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COURT OF KING'S BENCH
OF ALBERTA

JUDICIAL CENTRE

CALGARY

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Mar 15 2023

PLAINTIFF

THE BANK OF MONTREAL

DEFENDANT

THE INSTITUTE OF WELLNESS AND ADVANCED
AESTHETICS LTD., WANDA LEE, THE ESTATE OF
JONATHAN PATRICK LEE, 1608309 ALBERTA LTD., and
MOUNT ROYAL SURGICAL CENTRE INC.

DOCUMENT

THIRD REPORT OF THE RECEIVER**March 6, 2023**ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT**RECEIVER**ALVAREZ & MARSAL CANADA INC.
Bow Valley Square IV
Suite 1110, 250 - 6th Avenue SW
Calgary, Alberta T2P 3H7
Attention: Orest Konowalchuk / Jill Strueby
Telephone: (403) 538-4736 / (403) 538-7529
Email: okonowalchuk@alvarezandmarsal.com /
jstrueby@alvarezandmarsal.com**COUNSEL TO RECEIVER**McCarthy Tetrault LLP
Suite 4000
421 - 7th Avenue SW
Calgary, Alberta T2P 4K9
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File: 75453-11

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INTRODUCTION

1. On April 1, 2022 (the “**Receivership Date**”), by order of the Honourable Justice J.T. Neilson (the “**Receivership Order**”) of the Court of King’s Bench of Alberta (the “**Court**”), Alvarez & Marsal Canada Inc. (“**A&M**”) was appointed as the receiver and manager (the “**Receiver**”) of each of The Institute of Wellness and Advanced Aesthetics Ltd., 1608309 Alberta Ltd., and Mount Royal Surgical Centre Inc. (collectively, the “**Debtors**”) and their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the “**Property**”), pursuant to sections 243(1) of the BIA, 13(2) of the JA, 99(a) of the ABCA and 65(7) of the Personal Property Security Act, RSA 2000, c P-7.
2. The Receivership Order empowers and authorizes, but does not obligate, the Receiver to, among other things, take possession and control of the Property and of any and all proceeds, receipts and disbursements arising out of or from the Property, and to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business subject to Court approval, as necessary.

PURPOSE

3. The purpose of this Third Report of the Receiver (the “**Third Report**” or “**this Report**”) is to provide the Court with information in respect of the following:
 - a) the Receiver’s activities and status of the Receivership proceedings since its last substantive update to this Court as outlined in the Receiver’s Second Report, including matters to complete;
 - b) the updated cash flow results for the period from July 7, 2022 to March 6, 2023 (the “**Reporting Period**”) and final statement of receipts and disbursements from the Receivership Date to March 6, 2023 (the “**Final R&D**”);

- c) a proposed holdback and final distribution to BMO of general estate funds in excess of what is required to satisfy administrative costs and the settlement of the APA Dispute between 2440656 Alberta Corporation (the “**Purchaser**”) and the Debtors, as discussed below;
 - d) the request for the approval of the professional fees and costs of the Receiver and its legal counsel from June 27, 2022 to finalization of the Receivership on or about March 31, 2023;
 - e) the request for approval of the Receiver’s actions, activities and conduct as described in this and prior Reports filed with this Honourable Court; and
 - f) the Receiver’s conclusions and recommendations.
- 4. Capitalized words or terms not defined in this Report are as defined in the Receivership Order or the previous reports of the Receiver (the “**Prior Reports**”).
 - 5. All references to dollars are in Canadian currency.

TERMS OF REFERENCE

- 6. In preparing this Third Report, the Receiver has relied upon financial and other information contained in the Company’s books and records. The Receiver has not performed an audit, review or other verification of such information.

ACTIVITIES OF THE RECEIVER AND STATUS OF THE RECEIVERSHIP PROCEEDINGS

- 7. Since the Second Report, when the Receiver last reported to this Court on its activities generally, the Receiver’s activities have included, but are not limited to, the following:
 - a) evaluating and settling the APA Dispute. The Receiver set aside a non-Court ordered holdback totalling approximately \$62,000 to address a

known, but unresolved claim with the Purchaser. The Receiver subsequently settled the APA Dispute, pursuant to a Mutual Settlement and Release (the “**Settlement and Release Agreement**”); to which the Receiver paid the Purchaser a settlement amount of \$15,000;.

