

Clerk's Stamp:

COURT FILE NUMBER	1901 - 18029
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
	IN THE MATTER OF AN APPLICATION UNDER SECTION 47(1) OF THE <i>BANKRUPTCY AND INSOLVENCY ACT</i> , RSC 1985, c B-3 AND IN THE MATTER OF AN APPLICATION UNDER SECTION 13(2) OF THE <i>JUDICATURE ACT</i> , RSA 2000, c J-2
APPLICANTS	SUN LIFE ASSURANCE COMPANY OF CANADA, AND THOSE OTHER APPLICANTS SET OUT IN SCHEDULE "A.1" OF THE INTERIM RECEIVERSHIP ORDER DATED DECEMBER 20, 2019
RESPONDENTS	SUNDANCE PLACE II LTD., SUNDANCE PLACE II 1000 LIMITED PARTNERSHIP by its general partner SUNDANCE PLACE II LTD., AND THOSE OTHER RESPONDENTS SET OUT IN SCHEDULE "A.2" OF THE INTERIM RECEIVERSHIP ORDER DATED DECEMBER 20, 2019
DOCUMENT	APPLICATION
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Dentons Canada LLP Bankers Court 15 th Floor, 850 - 2 nd Street S.W. Calgary, Alberta T2P 0R8 Attn: David Mann / Sam Gabor Ph. (403) 268-7097 / 3048 Fx. (403) 268-3100 File No's.: 529227-19

NOTICE TO RESPONDENTS: Service List

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date	November 1, 2022
Time	2:00 p.m. (MT)
Where	Calgary Courts Centre (Via WebEx Video Conference – Videoconference details are enclosed as Appendix “1” to this Application)
Before Whom	The Honourable Justice Horner

Go to the end of this document to see what else you can do and when you must do.

Remedy claimed or sought:

1. An Order, substantially in the form attached herein as **Schedule “A”** for the following relief:
 - a) declaring that service of notice of this application and the supporting materials, including the Fourteenth Report of the Receiver, Alvarez & Marsal Canada Inc. (the “**Receiver**”), dated October 19, 2022 (“**Fourteenth Report**”), is validated, and an order abridging the time necessary for service of notice of this application, if necessary;
 - b) an Order directing that the Receiver pay into Court residual funds from the estates of Pegasus Business Park Limited Partnership and Pegasus Business Park Ltd. (collectively “**Pegasus**”) to the credit of this Action;
 - c) approving the proposed final distributions with respect to the Receivership Property, as set out in paragraphs 38 and 55 of the Fourteenth Report;
 - d) approving the Receiver’s allocation of it and its legal counsel’s professional fees, costs and disbursements amongst the various assets comprising the Property (as defined in the Interim Receivership Order and Amended and Restated Receivership Order, as applicable) for the period of July 1, 2021, up to and including September 30, 2022, as set out in the Fourteenth Report;
 - e) approving the Receiver’s and its legal counsel’s professional fees, costs and disbursements for the period July 1, 2021, up to and including September 30, 2022, as set out in the Fourteenth Report;
 - f) ratifying and approving the Receiver’s activities as set out in the Fourteenth Report;
 - g) approving the discharge of the Receiver as receiver and manager over the Receivership Property (as defined in the Fourteenth Report).
2. Such further and other relief, advice and directions as counsel may advise and this Honourable Court deems just and appropriate.

Grounds for making this application:

3. Unless specifically defined herein, all capitalized terms shall have the meaning as provided for in the Fourteenth Report.

(a) Overview

4. On December 20, 2019, by order of the Honourable Justice K.M. Horner of the Court, the Receiver was appointed receiver and manager without security, of the lands and premises legally described in Schedule “C” to the Interim Receivership Order and all of the Debtors’ (as defined in the Interim Receivership Order and listed in Schedule “A.2” thereto) present and after-acquired personal property situated on said lands.
5. On January 27, 2020, the Court granted an order expanding the powers granted to the Receiver by making it full receiver over certain of the properties subject to the Interim Receivership Order.

