



No. VLC-S-B-200297  
Province of British Columbia  
Bankruptcy Division  
Vancouver Registry  
Estate No. 11-2651572

**IN THE SUPREME COURT OF BRITISH COLUMBIA  
IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF THE NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF LEFT TECHNOLOGIES INC.

**NOTICE OF APPLICATION**

**Names of applicant:** Left Technologies Inc. (“**Technologies**” or the “**Applicant**”)

To: The Bowra Group Inc. (the “**Proposal Trustee**”)

TAKE NOTICE that an application will be made by the Applicant to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, British Columbia on July 10, 2020 at 9:45 a.m. for the order set out in Part 1 below.

**Part 1: ORDER SOUGHT**

1. Technologies seeks an order in substantially the form of draft order attached hereto as Schedule “A” extending the time for filing a proposal pursuant to Section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the “**BIA**”) to August 24, 2020 (the “**Extension**”).

**Part 2: FACTUAL BASIS**

**A. Overview**

1. On June 11, 2020, after suffering financial difficulties brought on by the COVID-19 pandemic crisis (the “**Pandemic**”), Technologies filed a Notice of Intention to File a Proposal pursuant to the BIA. This is an application by Technologies for an extension of time in which to file its proposal.

2. Technologies has entered into discussions with its primary unsecured creditor, Google Inc. (“**Google**”), which holds 75% of Technologies’ unsecured claims by value. The Extension is required so that Technologies can seek to negotiate an agreement with Google that will enable Technologies to file and present a viable proposal to its creditors.
3. Technologies is not aware of any creditor that would be prejudiced by the Extension if granted.

**B. Technologies and the Left Group**

4. Technologies is a person to which the BIA applies. Technologies is insolvent and meets the statutory requirements to be eligible for relief pursuant to the BIA.
5. Technologies is the parent company of Left Travel Inc. (“**Travel**”), and together with Technologies, the “**Left Group**”, both of which are British Columbia corporations having head offices in Maple Ridge, British Columbia.
6. In addition to Travel, Technologies has two other wholly-owned subsidiaries: (a) RightMesh AG (“**RightMesh**”), a Swiss company; and (b) Left Technologies International Pvt (“**International**”), a Bangladesh corporation. Neither RightMesh nor International have any ongoing business operations or revenue.
7. The Left Group’s focus is on developing travel technology and websites that connect prospective travellers with online travel sellers (for example, Airbnb, Vrbo, Booking.com, the “**Travel Sellers**”). Essentially, Travel, through Technologies, purchases search inquiry traffic (“**Search Traffic**”) from Google, Inc. (“**Google**”), among other platforms, and uses the same to target high-intent travellers. Travel then earns commissions when the high-intent travellers it targets make and keep reservations through its Travel Seller partners.
8. As between the two Left Group entities:
  - (a) Technologies: (i) is the employer of the Left Group’s work force of approximately 20 employees; (ii) is party to an agreement pursuant to which Google supplies

Search Traffic (the “**Google Agreement**”); and (iii) holds proprietary software and intellectual property, some of which is used by Travel to earn profits (the “**Intellectual Property**”); and

- (b) Travel: (i) is the operating entity of the Left Group; (ii) holds certain proprietary software and intellectual property (transferred to it from Technologies in 2016) which is used in the Left Group’s business to earn revenue; (iii) holds cash and accounts receivable; and (iv) is invoiced by and pays Technologies from time to time under a management agreement for the use of the Search Traffic purchased under the Google Agreement as well as for staffing, software development, and shared services.

### **C. Technologies’ Liabilities**

9. Royal Bank of Canada (“**RBC**”) is the Left Group’s only secured creditor. Travel is a borrower under a line of credit with RBC of which Technologies is the guarantor. The current amount owed by Travel to RBC is approximately \$1.1 million (the “**RBC Indebtedness**”). It is expected that Travel will pay the amount owing to RBC in full within the next 30 days.
10. Google is the Left Group’s primary supplier of Search Traffic pursuant to the Google Agreement, and is far and away Technologies’ largest unsecured creditor. The current amount owing by Technologies to Google under the Google Agreement is approximately \$7.7 million (the “**Google Indebtedness**”). The Google Indebtedness represents approximately 75% in value of Technologies’ unsecured liabilities.
11. The balance of the Left Group’s unsecured liabilities (approximately \$1.7 million) are comprised of various amounts owed to trade creditors, shareholders, employees, and CRA for statutory remittances. Of these unsecured liabilities, approximately \$200,000 are owing by Technologies, and approximately \$1.5 million are owed by the Left Group jointly and severally.

**D. Financial Difficulties**

12. Beginning in about March 2020, as a result of the COVID-19 pandemic crisis (the “**Pandemic**”), a substantial number of travellers cancelled bookings with Travel Sellers. This resulted in substantial losses to the Left Group not only through decreased commissions, but as a result of Travel Sellers responding to the Pandemic by changing their payment terms and withholding payments.
13. In about April 2020, Technologies’ mounting losses caused it to default on its obligation to pay amounts owing as they became due under the Google Agreement.
14. In or around April, 2020, Technologies began discussions with Google regarding options that might enable the Left Group’s business to continue through the Pandemic; however, no agreement was reached.
15. In about the beginning of June 2020, Google advised that - barring payment in full of the amounts owing - it would be forced to terminate the Google Agreement. This was the primary driver behind Technologies’ decision to seek protection by filing the NOI on June 11, 2020.
16. As of today, Google has not terminated the Google Agreement. While Technologies has the ability to continue to purchase Search Traffic from Google, it has not done so since about the end of March 2020.
17. On or about June 26, 2020, Technologies presented a detailed proposal to Google that provided for, among other things, full payment of the Google Indebtedness over a defined period predicated in part upon the gradual normalization of the travel markets and the continuation of the Google Agreement. Counsel for each of Technologies and Google subsequently had a teleconference and exchanged emails during which the proposal to Google was discussed, and Google asked follow-up questions, to which responses were provided. As at today’s date, Google has not advised Technologies of its response to the proposal.