- b) finalizing post closing matters related to the Sneath transaction;
 - c) responding to Ms. Wanda Lee’s requests and comments raised in the Wanda Lee Affidavit and discussed in the First Supplement to the Receiver’s Second Report;
 - d) vacating the Leased Premises after the closing of the transaction;
 - e) finalizing the CRA audits of the Debtors;
 - f) attending various calls and meetings with the secured creditors concerning operational and financial updates of the Company and other matters involving the Receivership generally;
 - g) preparing and filing GST and corporate tax returns with the CRA for the Debtors; and
 - h) providing instructions to the Receiver’s primary independent legal counsel, McCarthy Tetrault LLP (“**McCarthy’s**”), in respect of the Receivership generally; and
8. The asset realization efforts of the Receiver in these proceedings are complete.
9. The main matters to complete the Receivership are to:
- a) distribute funds being retained by the Receiver in respect of the Purchaser Claim upon the signing of the Settlement and Release Agreement;
 - b) distribute funds being retained by the Receiver in respect of BMO; and

- c) file final GST returns and close the accounts which will be done when the final professional fee accounts are approved and paid.

FINAL STATEMENT OF RECEIPTS AND DISBURSEMENTS

10. The following is a statement of the Receiver's updated consolidated receipts and disbursements for the Debtors during the Reporting Period and the Final R&D:

IWA et al. Final Statement of Receipts and Disbursements April 1, 2022 to March 6, 2023 in CAD \$			
	Second Report Supplement Apr 1/22 to July 6/22	Reporting Period July 7/22 to Mar 6/23	Final R&D Apr 1/22 to Mar 6/23
Opening cash balance	\$ -	\$ 30,147	\$ -
Receiver's borrowings	\$ 250,000	\$ -	\$ 250,000
Receipts			
Sale of Perishable Inventory	5,581	-	5,581
Collection of Pre-Receiver'ship Rental Fees	2,543	-	2,543
Net Sales Proceeds	-	2,847,255	2,847,255
Interest Income	432	5,194	5,625
Insurance Refund	-	3,836	3,836
	\$ 8,555	\$ 2,856,284	\$ 2,864,840
Disbursements			
Rent and Utilities	191,199	723	191,921
Independent Contractor	6,710	-	6,710
Insurance	10,169	-	10,169
Appraisal Fees	3,500	-	3,500
IT	2,732	2,289	5,021
Other Operating Costs	4,438	572	5,010
Landlord Cure Costs	-	61,341	61,341
CRA Payroll Remittances	-	40,239	40,239
Tax Return Filing Fees	-	4,100	4,100
Net GST paid	9,660	9,809	19,470
Professional fees and costs	-	406,957	406,957
	\$ 228,408	\$ 526,030	\$ 754,438
<i>Net receipts and disbursements</i>	<i>30,147</i>	<i>2,330,255</i>	<i>2,360,402</i>
Distribution to Secured Creditor	-	2,170,000	2,170,000
Ending cash balance before Holdbacks	\$ 30,147	\$ 190,402	\$ 190,402
Holdbacks			
Professional Fees of Receiver and Receiver's Counsel to discharge	-	(35,000)	(35,000)
Settlement of the Purchaser's Claim	-	(15,000)	(15,000)
Total Available Cash Net of Holdbacks	\$ 30,147	\$ 140,402	\$ 140,402

11. The Receiver previously obtained court approval from this Honourable Court of the Receiver's interim statement of receipts and disbursement ending July 6, 2022 since the Receivership date as outlined in the First Supplement to the Receiver's Second Report.

12. The Receiver is now seeking approval of its interim statement of receipts and disbursement during the Reporting Period and, overall, Final R&D throughout the entirety of the Receivership proceedings.
13. Receipts during the Reporting Period primarily consist of the following:
 - a) Proceeds from sales of approximately \$2.85 million which was previously approved by this Honourable Court;
 - b) Interest income of approximately \$5,000; and
 - c) Insurance refund of approximately \$4,000.
14. Disbursements during the Reporting Period consist primarily of:
 - a) Rent and utility payments of approximately \$700;
 - b) CRA payments of approximately \$50,000 for outstanding payroll source deductions and GST amounts;
 - c) General and administrative expenses of approximately \$7,000 that related primarily to operating software licenses, IT support, and tax return filing costs;
 - d) Professional fees and out of pocket costs of approximately \$76,532 which are summarized in Appendix “B” as follows; and
 - i. \$76,532 for the Receiver’s fees and out of pocket costs. The Receiver’s fees and costs have been paid up to and including February 28, 2023; and
 - ii. \$Nil for the Receiver’s counsel’s fees and costs. These fees and costs have been paid up to and including February 28, 2023;
 - e) Cure costs of approximately \$61,000 relating to landlord claims ; and
 - f) Distributions to BMO in the amount of \$2.17 million

