



No. S-238711
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

CANADIAN WESTERN BANK

PETITIONER

AND

QUARRY ROCK DEVELOPMENTS (MCALLISTER) INC., QUARRY ROCK DEVELOPMENTS
(MCALLISTER) LIMITED PARTNERSHIP, LAWSON ACQUISITIONS LTD., WILLIS
DEVELOPMENTS INC., AND QUARRY ROCK DEVELOPMENTS INC.

RESPONDENTS

NOTICE OF APPLICATION

Name of applicant: Alvarez & Marsal Canada Inc., receiver of Quarry Rock
Developments (McAllister) Inc. and Quarry Rock Developments
(McAllister) Limited Partnership (the "**Receiver**")

To: The Service List, attached hereto as **Schedule "A"**

TAKE NOTICE that an application will be made by the applicant to the presiding Judge at the
courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1 on November 20, 2024 at 10:00 a.m.
for the orders set out in Part 1 below.

The applicant estimates that the application will take one hour.

☒ This matter is not within the jurisdiction of an Associate Judge.

Part 1: ORDER(S) SOUGHT

1. An Order substantially in the form attached hereto as **Schedule "B"** approving the sale
of, and vesting title in, the Property to NorthStar Acquisitions Ltd. ("**Northstar**"), free and
clear of all encumbrances, and granting other ancillary relief.
2. An Order substantially in the form attached hereto as **Schedule "C"** that the activities of
Alvarez & Marsal Canada Inc.. ("**A&M**" and in its capacity as the receiver, the "**Receiver**")

from April 2, 2024 to date, as set out in the Receiver's First Report to the Court filed herein (the "**First Report**"), be approved;

3. Such further and other relief as counsel may advise and this Honourable Court may deem just.

Part 2: FACTUAL BASIS

Background

1. On April 2, 2024 (the "**Receivership Date**"), Canadian Western Bank ("**CWB**" or the "**Petitioner**") filed the Consent to Act as Receiver by A&M (the "**Consent to Act**") with the Supreme Court of British Columbia (the "**Court**") and pursuant to the Consent Order dated February 22, 2024 (the "**Consent Order**"), A&M was appointed receiver without security, of all the assets, undertakings and property of Quarry Rock Developments (McAllister) Inc. ("**McAllister Inc.**"), Quarry Rock Developments (McAllister) Limited Partnership ("**McAllister LP**" and collectively with McAllister Inc., "**Quarry Rock**" or the "**Debtors**") acquired for, or used in relation to a business carried on by the Debtors (these proceedings are hereinafter referred to as the "**Receivership Proceedings**").
2. The other respondents, Quarry Rock Developments Inc., Lawson Acquisitions Ltd. and Willis Developments Inc., are guarantors of the financings between the Debtors and CWB and are hence excluded from these Receivership Proceedings.
3. McAllister Inc., which was incorporated on April 18, 2017, acts as the general partner for McAllister LP, which is a limited partnership that was formed in respect to a development project (the "**Project**") located in the City of Port Coquitlam.
4. McAllister LP was registered on November 16, 2017, for the purpose of acquiring lands in respect of the Project and the development of the Project.
5. The Project property is legally described as: Lot 1 District Lot 379 Group 1 New Westminster District Plan EPP107096, PID: 031-366-7081 and its municipal address is: 2245 McAllister Avenue, Port Coquitlam, B.C. V3C 2A9 (the "**Property**").
6. Total project costs of \$24 million were incurred by the Debtors.

7. Due to a number of factors including construction delays and rising costs of borrowing, the Debtors did not have sufficient access to capital to fund ongoing obligations as they became due.
8. On November 17, 2023, the Petitioners issued a Notice of Intention to Enforce Security pursuant to section 244 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the "**BIA**").
9. On February 22, 2024, the Court Granted the Consent Order and A&M was appointed as Receiver on April 2, 2024.
10. As at the Receivership date, the Debtors had a total of approximately \$24 million of liabilities, \$23 million of which is secured, including \$12.7 million of secured debt due to CWB.

