



**Court file No. S1710393
Vancouver Registry**

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

**IN THE MATTER OF ALL CANADIAN INVESTMENT CORPORATION
(the "Petitioner")**

MONITOR'S THIRTY-FIRST REPORT TO COURT

July 5, 2022

McEown and Associates Ltd.

Monitor appointed in the
Companies' Creditors Arrangement Act proceedings of
All Canadian Investment Corporation

**Suite 110 – 744 West Hastings Street
Vancouver, B.C. V6C 1A5**

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A. INTRODUCTION

1. This report (the “**Thirty-First Report**”) is filed by McEown and Associates Ltd. (“**McEown**”) in its capacity as monitor (the “**Monitor**”) appointed in a proceeding commenced on November 8, 2017 by All Canadian Investment Corporation (the “**Petitioner**”) pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c.-36, as amended (the “**CCAA Proceedings**”).
2. The purpose of the Thirty-First Report is to provide the Court and stakeholders with an update on the CCAA Proceedings since the Monitor’s 30th Report dated February 16, 2022.
3. This report will cover the following:
 - a) Court Orders granted;
 - b) Plan of Arrangement;
 - c) Actual Cash Flow Statement from November 27, 2017 to April 30, 2022;
 - d) Sale of Sperling Property;
 - e) Buchmann Loan;
 - f) Meridian Settlement;
 - g) BDO proceedings;
 - h) Weninger Loan; and
 - i) Monitor’s conclusions and recommendations.

B. DISCLAIMER AND TERMS OF REFERENCE

4. Except as specified, in preparing this report the Monitor has obtained and relied upon unaudited, draft and/or internal information has been compiled from the Petitioner's books and records. Where available, the Monitor has reviewed external records and documentation including post-filing banking records, corporate searches and financial statements.
5. Except as otherwise described in this report:
 - a) the Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information which has been provided in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountant Canada Handbook; and
 - b) the Monitor has not conducted an examination or review of any financial forecast and projections in a manner that would comply with the procedures described in the Chartered Professional Accountant Canada Handbook.
6. This Report have been prepared solely for the purpose described and readers are cautioned that it may not be appropriate for other purposes.

**C. COURT APPLICATION AND ORDER GRANTED SINCE
FEBRUARY 2022**

7. On application made by the Petitioner on February 17, 2022 Mr. Justice Walker approved the sale of the Sperling Property for \$8,328,000 plus applicable taxes to Dack Jin Holdings Ltd in the foreclosure proceedings.
8. A copy of the Order granted is attached as **Appendix “A”** hereto.

D. PLAN OF ARRANGEMENT

9. Pursuant to the Plan of Arrangement (the “**Plan**”) that was approved and sanctioned by Mr. Justice Walker on February 5, 2021, the Monitor is required to distribute funds realized in the wind-down of the Petitioner’s business in accordance with the following priorities:
- a) amounts due and owing under the Administrative Charge;
 - b) amounts due and owing under the Director’s Charge (it is not presently contemplated that any payments will be required);
 - c) amounts due and owing to Creditors;
 - d) amounts due and owing under the Representative Counsel Charge; and
 - e) distribution of the balance to Preferred Shareholders.

Payment to Creditors

10. While holding back sufficient funds to cover amounts that are due or may become due under the Administrative Charge, the Monitor has made a second and final distribution to the Creditors (with the exception of BDO Canada LLP (“**BDO**”) which will be addressed later in this report) based on the Proven Claims identified by the Monitor and approved in the Order made May 19, 2020.
11. In addition to the amount of the Proven Claims the Monitor also paid the Creditors simple interest from November 10, 2017 until the date of payment in accordance with the terms of the Order made November 3, 2020 which confirmed that the Creditors Distributions (as provided for in paragraph 4.2 of the Plan) should include payment of interest to the Creditors from the date of the Initial Order to the date of payment calculated at the rate of 5% per annum as provided for in s.143 of the *Bankruptcy and Insolvency Act*.

12. The Monitor has issued Distribution Certificates, in accordance with paragraph 4.2 of the Plan, confirming that the initial interim distribution to Creditors and the final distribution to Creditors have taken place. The Distribution Certificates have been served on the Service List and submitted for filing.
13. The Monitor is holding in trust sufficient funds to pay the two BDO Proofs of Claim which were approved in the Order made May 19, 2020 pending resolution of the ongoing litigation between BDO and the Petitioner.