15. Total available cash held by the Receiver at March 6, 2023 is approximately \$190,000.
16. The Receiver requires to holdback approximately \$50,000 (the “**Holdback**”), to satisfy payment of the remaining professional fees and other costs to complete the administration of the estate. The remaining amount is the proposed final distribution to BMO of approximately \$140,000.

PROPOSED FINAL DISTRIBUTION OF FUNDS

17. As discussed above, the Receivership proceedings are substantially complete with no substantive issues remaining other than signing the Release and Waiver Agreement and distributing funds to the Purchaser.
18. As a result, the Receiver is now in a position to distribute the remaining funds to BMO (the “**Final Distribution**”), subject to the Holdback, of approximately \$140,000. Any funds remaining from the Holdback that are not utilized, will be remitted to BMO. A summary of the estimated Final Distribution and Holdback amounts are outline below:

Cash Available before Holdbacks	\$	30,147	\$	190,402	\$	190,402
Holdbacks						
Professional Fees of Receiver and Receiver's Counsel to discharge	-		(35,000)		(35,000)	
Settlement of the Purchaser's Claim	-		(15,000)		(15,000)	
Final Distribution	\$	30,147	\$	140,402	\$	140,402

APPROVAL OF RECEIVER’S AND ITS COUNSELS’ FEES AND COSTS

19. The Receiver previously sought and obtained approval from this Honourable Court of the Receiver’s and its legal counsels’ professional fees, disbursements and costs incurred since the Receivership Date to June 26, 2022. A copy of the fee approval order granted by this Court on July 7, 2022 is attached as Appendix “A” to this Report.
20. Pursuant to paragraph 19 and 20 of the Receivership Order, the Receiver seeks further approval from this Honourable Court of the respective professional fees and

disbursements of the Receiver and McCarthy's for the period of June 27, 2022 to the conclusion of the estate (the "**Final Taxation Period**").

21. The Receiver and its counsel's invoices outline the date and description of the work completed, the length of time taken to complete the work and the name of the individual who completed the work. All billings were calculated in accordance with the prevailing rates of A&M and McCarthy's. Copies of the invoices have not been appended to this Report; however, subject to any restrictions on in-person court hearings, they will be available to the Court at the hearing of the Receiver's application or the Receiver can otherwise make them available to the Court, if necessary.

The Receiver and the Receiver's Counsel's have incurred fees and costs of approximately \$72,888 exclusive of GST for the period of June 27, 2022 to February 28, 2023 and estimate fees and costs to complete this engagement from March 1, 2023 to discharge are approximately \$35,000 (the "**Forecast Fees and Costs**"), for total fees and costs of \$105,788 over the Final Taxation Period. which include fees and costs incurred but not paid. The Forecast Fees and Costs may be subject to change and could increase or decrease depending upon the time required by the Receiver and its counsel to carry out the remaining duties in the Receivership Proceedings. The Receiver proposes that all final Forecast Fees and Costs, which may be subject to change, be approved as part of the discharge of the Receiver and not require a further Court order passing the accounts. A summary of the fees and costs over the Final Taxation Period, including the Forecast Fees and Costs are attached as Appendix "B" to this Report.

22. The Receiver is respectfully of the view that the Receiver's Fees and Costs during the Final Taxation Period and those of its counsel during the period are fair and reasonable under the circumstances and commensurate with the work completed to date, for the following reasons:

- a) the main asset was the leasehold interest in real property and the Receiver spent considerable time and effort dealing with this asset and

stakeholders who had an interest in it, including BMO, the landlord and Ms. Lee. This included the Receiver facilitating multiple attendances at the Leased Premises for various third-parties at the request of Ms. Lee;

- b) the Debtors did not provide cooperation or assistance to the Receiver. The Receiver was forced to seek Court relief on an urgent basis in May, 2022, because Ms. Lee had arranged for the Leased Premises to be listed for sale on MLS in contravention of the Receivership Order. This complication increased the time that the Receiver and its counsel had to spend on the matter;
- c) the Receiver obtained a bid and completed a sale for the assets of the Debtor (including the interest in the Leased Premises) through the marketing and sales process it initiated and without the assistance of the Debtors. The sale that was completed by the Receiver was the highest bid received and has resulted in a near full recovery for the senior secured creditor;
- d) the sale allowed for the resumption of operations at the clinic that was previously operated by the Debtors and the assignment of the lease, which was beneficial to the Landlord (who received payment of pre-filing rent) and for other stakeholders, such as future employees and the surrounding community.