Marketing and Sales Process

11. Prior to the Receivership Proceedings, Quarry Rock was engaged in efforts to refinance the Project and repay the Petitioner in full, but ultimately was not able to finalize a viable transaction, which led to efforts to market and sell the Project.
12. As a result of the Debtors' efforts, Quarry Rock entered into a purchase and sale agreement with Mosaic Seniors Care Society on March 25, 2024 (the "**Mosaic PSA**").
13. Upon its appointment, the Receiver informed the Debtors it plans to start a sales process (the "**Sales Process**"). If the Mosaic PSA was to be accepted, efforts would need to be made to advance the sale, including receiving an as-is where-is bid and a deposit.
14. As of the Receiver's First Report, no deposit or Buyer's Conditional Waiver Notice (as defined in the Mosaic PSA) has been received.
15. On April 19, 2024, the Receiver engaged Altus Group Limited to prepare an appraisal of the Property (the "**Altus Appraisal**").
16. On April 24, 2024, Colliers Macaulay Nicolls Inc. ("**Colliers**") was engaged by the Receiver as the exclusive listing agent and started the Sales Process with an asking price of \$18.5 million. Subsequent to listing the Project, the Receiver was issued the Altus Appraisal which indicated a market value, subject to various assumptions, of \$16.8 million.

17. On November 4, 2024, Colliers prepared a marketing report (the "**Marketing Report**"), wherein it summarized its key marketing efforts including:
 - (a) taking ground and aerial photos;
 - (b) creating a customer brochure and installing an 8x4 foot sign at the Property;
 - (c) making a listing website with over 1,500 exclusive views;
 - (d) emailing info to about 3,500 agents and potential buyers between May 1 and May 13, 2024; and
 - (e) signing 31 confidentiality agreements, giving parties access to detailed property info.

Offers to Purchase the Property

18. As indicated in the Marketing Report, four (4) offers were received ranging from \$8 million to \$13.3 million with varying conditions after a Sales Process that lasted nearly five months. The Receiver engaged with various offerors seeking to finalize a viable offer.
19. On September 19, 2024, the Receiver entered into a purchase and sale agreement (the "**PSA**") with Northstar.
20. The PSA provides for a Purchase Price of \$10 million, with a commission of 2.5% of gross proceeds and a target Closing Date of January 22, 2025.
21. The Receiver is supportive of the PSA, notably because (i) the purchase price is the highest and best offer received after an extensive marketing process; (ii) Northstar is known to the City of Port Coquitlam and is currently completing another development with their involvement; and (iii) the sale is not subject to financing.
22. CWB is also supportive of the PSA.

Part 3: LEGAL BASIS

1. The Receiver will rely on:
 - (a) Rules 13-5 and 21-7 of the *Supreme Court Civil Rules*, B.C. Reg. 168/2009;

- (b) Section 243 of the BIA; and
- (c) Section 15 of the *Law and Equity Act*, R.S.B.C. 1996, c. 253.

Sale Approval

2. The factors that the Court ought to consider with respecting to the approval of a sale in receivership proceedings are set out in the seminal case of *Soundair* as follows:
 - (a) whether the receiver has made a sufficient effort to get the best price and has not acted improvidently;
 - (b) the interests of all parties;
 - (c) the efficacy and integrity of the process by which offers are obtained;
 - (d) whether there has been unfairness in the working out of the process.

Royal Bank of Canada v. Soundair Corp., 1991 CanLII 2727 (ON CA)
("Soundair") at pp. 8 and 9.

3. Although a receiver's main responsibility is to safeguard the interests of the debtor's creditors, it is also important to consider the interests of other parties. This includes the interests of a purchaser who has negotiated an agreement with a court-appointed receiver, as well as the interests of the debtor.
4. In the end, the court must be assured that the receiver acted with prudence and commercial reasonableness, without improvidence, and that the process maintained integrity and fairness, considering the interests of all parties involved. If these conditions are met, the offer recommended by the receiver, in their capacity as the court's officer, should be approved.
5. Canadian courts have extended the authority granted under section 243(1) of the BIA to include the approval of vesting orders in court-appointed receiverships. This extension is based on the premise that such orders are incidental and ancillary to a receiver's power to sell.

Third Eye Capital Corporation v. Ressources Dianor Inc./Dianor Resources Inc., 2019 ONCA 508 at para 87; *Royal Bank of Canada v. Eastern Infrastructure Inc.*, 2019 NSSC 297 at para 2.