6. On February 19, 2020, the Court granted a further order amending and restating the Expanded Receivership Order to extend the Receiver's appointment and powers in respect of the Receivership Property, as defined in the Fourteenth Report.
7. On March 27, 2020, the Court approved a global transaction in these proceedings whereby thirty (30) properties co-owned by special purpose subsidiaries of TELUS Pensions Master Trust (collectively "TPMT") and certain debtor entities in this receivership ("**Strategic Debtor Co-Owners**") were sold by the Receiver to TPMT. As part of the purchase price of the transaction, TPMT provided the Receiver a Creditor Cash Pool of \$4.4MM to fund a claims process and effect a distribution to affected creditors of the Strategic Debtor Co-Owners.
8. The Receiver has made final distributions of the Creditor Cash Pool to all affected creditors of the Strategic Debtor Co-Owners who have proven their claims in an Initial Claims Process and Supplemental Claims Process (collectively the "**Claims Processes**").
9. Since July 2021, the remaining outstanding task for the Receiver in the Interim Receivership Proceedings and Receivership Proceedings has pertained to the Receiver's duties pertaining to the administration of GST. These obligations have now been completed.
10. Throughout the Interim Receivership Proceedings and Receivership Proceedings, in light of the receiver's charges under the Interim Receivership Order and Amended and Restated Receivership Order, the Receiver has held back funds as security for its professional fees and disbursements, including GST obligations. These funds also stand as collateral to those secured lenders of the Debtors. The Receiver anticipates residual funds remaining following its final administration of the estates of the Debtors.
11. There remains a few additional tasks, as follows, for the receiver to complete in its administrations of the estates of the Debtors under the Interim Receivership Proceedings and Receivership Proceedings.

(b) Payment into Court of Interim Receivership Funds

12. On March 1, 2021, the Court granted an Order ("**March 1, 2021 Order**") authorizing and directing the Receiver to perform certain final steps pertaining to the administration of GST for each estate under the Interim Receivership Proceedings. Once the GST related tasks were completed, the Receiver was authorized and directed to pay any residual funds from an estate under the Interim Receivership Order into Court to the credit of this action on notice to the service list, or as otherwise ordered by the court for a particular estate. Once all residual funds were disbursed, the Receiver was thereafter authorized to file a Receiver's Certificate to become fully discharged from any further obligations in its administration of the estates(s) of the Debtor(s) listed in the Receiver's Certificate(s).
13. Pegasus is the only estate where a court order does not direct the Receiver to pay funds directly to another receiver, secured party or third party. Accordingly, pursuant to March 1, 2021 Order, the Receiver is required to pay the final distribution owing with respect to the estates of Pegasus into court to the credit of this action.

14. The Receiver will also pay any residual funds under the estates of the other Debtors in the Interim Receivership Proceedings as directed under various prior court orders.

(c) Discharge Order - Receivership Proceedings

15. The Receiver is seeking its discharge over the Receivership Property. Certain ancillary administrative tasks remain in the Receivership Proceedings pending the Receiver's discharge.

(i) Claims Process

16. The only remaining tasks for the Receiver in the Claims Processes is to finalize claims in relation to one personal injury claim under the Initial Claims Process (a \$25,000 holdback), one personal injury claim under the Supplemental Claims Process (a \$25,000 holdback) and an insurance claim relating to a fire insurance related defence of a Strategic Debtor Co-Owner (a \$10,000 holdback)(collectively the "**Contingent Claims**").
17. The Receiver proposes to holdback \$60,000 in funds to cover the Contingent Claims and for its ancillary administration related to the Claims Processes (the "**Holdback**"). In the event the Contingent Claims do not become Proven Claims, the Receiver would release any remaining funds in the Holdback to TPMT, or as TPMT may direct, pursuant to the Order of the Court in this proceedings dated July 26, 2021.

