,946.11.
7. The Plaintiff made repeated requests for payment of the monies due and owing, and states that the Defendants have failed or refused to pay the monies owed to the Plaintiff, in breach of their agreement.
8. The Plaintiff states that WISP was at all material times an owner of the various tower sites or contractor with respect to the services and materials provided by the Plaintiff at the various tower sites.
9. The Plaintiff pleads that all amounts received or yet to be received by WISP in relation to the work performed at the various tower sites constitute a trust fund for the benefit of the Plaintiff, and that WISP breached the trust by,
 - (a) Failing to deposit the trust funds into a bank account in the trustee's name;
 - (b) Failing to maintain records respecting the trust funds detailing amounts received and paid out of the funds, and any transfers made for the purposes of the trust;
 - (c) Misappropriating or converting the trust funds or any part thereof to a use inconsistent with the trust; or
 - (d) Any other breach of trust the particulars of which are not yet known,

or any combination of the above breaches of the trust, and is therefore liable in breach of trust for the amounts owing to the Plaintiff, as invoiced, plus interest.

10. The Plaintiff pleads that Doyle is an officer of WISP or a director of WISP or had effective control of the relevant activities of WISP, or a combination thereof, and assented to or acquiesced in conduct known or reasonably known to him to amount to a breach or breaches of trust by the corporation and is therefore personally liable for said breach or breaches.
11. The Plaintiff pleads and relies on the provisions of the *Construction Act*, R.S.O. 1990, c. C.30, as amended.
12. The Plaintiff's claim against the Defendants is for the value of goods and labour provided to the Defendants, along with pre and post judgment interest, its costs and such further and other relief as this Honourable Court deems just.
13. The Plaintiff requests that this action be tried at the City of Greater Sudbury.

¹⁹
July 18, 2019

CONROY SCOTT LLP
Barristers & Solicitors
164 Elm Street
Sudbury, Ontario P3C 1T7

ADAM T CASTONGUAY
LSO# 75902G
adam@conroyscott.ca
Tel: 705-674-6441
Fax: 705-673-9567

Lawyers for the Plaintiff

RCP-E 14A (June 9, 2014)

SPECTRUM TELECOM GROUP LTD.
Plaintiff

-and-

WISP INTERNET SERVICES INC. ET AL.
Defendants
Court File No.

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT
SUDBURY

STATEMENT OF CLAIM

CONROY SCOTT LLP
Barristers & Solicitors
164 Elm Street
Sudbury, Ontario P3C 1T7

ADAM T CASTONGUAY
LSO# 75902G
adam@conroyscott.ca
Tel: 705-674-6441
Fax: 705-673-9567

Lawyers for the Plaintiff

File Number: 79136

RCP-E 4C (May 1, 2016)

TAB F

THIS IS EXHIBIT "F" REFERRED TO IN THE
AFFIDAVIT OF CHRISTOPHER DOYLE SWORN
BEFORE ME THIS 24th DAY OF SEPTEMBER,
2019.



A Commissioner for Taking Affidavits, etc.

September 16, 2019

File No.: 579598-1

SENT VIA E-MAIL: adam@conroyscott.ca

Conroy Scott LLP
Barristers & Solicitors
164 Elm Street
Sudbury ON P3C 1T7

Attention: Adam T. Castonguay

Dear Mr. Castonguay:

**RE: Spectrum Telecom Group Ltd. v. WISP Internet Services Inc., also known as WISP Internet Solutions Inc., and Chris Doyle
Court File No. CV-19-00008542-00SR (the "Action")
Your File No.: 79136**

We are counsel to WISP Internet Services Inc. ("**WISP**") in connection with the above-noted matter.

We understand that Spectrum Telecom Group Ltd. ("**Spectrum**") recently served WISP and Mr. Doyle with a statement of claim issued July 19, 2019 in the Action (the "**Statement of Claim**"). As you may be aware, on August 29, 2019, WISP filed a Notice of Intention (the "**NOI**") to make a proposal under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"). A copy of the certificate of filing of the NOI is enclosed for your reference.

Pursuant to subsection 69(1) of the BIA, all proceedings against WISP are stayed as of August 29, 2019 (the "**Stay of Proceedings**"). The Stay of Proceedings includes all unsecured claims by WISP's creditors existing on or prior to August 29, 2019, including the claims asserted by Spectrum against WISP in the Statement of Claim. We trust that Spectrum will refrain from taking any further steps in the Action while the Stay of Proceedings is in effect.

While we do not represent Mr. Doyle personally, given that the claim against him is predicated on WISP's conduct, we would respectfully suggest that Spectrum also hold off on taking any steps against Mr. Doyle while WISP formulates and finalizes its proposal.

If you have any questions or concerns regarding the foregoing, please contact the undersigned.

Yours truly,
Dentons Canada LLP



Mark A. Freake
Senior Associate

Enclosure (1)



Industry Canada

Office of the Superintendent
of Bankruptcy Canada

Industrie Canada

Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Toronto
Court No. 31-2551574
Estate No. 31-2551574

In the Matter of the Notice of Intention to make a
proposal of:

Wisp Internet Services Inc.

Insolvent Person

DODICK LANDAU INC.

Licensed Insolvency Trustee

Date of the Notice of Intention: August 29, 2019

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 29, 2019, 14:31

E-File/Dépôt Electronique

Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902

TAB G

THIS IS EXHIBIT "G" REFERRED TO IN THE
AFFIDAVIT OF CHRISTOPHER DOYLE SWORN
BEFORE ME THIS 24th DAY OF SEPTEMBER,
2019.


A Commissioner for Taking Affidavits, etc.

September 16, 2019

File No.: 579598-1

SENT VIA E-MAIL

Wayne Weisflock
Tel: 905-213-8424
Email: wweisflock@gmail.com

Dear Mr. Weisflock:

RE: In the Matter of the Notice of Intention to make a proposal of WISP Internet Services Inc.