6. Applying the *Soundair* factors to the case at hand, it is clear that this Honourable Court should approve the sale of, and vest title in, the Property to Northstar, free and clear of all claims and encumbrances:
- (a) The Receiver used an efficient process with integrity to market each parcel for sale. In particular, the Receiver engaged Colliers to market the Property for sale, who listed it in April 2024. To ensure maximum exposure of the Property to interested parties, Colliers maintained a dedicated webpage, engaged a professional photographer to prepare advertisements, conducted tours of the Property, and engaged in direct discussions with prospective purchasers.
 - (b) The Receiver considered the interests of all parties, including the Debtors and their primary secured creditor in determining to recommend the Northstar PSA to this Honourable Court for approval. The PSA represented the highest subject free offer, with a strong deposit and a reasonable closing timeline that provides the stakeholders with as much certainty as possible.
 - (c) The Receiver made a sufficient effort to get the best price by way of the broad and open marketing process described above. Following the receipt of the Altus Appraisal, the Sales Process spanned nearly five months and resulted in four offers to purchase the Property. Based on its review and analysis of the offer received, and taking into consideration the Altus Appraisal, the Receiver concluded that the Northstar PSA was the best given the circumstances.
 - (d) There was no unfairness in the working out of the sale process, which was fair, open and transparent.

QRD (Willoughby) Holdings Inc. v. MCAP Financial Corporation,
2024 BCCA 318 at paras 65-73.

7. Ultimately, the Receiver has acted prudently and in a commercially reasonable manner with respect to the sale process for the Property. The processes followed by the Receiver had integrity, were fair and transparent, and took into account the interests of all parties.

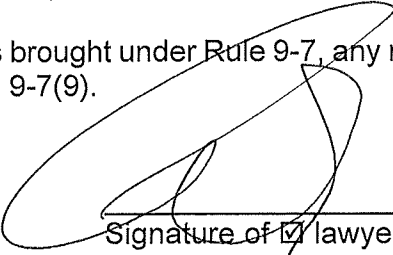
Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #1 of Leanna McNally, made December 21, 2023;
2. Affidavit #1 of Richard Lawson, made January 18, 2024;
3. First Report of the Receiver, dated November 7, 2024.

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).

November 7, 2024
Date



Signature of ☒ lawyer for filing party
DLA Piper (Canada) LLP (Colin D. Brousson)
Lawyer for the Receiver

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 ☐ Associate

Judge

SCHEDULE "A"
SERVICE LIST

No. S-238711
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

CANADIAN WESTERN BANK

PETITIONER

AND

QUARRY ROCK DEVELOPMENTS (MCALLISTER) INC., QUARRY ROCK DEVELOPMENTS
(MCALLISTER) LIMITED PARTNERSHIP, LAWSON ACQUISITIONS LTD., WILLIS
DEVELOPMENTS INC., AND QUARRY ROCK DEVELOPMENTS INC.

RESPONDENTS

Service List
(As of November 8, 2024)

<p>Blake, Cassels & Graydon LLP 1133 Melville Street Suite 3500, The Stack Vancouver, BC V6E 4E5</p> <p>Attention: Claire Hildebrand and Peter Rubin</p> <p>Tel. No.: 604.631.3300</p> <p>Email: claire.hildebrand@blakes.com peter.rubin@blakes.com</p> <p><i>Counsel to Canadian Western Bank</i></p>	<p>DLA Piper (Canada) LLP 1133 Melville Street Suite 2700, The Stack Vancouver, BC V6E 4E5</p> <p>Attention: Colin Brousson and Arad Mojtahedi</p> <p>Tel. No.: 604.687.9444</p> <p>Email: colin.brousson@ca.dlapiper.com arad.mojtahedi@ca.dlapiper.com dannis.yang@ca.dlapiper.com</p> <p><i>Counsel to the Receiver</i></p>
<p>Alvarez & Marsal Canada Inc. 925 West Georgia Street, Suite 902 Vancouver, BC V6C 3L2</p> <p>Attention: Anthony Tillman and Taylor Poirier</p> <p>Tel. No. 604.639.0850</p> <p>Email: atillman@alvarezandmarsal.com tpoirier@alvarezandmarsal.com</p> <p><i>The Receiver</i></p>	<p>Koffman Kalef LLP 19th Floor, 885 West Georgia Street Vancouver, BC V6C 3H4</p> <p>Attention: Shawn A. Poisson</p> <p>Tel No. 604.891.3688</p> <p>Email: sap@kkbl.com</p> <p><i>Counsel to Atrium Mortgage Investment Corp. and Canadian Mortgage Servicing Corp.</i></p>

