



COURT FILE NUMBER 2401-02438

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT BANK OF MONTREAL

RESPONDENTS AMC&F PROPERTIES LTD. and LYNCORP MANUFACTURING LTD.

DOCUMENT **SALE PROCESS ORDER (REAL ESTATE)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **OSLER, HOSKIN & HARCOURT LLP**
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File Number: 1253712

DATE ON WHICH ORDER WAS PRONOUNCED: May 28, 2024

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice R.A. Neufeld

LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION of Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of the assets, properties and undertakings of AMC&F Properties Ltd. and Lyncorp Manufacturing Ltd. for an Order, among other things: (i) approving and authorizing the Receiver to enter into the Listing Agreement, (ii) approving the Sale Process, and (iii) authorizing and directing the Receiver and the Sales Agent to implement the Sale Process in accordance with the terms thereof (as such terms are defined below); **AND UPON** reading the First Report of the Receiver dated May 22, 2024, filed (the “**First Report**”), the confidential appendices to the First Report, and the Affidavit of Trevor Bauer affirmed February 15, 2024; **AND UPON** reviewing the Receivership Order of the Honourable Justice M.H. Hollins,

granted February 26, 2024; **AND UPON** hearing from counsel to the Receiver, counsel to Bank of Montreal, and from counsel to any other interested parties who may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, 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.

APPROVAL OF LISTING AGREEMENT

2. The Listing Agreement between the Receiver and CDN Global Advisors Ltd. (the “**Sales Agent**”) dated May 22, 2024, and attached at Appendix A to the First Report (the “**Listing Agreement**”), and the transactions contemplated thereunder, are hereby approved and authorized, and the execution of the Listing Agreement by the Receiver is hereby approved and authorized with such minor amendments as the Receiver and the Sales Agent agree. The Receiver is authorized and directed to take any and all actions as may be necessary or desirable to implement the Listing Agreement and each of the transactions contemplated therein.

APPROVAL OF SALE PROCESS

3. The Sale Process attached as Appendix B to the First Report (subject to any amendments thereto that may be made in accordance therewith and with this Order) (“**Sale Process**”) is hereby approved, and the Receiver and the Sales Agent are hereby authorized and directed to implement the Sale Process in accordance with the terms thereof and do all things as may be reasonably necessary to conduct and give full effect to the Sale Process and implement and carry out the terms thereof.
4. The Receiver and the Sales Agent (and their respective affiliates, partners, directors, employees, agents, consultants, advisors, experts, accountants, counsel and controlling persons) shall have no liability whatsoever for any and all losses, claims, damages or liabilities, of any nature or kind to any person or party for any act or omission related to

the Sale Process, except to the extent such act or omission is the result of gross negligence or wilful misconduct of the Receiver or the Sale Agent.

5. This Order must be served only upon those interested parties attending or presented 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.
6. 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