(ii) Final Distributions - Receivership Property

18. Residual funds remaining with the Receiver after the completion of its administrations of the estates which was the subject of the TPMT Transaction are to be distributed to the purchasing entity of each respective TPMT Property. Accordingly, the Receiver proposes to distribute all funds from the Final TPMP Distributions to the purchasing entity of each respective TPMT Property.
19. Within the Receivership Proceedings, there were also nine (9) properties in addition to the TPMT Property that comprised Receivership Property. The Receiver intends to remit residual cash on hand as follows with respect to these properties:
 - a) \$[XXX] to Canada ICI Capital Corporation.
 - b) \$[XXX] to Business Development Bank of Canada;
 - c) \$[XXX] to Canadian Western Bank;
 - d) \$[XXX] to TELUS Core Investment Corporation
20. The Receiver intends on filing a standard licensed trustee affidavit once all matters pertaining to the Contingent Claims and payment of the final distributions referred to at paragraphs 18 and 19 above are completed.

(d) Activities of the Receiver to Date

21. The Receiver's activities to date since the Thirteenth Report of the Receiver have included, amongst other things and as more expressly detailed in the Fourteenth Report:
 - (a) facilitating distributions of funds to creditors pertaining to the Non-Equity Properties who have validly proven their claims under the Supplemental Claims Process with respect to the Creditor Cash Pool paid to the Receiver in the TPMT Transaction;
 - (b) working with various mortgagees requesting the discharge of the Interim Receivership Order against the land titles for certain properties previously in the Interim Receivership Proceedings;
 - (c) continuing the cash management function in respect of making ordinary course operational payments and monitoring liquidity with respect to Individual Properties which have exited the Receivership Proceedings and their associated cash reserves;
 - (d) preparing and filing outstanding GST returns with the Canada Revenue Agency ("**CRA**") for all of the Individual Properties since the inception of the Interim Receivership Proceedings;
 - (e) responding to various audit requests from the CRA with respect to the GST returns filed; and
 - (f) assisting Colliers and FirstService Residential, as property manager of Individual Properties, to provide supporting documents for their 2020 year-end financial reporting and operating expense recovery process.

Material or evidence to be relied on:

22. Fourteenth Report of the Receiver dated October 19, 2022, to be filed.
23. Affidavit of Service of Kristi Kramer, to be filed.
24. The pleadings and proceedings in the within action.
25. Such further and other material and evidence as counsel may advise and this Honourable Court may permit.

Applicable Rules:

26. *Alberta Rules of Court*, Alta Reg. 124/2010.
27. Such further and other Rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

28. *Bankruptcy and Insolvency Act*, RSC 1985 c B-3.
29. *Bankruptcy and Insolvency General Rules*, CRC c 368.
30. *Judicature Act*, RSA 2000 c J-2.
31. *Law of Property Act*, RSA 2000 c L-7.

32. Such further and other Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

33. None.

How the application is proposed to be heard or considered:

34. Via WebEx Video Conference, before the Presiding Commercial List Justice.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

APPENDIX “1”

Virtual Courtroom 60 has been assigned for the above noted matter:

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom60>

Instructions for Connecting to the Meeting

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the Open Cisco Webex Meeting.
4. You will see a preview screen. Click on Join Meeting.

Key considerations for those attending:

1. Please connect to the courtroom 15 minutes prior to the start of the hearing.
2. Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.
3. If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.
4. Note: Recording or rebroadcasting of the video is prohibited.
5. Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.

If you are a non-lawyer attending this hearing remotely, you must complete the undertaking located here:

<https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

For more information relating to Webex protocols and procedures, please visit:

<https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

You can also join the meeting via the “Cisco Webex Meetings” App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

Thank you,

Schedule "A"

Clerk's stamp:

COURT FILE NUMBER 1901 - 18029

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF AN APPLICATION UNDER SECTION 47(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3 AND IN THE MATTER OF AN APPLICATION UNDER SECTION 13(2) OF THE JUDICATURE ACT, RSA 2000, c J-2

APPLICANTS SUN LIFE ASSURANCE COMPANY OF CANADA, AND THOSE OTHER APPLICANTS SET OUT IN SCHEDULE "A.1" OF THE INTERIM RECEIVERSHIP ORDER DATED DECEMBER 20, 2019