<p>Cassels Brock & Blackwell LLP Suite 2200, RBC Place, 885 West Georgia St. Vancouver, BC V6C 3E8 Canada</p> <p>Attention: Shauna Towriss</p> <p>Tel. No. 778.372.7664</p> <p>Email: stowriss@cassels.com</p> <p><i>Counsel for BC Frontier Housing</i></p>	<p>City of Port Coquitlam 2850 Shaughnessy Street Port Coquitlam, BC V3C 2A8</p> <p>Attention: Rob Bremner and Karen Grommada</p> <p>Email: bremnerr@portcoquitlam.ca grommadak@portcoquitlam.ca</p>
<p>Sportschuetz & Co. #315 – 63 West 6th Avenue Vancouver, BC V5Y 1K2</p> <p>Attention: Adrian D. Greer</p> <p>Tel. No. 604.262.3791</p> <p>Email: adrian@sportschuetz.ca</p> <p><i>Counsel for VC Management</i></p>	<p>BC Housing Suite 510-369 Terminal Avenue Vancouver, BC V6A 4C4</p> <p>Email: Imdirectlymanaged@bchousing.org</p> <p>Tel. No. 604.609.7024</p>
<p>Baker Newby LLP 200 – 2955 Gladwin Road Abbotsford, BC V2T 5T4</p> <p>Attention: Adnan N. Habib</p> <p>Tel. No. 604.852.3646</p> <p>Email: AHabib@bakernewby.com</p> <p><i>Counsel to Capital Steel Ltd.</i></p>	<p>Coquitlam Concrete (1993) Limited Registered & Records Office 800 - 885 West Georgia Street Vancouver BC V6C 3H1</p> <p>250 Howe Street, Suite 1400 Attn: Kirandeep Dhillon Vancouver BC V6C 3S7</p>
<p>GHL Consultants Ltd. Registered & Records Office 6TH FLOOR - 171 West Esplanade North Vancouver BC V7M 3J9</p>	<p>Lore Electric Inc. Registered & Records Office 1800 - 13401 108th Avenue Surrey BC V3T 5T3</p>
<p>Vancouver Ready Mix Inc. Registered & Records Office 310 - 15117 101 Avenue Surrey BC V3R 8P7</p>	<p>Villa Roofing & Sheet Metal Ltd. Registered & Records Office 103 - 8380 St George Street Vancouver BC V5X 3S7</p>
<p>Vanguard Mechanical Ltd. Registered & Records Office</p>	<p>G&G Conlab Mgmt Services Ltd. Registered & Records Office</p>

202-19141 Ford Road Pitt Meadows BC V3Y 2P8	2986 Elbow Place Port Coquitlam BC V3B 7T3
H.Y. Engineering Ltd. Registered & Records Office 200 8120 128TH Street Surrey BC V3W 1R1	Stormtec Water Management Inc. Registered Office 602, 13737 - 96 Avenue Surrey BC V3V 0C6
Blueridge Engineering Ltd. Registered & Records Office 2700 - 700 West Georgia Street Vancouver BC V7Y 1B8	VDZ+A Consulting Inc. Registered & Records Office 33695 South Fraser Way Abbotsford BC V2S 2C1
Stop N Go Traffic Control Inc. Registered & Records Office 14741 63 Avenue Surrey BC V3S 3T1	Wescan Disposal Ltd. Registered & Records Office 6 925 Sherwood Ave Coquitlam BC V3K 1A9
Farris LLP 700 W Georgia St #2500 Vancouver, BC V7Y 1B3 Attention: Tevia Jeffries and Brendan Piovesan Tel. No. 604.684.9151 Email: tjeffries@farris.com bpiovesan@farris.com <i>Counsel for NorthStar Acquisitions Ltd.</i>	

Email Distribution List

claire.hildebrand@blakes.com; peter.rubin@blakes.com; colin.brousson@ca.dlapiper.com;
dannis.yang@ca.dlapiper.com; atillman@alvarezandmarsal.com;
tpoirier@alvarezandmarsal.com; sap@kkbl.com; arad.mojtahedi@ca.dlapiper.com;
stowriss@cassels.com; bremnerr@portcoquitlam.ca; grommadak@portcoquitlam.ca;
adrian@sportschuetz.ca; AHabib@bakernewby.com; tjeffries@farris.com;
bpiovesan@farris.com

SCHEDULE "B"
DRAFT APPROVAL AND VESTING ORDER

No. S-238711
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

CANADIAN WESTERN BANK

PETITIONER

AND

QUARRY ROCK DEVELOPMENTS (MCALLISTER) INC., QUARRY ROCK DEVELOPMENTS
(MCALLISTER) LIMITED PARTNERSHIP, LAWSON ACQUISITIONS LTD., WILLIS
DEVELOPMENTS INC., AND QUARRY ROCK DEVELOPMENTS INC.