23. The Receiver respectfully requests this Court to approve the fees and costs of the Receiver and its counsel over the Final Taxation Period.

APPROVING CONDUCT AND DISCHARGE OF RECEIVER

24. The Receiver respectfully requests that this Honourable Court grant an Order which, among other things, and subject to the filing of a certificate which confirms the Receiver has satisfied its obligations under the Receivership Order, absolutely, forever and unconditionally discharges the Receiver from any claims against the

Receiver arising from, relating to, or in connection with, the performance of the Receiver's duties and obligations as Receiver, save and except for claims based on gross negligence, fraud and/or wilful misconduct.

25. The Receiver is respectfully of the view that it has conducted itself appropriately in these Receivership Proceedings and respectfully requests that this Court approve the actions, activities and conduct of the Receiver since the Fourteenth Report and throughout the entire Receivership Proceedings.
26. The Receiver's administration of the estate is complete, subject to certain administrative matters, including dealing with CRA and filing final GST returns, making the proposed Final Distribution, subject to Court approval, and the payment of disbursements all described herein. The Receiver is of the view that these items are administrative in nature and should not prevent this Court from granting an unconditional discharge.
27. Upon completion, the Receiver will file the Receiver's Completion Certificate with the Court confirming that all outstanding matters reported in this Report have been completed. The Receiver is requesting an order that provides that upon filing the Receiver's Completion Certificate, the Receiver will be automatically discharged without further order of the Court. A copy of the proposed Receiver's Completion Certificate is attached as Appendix "C" to this Report.
28. The Receiver is in custody of miscellaneous records of the Company. The Receiver is seeking authorization from this Honourable Court to allow the Receiver to destroy any and all such records not required by the Receiver.

RECEIVER'S CONCLUSIONS AND RECOMMENDATIONS

29. The Receiver is reserving sufficient funds to cover unpaid professional fees, final estate administration costs and a contingency for unknown claims that may arise prior to its discharge.

30. The Receiver is satisfied that the interests of the Debtor's stakeholders have been considered and would not be materially prejudiced by the proposed distribution to BMO.
31. The Receiver understands these distributions are supported by the most directly impacted parties.
32. The Receivership proceedings will be complete after the distribution of funds, payment of remaining professional fees proposed herein and other miscellaneous matters as noted in paragraph 17 above.
33. The Receiver therefore recommends that this Honorable Court approve:
 - a) the actions, activities and conduct of the Receiver since the Second Report and throughout the entirety of the Receivership proceedings;
 - b) the Receiver's and its counsels fees and costs included in the Final Taxation Period and in this Report; ;
 - c) the destruction of records other than any records required to be kept by the Receiver of the Debtors;
 - d) the proposed Final Distribution;
 - e) the Receiver's Final R&D;
 - f) the discharge of the Receiver.

All of which is respectfully submitted this 6th day of March 2023.

**ALVAREZ & MARSAL CANADA INC.,
in its capacity as Receiver of the Debtors
and not in its personal or corporate capacity**

A handwritten signature in blue ink, appearing to be 'Orest Konowalchuk', with a stylized, flowing script.

Orest Konowalchuk, CPA, CA, CIRP, LIT
Senior Vice President

A handwritten signature in blue ink, appearing to be 'Jill Strueby', with a stylized, flowing script.

Jill Strueby, CPA, CA, CIRP, LIT
Vice President

APPENDIX A
Fee Order Approval

COURT FILE NUMBER 2201-03735
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
PLAINTIFF THE BANK OF MONTREAL
DEFENDANTS THE INSTITUTE OF WELLNESS AND ADVANCED
AESTHETICS LTD., WANDA LEE, THE ESTATE OF JONATHAN
PATRICK LEE, 1608309 ALBERTA LTD., and MOUNT ROYAL
SURGICAL CENTRE INC.