18. In response to the Pandemic and its effects, the Left Group has taken measures to reduce operating expenses by approximately 50%, including by instituting layoffs. These measures notwithstanding: (a) since about May 2020, the Left Group has already seen an uptick in travel-related search queries; and (b) the Left Group is confident that it can return to profitability with a reduced workforce, renegotiated partner terms with Travel Sellers, and a recovery of the Pandemic-reduced travel market.

**E. Technologies' Need for the Extension**

19. On July 11, 2020, the 30-day time limit under the BIA within which Technologies has to file a proposal will expire.
20. The Extension is required to permit Technologies to continue discussions with Google with the expectation of reaching an agreement that might support a formal proposal to Technologies' creditors. Technologies will also use the time to continue negotiating with Travel Sellers on restructuring payment relationships.
21. Technologies has acted, and is continuing to act in good faith and with due diligence both prior to and since the commencement of these proceedings to present a viable proposal to its creditors. Technologies is not aware of any creditor who would be materially prejudiced if the Extension were granted.
22. The Proposal Trustee supports Technologies application for the Extension.

**Part 3: LEGAL BASIS**

1. Technologies seeks an extension of time for filing a proposal under these proceedings to August 24, 2020.
2. Section 50.4(9) of the BIA provides that this court may grant an insolvent person an extension of time to file a proposal for a period not exceeding 45 days if satisfied that:
  - (a) the insolvent person has acted, and is acting, in good faith and with due diligence;

- (b) the insolvent person would likely be able to make a viable proposal if the extension applied for were granted; and
  - (c) no creditor would be materially prejudiced if the extension applied for were granted.
3. Technologies has acted in good faith and with due diligence both prior to the commencement of and during these proceedings, and is taking steps towards negotiating an agreement with Google, its primary unsecured creditor, which would enable Technologies to file a viable proposal.
  4. Technologies' negotiations with Google are ongoing, meaning the Extension is required to ensure those negotiations can continue. Accordingly, the likelihood of a viable proposal being formulated is enhanced if the Extension is granted.

**Part 4: MATERIAL TO BE RELIED ON**

1. Affidavit #1 of Simon Jones, to be sworn; and
2. Such further and other material as counsel may advise and this Honourable Court may admit.

The applicants estimate that the application will take **5 minutes**.

- This matter is NOT within the jurisdiction of a master.

**TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION:** If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application,

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
  - (i) you intend to refer to at the hearing of this application, and
  - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
  - (i) a copy of the filed Application Response;

- (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
- (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated: 07-Jul-2020

DocuSigned by:  
  
4A0B70DD412F45F

Signature of Lawyer for Applicant  
 Kibben Jackson

***To be completed by the court only:***

Order made

in the terms requested in paragraphs ..... of Part 1 of this Notice of Application

with the following variations and additional terms:  
 .....  
 .....  
 .....

Date: .....

Signature of  Judge  Master

The Solicitors for the Applicant are Fasken Martineau DuMoulin LLP, whose office address and address for delivery is 550 Burrard Street, Suite 2900, Vancouver, BC V6C 0A3 Telephone: +1 604 631 3131 Facsimile: +1 604 631 3232. (Reference: KXJ/309107.00010)

## APPENDIX

### THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

**SCHEDULE "A"**

**DRAFT ORDER**

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IN THE MATTER OF THE NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF LEFT TECHNOLOGIES INC.

**ORDER MADE AFTER APPLICATION**  
**(Extension of time to file Proposal)**

BEFORE )  
)  
) THE HONOURABLE )  
) JUSTICE FITZPATRICK ) JULY 10, 2020  
)  
)

ON THE APPLICATION OF Left Technologies Inc. (the “**Applicant**”), coming on for hearing at Vancouver, British Columbia on Friday, July 10, 2020, and on hearing Glen Nesbitt, counsel the Applicant, with no one else appearing, although duly served;

THIS COURT ORDERS that:

1. The time for service of the Notice of Application and supporting materials is hereby abridged such that the Notice of Application is properly returnable today, and service thereof upon any interested party, other than those parties listed as having received notice under the Notice of Application, is hereby dispensed with.

2. The time for filing the Applicant's proposal under Part III of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, be and is hereby extended to 11:59 p.m. on August 24, 2020.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

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Signature of Glen Nesbitt  
Lawyer for the Applicant

BY THE COURT

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REGISTRAR

No. \_\_\_\_\_  
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IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF  
THE NOTICE OF  
INTENTION TO MAKE  
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TECHNOLOGIES INC.

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**ORDER MADE AFTER APPLICATION  
(EXTENSION OF TIME TO FILE PROPOSAL)**

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**FASKEN MARTINEAU DUMOULIN LLP**

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Counsel: Kibben Jackson  
Matter No: 309107.00010