RESPONDENTS

ORDER MADE AFTER APPLICATION

))
))
BEFORE)	THE HONOURABLE)
)	JUSTICE FITZPATRICK)
))
))

NOVEMBER 20, 2024

ON THE APPLICATION of Alvarez & Marsal Canada Inc., in its capacity as court-appointed receiver (the "**Receiver**") of the assets, undertakings and properties of Quarry Rock Developments (McAllister) Inc. and Quarry Rock Developments (McAllister) Limited Partnership (together, the "**Debtors**") coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on November 20, 2024 and on hearing Colin D. Brousson and Arad Mojtahedi, counsel for the Receiver, and those other counsel listed in **Schedule "A"** hereto, and no one else appearing, although duly served; AND UPON READING the material filed, including the First Report of the Receiver dated November 7, 2024 (the "**Report**");

THIS COURT ORDERS that:

The sale transaction (the "**Transaction**") contemplated by the Contract of Purchase and for Commercial Real Estate, dated July 26, 2024 and accepted on September 19, 2024 (the "**Sale Agreement**") between the Receiver and NorthStar Acquisitions Ltd. (the "**Purchaser**") , a copy of which is attached as Appendix "E" to the Report is hereby approved, and the Sale Agreement is commercially reasonable. The execution of the Sale

Agreement by the Receiver is hereby authorized and approved, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance to the Purchaser of the assets described in the Sale Agreement (the **"Purchased Assets"**).

Upon delivery by the Receiver to the Purchaser of a certificate substantially in the form attached as **Schedule "B"** hereto (the **"Receiver's Certificate"**), all of the Debtors' right, title and interest in and to the Purchased Assets described in the Sale Agreement (and listed on **Schedule "C"** hereto) shall vest absolutely in the Purchaser in fee simple, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the **"Claims"**) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of this Court dated February 22, 2024; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* of British Columbia or any other personal property registry system; and (iii) those Claims listed on **Schedule "D"** hereto (all of which are collectively referred to as the **"Encumbrances"**, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule "E"** hereto), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

Upon presentation for registration in the Land Title Office for the Land Title District of New Westminster of a certified copy of this Order, together with a letter from DLA Piper (Canada) LLP, solicitors for the Receiver, authorizing registration of this Order, the British Columbia Registrar of Land Titles is hereby directed to:

1. enter the Purchaser as the owner of the Lands, as identified in **Schedule "C"** hereto, together with all buildings and other structures, facilities and improvements located thereon and fixtures, systems, interests, licenses, rights, covenants, restrictive covenants, commons, ways, profits, privileges, rights, easements and appurtenances to the said hereditaments belonging, or with the same or any part

thereof, held or enjoyed or appurtenant thereto, in fee simple in respect of the Lands, and this Court declares that it has been proved to the satisfaction of the Court on investigation that the title of the Purchaser in and to the Lands is a good, safe holding and marketable title and directs the BC Registrar to register indefeasible title in favour of the Purchaser as aforesaid; and

2. having considered the interest of third parties, to discharge, release, delete and expunge from title to the Lands all of the registered Encumbrances except for those listed in **Schedule "E"**.

For the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and from and after the delivery of the Receiver's Certificate all Claims shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having had possession or control immediately prior to the sale.

The Receiver is to file with the Court a copy of the Receiver's Certificate forthwith after delivery thereof.

Subject to the terms of the Sale Agreement, vacant possession of the Purchased Assets, including any real property, shall be delivered by the Receiver to the Purchaser at 12:00 noon on the Closing Date (as defined in the Sale Agreement), subject to the permitted encumbrances as set out in the Sale Agreement and listed on **Schedule "E"**.

The Receiver, with the consent of the Purchaser, shall be at liberty to extend the Closing Date to such later date as those parties may agree without the necessity of a further Order of this Court.

Notwithstanding:

3. these proceedings;
4. any applications for a bankruptcy order in respect of the Debtors now or hereafter made pursuant to the Bankruptcy and Insolvency Act and any bankruptcy order issued pursuant to any such applications; and

5. any assignment in bankruptcy made by or in respect of the Debtors,

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute or be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Receiver and its 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 the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

The Receiver or any other party have liberty to apply for such further or other directions or relief as may be necessary or desirable to give effect to this Order.

Endorsement of this order by counsel other than counsel for the Receiver is hereby dispensed with.

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:

Signature of ☒ lawyer for the Receiver
DLA Piper (Canada) LLP (Colin D. Brousson)

BY THE COURT

REGISTRAR

SCHEDULE "B"

RECEIVER'S CERTIFICATE

No. S-238711
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

CANADIAN WESTERN BANK

PETITIONER

AND

QUARRY ROCK DEVELOPMENTS (MCALLISTER) INC., QUARRY ROCK DEVELOPMENTS (MCALLISTER) LIMITED PARTNERSHIP, LAWSON ACQUISITIONS LTD., WILLIS DEVELOPMENTS INC., AND QUARRY ROCK DEVELOPMENTS INC.