We are counsel to WISP Internet Services Inc. ("WISP") in connection with the above-noted matter. As you are aware, on August 29, 2019, WISP filed a Notice of Intention (the "NOI") to make a proposal under subsection 50.4(1) of the *Bankruptcy and Insolvency Act* (Canada) (the "BIA"). We understand that you are currently in possession of certain heavy equipment, including a Toolcat and Mini-Excavator (the "Equipment"), belonging to WISP and have refused to return such Equipment to WISP.

Pursuant to subsection 69(1) of the BIA, all proceedings and remedies against WISP are stayed as of August 29, 2019, including all remedies by WISP's creditors in respect of WISP or WISP's property (the "Stay of Proceedings"). We understand that you are asserting a claim against WISP for unpaid contract work relating to the construction of towers (the "Claim") and are purporting to set off the value of the Equipment against the Claim.

Your seizure of the Equipment and attempted set off are blatant violations of the Stay of Proceedings. On behalf of WISP, we hereby require that you immediately return the Equipment to WISP. If the Equipment is not returned by **5:00 p.m. on Tuesday, September 17, 2019**, WISP will bring an urgent motion to court for an order enforcing the Stay of Proceedings. If such a motion is necessary, WISP will seek full indemnity from you of its legal costs in bringing the motion, together with any damages incurred by WISP as a result of your unlawful seizure of the Equipment (this could include, but not be limited, to the costs of renting replacement equipment).

We trust that you will return the Equipment to WISP without delay and that no further action on our part will be necessary. If you have any questions regarding the foregoing, please contact the undersigned.

Yours truly,
Dentons Canada LLP



Mark A. Freake
Senior Associate

Cc: WISP Internet Services Inc. – Chris Evelyn
Dodick Landau Inc. – Rahn Dodick
Kenneth Kraft



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Toronto
Court No. 31-2551574
Estate No. 31-2551574

In the Matter of the Notice of Intention to make a
proposal of:

Wisp Internet Services Inc.
Insolvent Person

DODICK LANDAU INC.
Licensed Insolvency Trustee

Date of the Notice of Intention: August 29, 2019

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 29, 2019, 14:31

E-File/Dépôt Electronique

Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902

Canada

**IN THE MATTER OF THE PROPOSAL OF WISP INTERNET SERVICES INC., OF THE TOWNSHIP OF SCUGOG, IN THE
PROVINCE OF ONTARIO**

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY & INSOLVENCY)**

PROCEEDING COMMENCED AT TORONTO

**AFFIDAVIT OF CHRISTOPHER DOYLE
(SWORN SEPTEMBER 24, 2019)**

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

Kenneth Kraft (LSO # 31919P)
Tel: (416) 863-4374
Fax: (416) 863-4592
kenneth.kraft@dentons.com

Mark Freake (LSO # 63656H)
Tel: (416) 863-4456
mark.freake@dentons.com

Lawyers for WISP Internet Services Inc.

TAB 3

Court File No.: 31-2551574
Estate File No.: 31-2551574

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY AND INSOLVENCY)

THE HONOURABLE)	FRIDAY, THE 27TH
)	
JUSTICE)	DAY OF SEPTEMBER, 2019

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF WISP INTERNET SERVICES INC.,
OF THE TOWNSHIP OF SCUGOG, IN THE PROVINCE OF ONTARIO

ORDER

THIS MOTION, made by WISP Internet Services Inc. (“WISP”), for an Order extending the time limit for Dodick Landau Inc. in its capacity as proposal trustee (in such capacity, the “**Proposal Trustee**”) to file with the official receiver, on behalf of WISP, a proposal pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the “**BIA**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Christopher Doyle, sworn September 24, 2019, and the First Report of the Proposal Trustee, dated September [24], 2019, and on hearing the submissions of counsel for WISP and counsel for the Proposal Trustee, no other party appearing although duly served as appears from the affidavit of service of Amanda Campbell sworn September 24, 2019, filed:

SERVICE

1. **THIS COURT ORDERS** that the timing and method of service of the Notice of Motion and Motion Record be and is hereby abridged and validated and this Motion is properly

returnable today.

EXTENSION OF TIME TO FILE A PROPOSAL

2. **THIS COURT ORDERS** that, pursuant to section 50.4(9) of the BIA, the period within which WISP may file a proposal is hereby extended to November 12, 2019.

GENERAL

3. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL ‘<@>’.

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist WISP and the Proposal Trustee and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to WISP and the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist WISP and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

IN THE MATTER OF THE PROPOSAL OF WISP INTERNET SERVICES INC., OF THE TOWNSHIP OF SCUGOG, IN THE PROVINCE OF ONTARIO

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY & INSOLVENCY)**

PROCEEDING COMMENCED AT TORONTO

ORDER

DENTONS CANADA LLP

77 King Street West, Suite 400

Toronto-Dominion Centre

Toronto, Ontario M5K 0A1

Kenneth Kraft (LSO # 31919P)

Tel: (416) 863-4374

Fax: (416) 863-4592

kenneth.kraft@dentons.com

Mark Freake (LSO # 63656H)

Tel: (416) 863-4456

mark.freake@dentons.com

Lawyers for WISP Internet Services Inc.

Court File No.: 31-2551574

Estate File No.: 31-2551574

AND IN THE MATTER OF THE PROPOSAL OF WISP INTERNET SERVICES INC., OF THE TOWNSHIP OF SCUGOG, IN THE PROVINCE OF ONTARIO

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY & INSOLVENCY)**

PROCEEDING COMMENCED AT TORONTO

**MOTION RECORD
(returnable September 27, 2019)**

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