Clerk's Stamp

DOCUMENT **ORDER (Fee and Conduct Approval and Sealing Order)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT: McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, Alberta T2P 4K9
Attention: Walker W. MacLeod
Tel: 403-260-3710
Fax: 403-260-3501
Email: wmacleod@mccarthy.ca

DATE ON WHICH ORDER WAS PRONOUNCED: July 7, 2022
LOCATION OF HEARING OR TRIAL: Calgary, Alberta
NAME OF JUDGE WHO MADE THIS ORDER: Honourable Justice B.E.C. Romaine

UPON the application (the "**Application**") of Alvarez & Marsal Canada Inc. (the "**Receiver**"), in its capacity as the court-appointed receiver and manager of The Institute of Wellness and Advanced Aesthetics Ltd., 1608309 Alberta Ltd., and Mount Royal Surgical Centre Inc. (collectively, the "**Debtors**") pursuant to the Receivership Order granted on April 1, 2022 (the "**Receivership Order**"), in the within proceedings (the "**Proceedings**"), **AND UPON** reading the First Report of the Receiver, dated May 25, 2022 (the "**First Receiver's Report**"), filed; **AND UPON** reading the Second Report of the Receiver, dated June 27, 2022 (the "**Second Receiver's Report**"), the First Supplement to the Second Report of the Receiver, dated July 7, 2022 (the "**Supplemental Second Receiver's Report**"), and the Brief of Law and Argument of the Receiver, dated July 7, 2022, all filed; **AND UPON** reading the Confidential Appendixes "1" to "3" to the Second Receiver's Report, dated June 27, 2022 (the "**Confidential Appendixes**"), unfilled; **AND UPON** reading the Affidavit of Service of Katie Doran, sworn on July 5, 2022 (the "**Service Affidavit**"), filed; **AND UPON** hearing counsel for the Receiver and for any other parties who may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the Application, the Second Receiver's Report, and the Supplemental Second Receiver's Report is abridged, the Application is properly returnable today, service of the Application, the Second Receiver's Report, and the Supplemental Second Receiver's Report on the service list, in the manner described in the Service Affidavit, is good and sufficient, and no other persons, other than those listed on the service list (the "**Service List**") attached as an exhibit to the Service Affidavit, are entitled to service of the Application, the Second Receiver's Report, or the Supplemental Second Receiver's Report.

FEE APPROVAL

2. The Receiver's interim accounts for fees and disbursements in respect of the Debtors for the period April 1, 2022 to June 26, 2022 (in the amount of \$ \$260,473.45) are hereby approved without the necessity of a formal passing of accounts.
3. The interim accounts of the Receiver's legal counsel, McCarthy Tétrault LLP, for its fees and disbursements in respect of the Debtors for the period April 1, 2022 to June 26, 2022 (in the amount of \$75,695.00) are hereby approved without the necessity of a formal assessment of its accounts.

APPROVAL OF RECEIVER'S ACTIONS

4. The reported actions, activities and conduct of the Receiver as set out in the Second Receiver's Report, the Supplemental Second Receiver's Report, and in all of its other reports filed herein (including the First Report dated May 24, 2022) and the Statement of Receipts and Disbursements as attached to the Second Receiver's Report, are hereby ratified and approved, as of the date of the Second Receiver's Report.

SEALING

5. Part 6, Division 4 of the *Alberta Rules of Court* does not apply to the Application and the Clerk of the Court is hereby directed to seal the Confidential Appendices, on the Court file, until the filing of the Receiver's Certificates (as defined in and contemplated by the Sale Approval and Vesting Order made in connection with the Application). The Confidential

Appendices shall be sealed and filed in an envelope containing the following endorsement thereon:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL APPENDICES TO THE SECOND REPORT OF THE RECEIVER, DATED JUNE 27, 2022. THE CONFIDENTIAL APPENDICES TO THE SECOND REPORT OF THE RECEIVER IS SEALED PURSUANT TO AN ORDER ISSUED BY THE HONOURABLE JUSTICE B.E.C. ROMAINE, DATED JULY 7, 2022 AND IS NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICLY ACCESSIBLE UNTIL THE FILING OF THE RECEIVER'S CERTIFICATES REFERRED TO THEREIN.

6. Any person may apply, on reasonable notice to the Receiver and any other persons likely to be affected, to vary or amend the terms of paragraph 5 of this Order.
7. Service of this Order on the Service List by email, facsimile, registered mail, courier, or personal delivery shall constitute good and sufficient service of this Order, and no persons other than the persons listed on the Service List are entitled to be served with a copy of this Order. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
8. Service of this Order on any party not attending this application is hereby dispensed with.