RESPONDENTS

Receiver's Certificate

6. Pursuant to an order of the Honourable Justice Fitzpatrick of the Supreme Court of British Columbia (the "**Court**") dated February 22, 2024, Alvarez & Marsal Canada Inc. (the "**Receiver**") was appointed as the receiver of all the undertakings and property of Quarry Rock Developments (McAllister) Inc., Quarry Rock Developments (McAllister) Limited Partnership (the "**Debtors**").
7. Pursuant to an order of the Court dated November 20, 2024 (the "**Approval and Vesting Order**"), the Court approved the Contract of Purchase and for Commercial Real Estate, dated July 26, 2024 and accepted on September 19, 2024 (the "**Sale Agreement**") between the Receiver and NorthStar Acquisitions Ltd. (the "**Purchaser**"), and provided for the vesting in the Purchaser of the Debtors' right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon delivery by the Receiver to the Purchaser of a certificate confirming (i) payment by the Purchaser of the Purchase Price for the Purchased Assets; and (ii) the transaction contemplated by the Sale Agreement has been completed to the satisfaction of the Receiver.
8. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Approval and Vesting Order or the Sale Agreement, as applicable.

THE RECEIVER HEREBY CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement.
2. The transaction contemplated by the Sale Agreement has been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at Vancouver, British Columbia this _____ day of _____, 2024.

Alvarez & Marsal Canada Inc.
in its capacity as Receiver of certain assets,
undertakings and properties of the Debtors
and not in its personal capacity

Per:

SCHEDULE "C"

PURCHASED ASSETS / LANDS

Lot 1 District Lot 379 Group 1 New Westminster District Plan EPP107096, with Parcel Identifier: 031-366-7081 and with its municipal address located at: 2245 McAllister Avenue, Port Coquitlam, B.C. V3C 2A9.

SCHEDULE "D"

CLAIMS TO BE DELETED/EXPUNGED FROM TITLE TO REAL PROPERTY

1. The following charges:

Nature of Charge	Registration No.
MORTGAGE CANADIAN WESTERN BANK	CA8924039
ASSIGNMENT OF RENTS CANADIAN WESTERN BANK	CA8924040
PRIORITY AGREEMENT GRANTING CA8924039 PRIORITY OVER CA8924034	CA8926256
PRIORITY AGREEMENT GRANTING CA8924040 PRIORITY OVER CA8924034	CA8926257
PRIORITY AGREEMENT GRANTING CA8924039 PRIORITY OVER CA8924036	CA8926258
PRIORITY AGREEMENT GRANTING CA8924040 PRIORITY OVER CA8924036	CA8926259
PRIORITY AGREEMENT GRANTING CA9123503 PRIORITY OVER CA8924039 AND CA8924040	CA9123504
PRIORITY AGREEMENT GRANTING CA9206379 PRIORITY OVER CA8924039 AND CA8924040	CA9206380
PRIORITY AGREEMENT GRANTING CA9206378 PRIORITY OVER CA8924039 AND CA8924040	CA9206381
COVENANT BRITISH COLUMBIA HOUSING MANAGEMENT COMMISSION	CA9319205

PRIORITY AGREEMENT GRANTING CA9319205 PRIORITY OVER CA8924039 AND CA8924040	CA9319206
PRIORITY AGREEMENT GRANTING CA9319205 PRIORITY OVER CA8924034 AND CA8924036	CA9319207
PRIORITY AGREEMENT GRANTING CA9958479 PRIORITY OVER CA8924039 AND CA8924040	CA9958480
PRIORITY AGREEMENT GRANTING CA9958479 PRIORITY OVER CA8924034 AND CA8924036	CA9958481
PRIORITY AGREEMENT GRANTING CA9958482 PRIORITY OVER CA8924039 AND CA8924040	CA9958483
PRIORITY AGREEMENT GRANTING CA9958482 PRIORITY OVER CA8924034 AND CA8924036	CA9958484
PRIORITY AGREEMENT GRANTING CB869922 PRIORITY OVER CA8924039 AND CA8924040	CB869923
PRIORITY AGREEMENT GRANTING CB869924 PRIORITY OVER CA8924039 AND CA8924040	CB869925
CLAIM OF BUILDERS LIEN CAPITAL STEEL LTD. INCORPORATION NO. BC1174723	CB983220
CLAIM OF BUILDERS LIEN COQUITLAM CONCRETE (1993) LIMITED INCORPORATION NO. BC0442887	CB997883
CLAIM OF BUILDERS LIEN VC MANAGEMENT INC.	CB1002020
CLAIM OF BUILDERS LIEN	CB1042095