RESPONDENTS SUNDANCE PLACE II LTD., SUNDANCE PLACE II 1000 LIMITED PARTNERSHIP BY ITS GENERAL PARTNER SUNDANCE PLACE II LTD., AND THOSE OTHER RESPONDENTS SET OUT IN SCHEDULE "A.2" OF THE INTERIM RECEIVERSHIP ORDER DATED DECEMBER 20, 2019

DOCUMENT **ORDER FOR FINAL DISTRIBUTIONS, APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, APPROVAL OF RECEIVER'S ACTIVITIES, AND DISCHARGE OF RECEIVER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Dentons Canada LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8
Attn: David Mann / Sam Gabor
Ph. (403) 268-7097 / 3048 Fx. (403) 268-3100
File No.: 529227-21

Date on which this order was pronounced: November 1, 2022

Location where order was pronounced: Calgary, Alberta

Name of judge who made this order: The Honourable Justice Horner

UPON THE APPLICATION by Alvarez & Marsal Canada Inc., LIT, in its capacity as Court-appointed receiver and manager (the “**Receiver**”) under the Interim Receivership Order dated December 20, 2019 (the “**Interim Receivership Order**”) and the Amended and Restated Receivership Order (Expanded Powers) dated January 19, 2020 (the “**Amended and Restated Receivership Order**”);

AND UPON reading the Fourteenth Report of the Receiver dated October 19, 2022, filed (the “**Fourteenth Report**”), , and such additional pleadings and proceedings had and taken in this action and Receiver’s reports filed herein;

AND UPON having read the Affidavit of Service of Kristi Kramer sworn October __, 2022, filed;

AND UPON hearing the submissions of counsel to the Receiver and counsel or other persons who made submissions at the hearing of this application by telephone or videoconference;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.
2. The Receiver is hereby directed to pay any residual funds from the estates of Pegasus Business Park Limited Partnership and Pegasus Business Park Ltd. into the Court to the credit of this Action.
3. The Receiver's accounts for fees and disbursements, as set out in the Fourteenth Report are hereby approved without the necessity of a formal passing of its accounts.
4. The accounts of the Receiver's legal counsel, Dentons Canada LLP, for its fees and disbursements, as set out in the Fourteenth Report, are hereby approved without the necessity of a formal assessment of its accounts.
5. The Receiver's allocation of it and its legal counsel's fees, costs and disbursements amongst the various assets comprising the Property (as defined in the Interim Receivership Order and Amended and Restated Receivership Order, as applicable) for the period of July 1, 2021 up to and including September 30 2022, as set out in the Fourteenth Report, is hereby approved.
6. The Receiver's activities as set out in the Fourteenth Report are hereby ratified and approved.
7. The Receiver is authorized and directed to make the following distributions:
 - a) \$312,039.05 to 10460010 Canada Inc.
 - b) \$150,125.38 to 101068014 Canada Inc.
 - c) \$25,966.70 to 9827838 Canada Inc.
 - d) \$1,482.65 to 9741631 Canada Inc.
 - e) \$1,651.96 to 10727938 Canada Inc.
 - f) \$12,537.69 to Canada ICI Capital Corporation
 - g) \$58,952.17 to Business Development Bank of Canada
 - h) \$63,358.91 to Canadian Western Bank
 - i) \$95,958.69 to TELUS Core Investment Corporation

8. On the evidence before the Court, the Receiver has satisfied its obligations in respect of the Receivership Property (as defined in the Fourteenth Report)(**"Receivership Property"**) under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing, any claims against the Receiver in connection with the performance of its duties in respect of the Receivership Property are hereby stayed, extinguished and forever barred.

9. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver of the Receivership Property, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.

10. Upon the Receiver filing with the Clerk of the Court an affidavit (the **"Receiver's Affidavit"**) of a licensed trustee employed by the Receiver confirming that all matters set out in paragraph 70 of the Fourteenth Report have been completed, then the Receiver shall be discharged as Receiver of the Receivership Property, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.

11. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

12. Service of this Order on any party not attending this application is hereby dispensed with.

Justice of the Court of King's Bench of Alberta