J.C.C.Q.B.A.

APPENDIX B
Schedule of Receiver's Fees and Disbursements

IWAA et al. - in Receivership
Summary of Receiver's Fees and Disbursements ("Interim Period Billings")
June 27, 2022 to February 28, 2023

Inv. No.	Period	Fees	Disbursements	Total Fees & Disbursements	GST	Total
#4	June 27, 2022 to July 31, 2022	48,334.00	-	48,334.00	2,416.70	50,750.70
#5	August 1, 2022 to August 31, 2022	11,858.50	82.83	11,941.33	597.07	12,538.40
#6	September 1, 2022 to September 30, 2022	2,787.50	-	2,787.50	139.38	2,926.88
#7	October 1, 2022 to October 31, 2022	2,795.00	151.84	2,946.84	147.34	3,094.18
#8	November 1 2022 to December 31, 2022	2,552.50	0.92	2,553.42	127.67	2,681.09
#9	January 1, 2023 to January 31, 2023	2,225.00	-	2,225.00	111.25	2,336.25
#10	February 1, 2023 to February 28, 2023	2,100.00	-	2,100.00	105.00	2,205.00
Subtotal		72,652.50	235.59	72,888.09	3,644.41	76,532.50

APPENDIX C
Proposed Receiver's Completion Certificate

COURT FILE NUMBER	2201 - 03735
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	THE BANK OF MONTREAL
DEFENDANT	THE INSTITUTE OF WELLNESS AND ADVANCED AESTHETICS LTD., WANDA LEE, THE ESTATE OF JONATHAN PATRCIK LEE, 1608309 ALBERTA LTD., and MOUNT ROYAL SURGICAL CENTRE INC.
DOCUMENT	THIRD REPORT OF THE RECEIVER March 6, 2022 <u>RECEIVER</u> ALVAREZ & MARSAL CANADA INC. Bow Valley Square IV Suite 1110, 250 - 6 th Avenue SW Calgary, Alberta T2P 3H7 Attention: Orest Konowalchuk / Jill Strueby Telephone: (403) 538-4736 / (403) 538-7529 Email: okonowalchuk@alvarezandmarsal.com / jstrueby@alvarezandmarsal.com <u>COUNSEL TO RECEIVER</u> McCarthy Tetrault LLP Suite 4000 421 – 7 th Avenue SW Calgary, Alberta T2P 4K9 Attention: Walker MacLeod Phone: (403) 260-3710 Fax: (403) 260-3501 Email: wmacleod@mccarthy.ca File: 75453-11

RECITALS

- A. On April 1, 2022 (the “**Receivership Date**”), the Court of King’s Bench of Alberta (the “**Court**”) granted an order in these proceedings (the “**Receivership Order**”) appointing Alvarez & Marsal Canada Inc. (“**A&M**”) as receiver and manager (the “**Receiver**”), of each of The Institute of Wellness and Advanced Aesthetics Ltd., 1608309 Alberta Ltd., and Mount Royal Surgical Centre Inc. (collectively, the “**Debtors**”) and their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the “**Property**”), pursuant to sections 243(1) of the BIA, 13(2) of the JA, 99(a) of the ABCA and 65(7) of the *Personal Property Security Act*, RSA 2000, c P-7.
- B. Pursuant to an Order of the Court dated March 15, 2023 (the “**Discharge Order**”), the Receiver may be discharged and the Receivership proceedings may be terminated upon filing of this Receiver’s Completion Certificate with the Court.

THE RECEIVER CERTIFIES the following:

1. The fees and disbursements of the Receiver and of the Receiver’s legal counsel, McCarthy Tetrault LLP (collectively the “**Professional Fees**”), have been paid to the satisfaction of the Receiver and the Receiver’s legal counsel;
2. Any funds remaining after the payment of the Professional Fees have been disbursed in accordance with the Discharge Order;
3. The Receiver has completed all matters incidental to the Receivership Proceedings or any other matters necessary to complete the Receivership Proceedings; and
4. The Receivership Proceedings are hereby terminated and the Receiver is discharged in accordance with the Discharge Order.

This Certificate was executed by the Receiver at _____, Alberta on _____, 2023 and filed.

Alvarez & Marsal Canada Inc., in its capacity as Court-appointed Receiver of the Debtors, and not in its personal or corporate capacity