GHL CONSULTANTS LTD. INCORPORATION NO. BC0427940	
CLAIM OF BUILDERS LIEN LORE ELECTRIC INC. INCORPORATION NO. BC0915458	HB2977
CLAIM OF BUILDERS LIEN VILLA ROOFING & SHEET METAL LTD.	CB1063777
CLAIM OF BUILDERS LIEN VANCOUVER READY MIX INC. INCORPORATION NO. BC1249182	CB1063968
CLAIM OF BUILDERS LIEN VC MANAGEMENT INC.	CB1067532
CLAIM OF BUILDERS LIEN VANGUARD MECHANICAL LTD.	CB1072787
CLAIM OF BUILDERS LIEN G&G CONLAB MGMT SERVICES LTD.	CB1089688
CLAIM OF BUILDERS LIEN G&G CONLAB MGMT SERVICES LTD.	CB1089691
CLAIM OF BUILDERS LIEN H.Y. ENGINEERING LTD.	CB1108953
CLAIM OF BUILDERS LIEN STORMTEC WATER MANAGEMENT INC.	CB1110398
CLAIM OF BUILDERS LIEN BLUERIDGE ENGINEERING LTD.	CB1130665
CLAIM OF BUILDERS LIEN ATLAS SCAFFOLDING LTD. INCORPORATION NO. BC0201336	CB1143091
CLAIM OF BUILDERS LIEN VDZANDA CONSULTING INC. INCORPORATION NO. BC1148308	WX2190572

CLAIM OF BUILDERS LIEN STOP N GO TRAFFIC CONTROL INC. INCORPORATION NO. BC1379166	CB1207587
CLAIM OF BUILDERS LIEN VC MANAGEMENT INC.	CB1222280
CERTIFICATE OF PENDING LITIGATION VC MANAGEMENT INC.	CB1231860
CERTIFICATE OF PENDING LITIGATION COQUITLAM CONCRETE (1993) LIMITED INCORPORATION NO. BC0442887	CB1290957
CLAIM OF BUILDERS LIEN WESCAN DISPOSAL LTD.	BB5007317
CERTIFICATE OF PENDING LITIGATION CAPITAL STEEL LTD. INCORPORATION NO. BC1174723	CB1588465
CERTIFICATE OF PENDING LITIGATION VC MANAGEMENT INC.	CB1667160
CERTIFICATE OF PENDING LITIGATION VANCOUVER READY MIX INC. INCORPORATION NO. BC1249182	CB1680208

2. The following legal notation:

- a. NOTICE OF INTEREST, BUILDERS LIEN ACT (S.3(2)), SEE CA8924038 FILED 2021-04-15.

SCHEDULE "E"

**PERMITTED ENCUMBRANCES, EASEMENTS AND RESTRICTIVE COVENANTS RELATED
TO REAL PROPERTY**

1. Subsisting conditions, provisos, restrictions, exceptions and reservations, including royalties, contained in the original grant or contained in any other grant or disposition from the Crown;
2. The following legal notations:
 - a. THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 14 OF THE LOCAL GOVERNMENT ACT, SEE CA8362566;
 - b. THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 14 OF THE LOCAL GOVERNMENT ACT, SEE CA8362567;
 - c. HERETO IS ANNEXED EASEMENT CA9206374 OVER LOT A PLAN 39823;
 - d. HERETO IS ANNEXED EASEMENT CA9206375 OVER LOT A PLAN 39823;
 - e. HERETO IS ANNEXED EASEMENT CB803534 OVER LOT 77 PLAN 35477;
 - f. THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 14 OF THE LOCAL GOVERNMENT ACT, SEE CB942559;
 - g. THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 14 OF THE LOCAL GOVERNMENT ACT, SEE CB942560.
3. And the following:

Nature of Charge	Registration No.
COVENANT CITY OF PORT COQUITLAM	CA8924030
COVENANT CITY OF PORT COQUITLAM	CA8924032
OPTION TO PURCHASE CITY OF PORT COQUITLAM	CA8924034
OPTION TO PURCHASE CITY OF PORT COQUITLAM	CA8924036

EASEMENT APPURTENANT TO LOT A PLAN 39823	CA9206378
EASEMENT APPURTENANT TO LOT A PLAN 39823	CA9206379
COVENANT CITY OF PORT COQUITLAM	CA9123503
COVENANT THE CORPORATION OF THE CITY OF PORT COQUITLAM	CB869922
STATUTORY RIGHT OF WAY THE CORPORATION OF THE CITY OF PORT COQUITLAM	CB869924
COVENANT CITY OF PORT COQUITLAM	CA9958479
COVENANT CITY OF PORT COQUITLAM	CA9958482

No. S-238711
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

CANADIAN WESTERN BANK

PETITIONER

AND

QUARRY ROCK DEVELOPMENTS (MCALLISTER) INC.,
QUARRY ROCK DEVELOPMENTS (MCALLISTER)
LIMITED PARTNERSHIP, LAWSON ACQUISITIONS
LTD., WILLIS DEVELOPMENTS INC., AND QUARRY
ROCK DEVELOPMENTS INC.

RESPONDENTS

ORDER MADE AFTER APPLICATION

DLA Piper (Canada) LLP
Barristers & Solicitors
Suite 2700
1133 Melville Street
Vancouver, BC V6E 4E5

Tel. No. 604.687.9444
Fax No. 604.687.1612

File No.: 076334-00014

CDB/day

SCHEDULE "C"
DRAFT ACTIVITIES APPROVAL ORDER

No. S-238711
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

CANADIAN WESTERN BANK

PETITIONER

AND

QUARRY ROCK DEVELOPMENTS (MCALLISTER) INC., QUARRY ROCK DEVELOPMENTS
(MCALLISTER) LIMITED PARTNERSHIP, LAWSON ACQUISITIONS LTD., WILLIS
DEVELOPMENTS INC., AND QUARRY ROCK DEVELOPMENTS INC.

RESPONDENTS

ORDER MADE AFTER APPLICATION

))
))
BEFORE)	THE HONOURABLE)
)	JUSTICE FITZPATRICK)
))
))

NOVEMBER 20, 2024

ON THE APPLICATION of Alvarez & Marsal Canada Inc., in its capacity as court-appointed receiver (the “**Receiver**”) of the assets, undertakings and properties of Quarry Rock Developments (McAllister) Inc. and Quarry Rock Developments (McAllister) Limited Partnership coming on for hearing at 800 Smithe Street, Vancouver, BC V6Z 2E1 on November 20, 2024 and on hearing Colin D. Brousson and Arad Mojtahedi, counsel for the Receiver, and those other counsel listed in **Schedule “A”** hereto, and no one else appearing, although duly served; AND UPON READING the material filed, including the First Report of the Receiver dated November 7, 2024 (the “**Report**”);

THIS COURT ORDERS that:

1. The activities of the Receiver to date, as set out in the Report, be and are hereby approved by the Court.

2. Endorsement of this Order by counsel appearing other than counsel for the Receiver is dispensed with.

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:

Signature of ☒ lawyer for the Receiver
DLA Piper (Canada) LLP (Colin D. Brousson)

BY THE COURT

REGISTRAR

No. S-238711
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

CANADIAN WESTERN BANK

PETITIONER

AND

QUARRY ROCK DEVELOPMENTS (MCALLISTER) INC.,
QUARRY ROCK DEVELOPMENTS (MCALLISTER)
LIMITED PARTNERSHIP, LAWSON ACQUISITIONS
LTD., WILLIS DEVELOPMENTS INC., AND QUARRY
ROCK DEVELOPMENTS INC.

RESPONDENTS

ORDER MADE AFTER APPLICATION

DLA Piper (Canada) LLP
Barristers & Solicitors
Suite 2700
1133 Melville Street
Vancouver, BC V6E 4E5

Tel. No. 604.687.9444
Fax No. 604.687.1612

File No.: 076334-00014

CDB/day

APPENDIX

The following information is provided for data collection purposes only and is of no legal effect.

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ oral 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
- ☐ none of the above

No. S-238711
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

CANADIAN WESTERN BANK

PETITIONER

AND

QUARRY ROCK DEVELOPMENTS (MCALLISTER) INC.,
QUARRY ROCK DEVELOPMENTS (MCALLISTER)
LIMITED PARTNERSHIP, LAWSON ACQUISITIONS
LTD., WILLIS DEVELOPMENTS INC., AND QUARRY
ROCK DEVELOPMENTS INC.

RESPONDENTS

NOTICE OF APPLICATION

DLA Piper (Canada) LLP
Barristers & Solicitors
Suite 2700
1133 Melville Street
Vancouver, BC V6E 4E5

Tel. No. 604.687.9444
Fax No. 604.687.1612

File No.: 076334-00014

CDB/day