Payment of Legal Fees

14. Pursuant to an Order made by Mr. Justice Walker on March 26, 2019 and amended on April 5, 2019 (attached hereto as **Appendix “B”**), the Monitor has paid Representative Counsel the amount of \$73,396 to cover legal representation for the preferred shareholders. The amount of the charge granted was not sufficient to cover the accounts provided to the Monitor by Lakes Whyte LLP and Richards Buell Sutton LLP which were \$76,996.00 and \$35,608 respectively. Following discussions with the Monitor, Lakes Whyte LLP and Richards Buell Sutton LLP agreed to accept the sum of \$73,396 on a pro-rata basis unless otherwise ordered by the Court.
15. Pursuant to an Order made by Mr. Justice Walker on March 3, 2020 (attached hereto as **Appendix “C”**) the Monitor has also paid the legal the accounts of James Hancock and 1083163 Alberta Ltd. totalling \$47,242.73.

Proposed Payment to Preferred Shareholders

16. The Monitor currently holds in trust approximately \$3,300,000 after payment of the Proven Claims and the of legal fees. The Monitor proposes making a first interim distribution to the preferred shareholders in the amount of \$3,000,000 and holding back approximately \$300,000 in its trust account to ensure there are sufficient funds to cover the ongoing professional fees including a reserve to cover the costs of litigation that may be necessary to recover assets for the benefit of the preferred shareholders.

17. The proposed distribution represents 8 percent of the amount owed to the preferred shareholders.

E. ACTUAL CASH RECEIPTS AND DISBURSEMENTS

18. The Actual Cash Flow from November 27, 2017 to June 30, 2022 can be summarized as follows:

Actual Cash Inflows

Interest Payments \$ 208,945

Recovery from Mortgagees

Mendes	75,000	
Otter	425,000	
Chisa Holdings	35,000	
Grant Manor	600,000	
Wayne Blair	16,318	
Karl Buchmann	155,082	
Stonewater Motel	1,317,897	
Altezza	1,241,194	3,865,491

Recovery from Sale of Real Properties

Sale of Sperling Property	5,954,313	
Sale of Lee Road Property	375,891	
Sale of Lot 5	679,638	
Sale of Lot 137 Lee Road	69,209	
Sale of 4153 Packalen	781,447	
Sale of Lot 4	579,971	8,440,469

Other Receipts

Sperling Property – rental income	31,060
DIP Financing Proceeds	1,500,000
Accounts Receivable (AFDI)	245,370
Miscellaneous Refund	<u>10,000</u>
	1,786,430

Total Cash Inflows **\$14,301,335**

Actual Cash Outflows

Operations

Management Fees	\$ 452,762
Bank Charges	2,457
Bond Premiums	6,000
Auditor Fees	30,017
Environmental Consultant Fees	39,658
Monitor's Fees/Disbursements	704,829
Legal Fees/Disbursements (Monitor's counsel)	263,890
Legal Fees/Disbursements (Petitioner's counsel)	976,714
Legal fees/Disbursements (representative counsel)	120,639
Appraisal Fees	14,866
DIP Loan Fees & Expenses	211,200
DIP Loan Interest	137,370
Property Taxes & Utilities	23,462
Other Miscellaneous Expense	<u>9,026</u>
	2,992,890

Secured Debt Repayments

DIP Loan	1,613,304
Van Maren Financial	554,512
Fisgard Capital	<u>1,386,575</u>
	3,554,391

Unsecured Debt Repayments

Interim Dividend Creditors	4,501,884
Interim Dividend BDO (Held in Trust by Monitor)	<u>42,214</u>
	4,554,098

Total Cash Outflows	11,091,379
Net Cash Inflows (outflows)	3,209,957
Opening Cash Position	<u>69,134</u>
Closing Cash Position	<u>\$ 3,279,091</u>

E. SALE OF SPERLING PROPERTY

- 19. As described earlier in this report the application to approve the sale of the Sperling Property in foreclosure proceedings commenced by the Petitioner was heard on February 17, 2022. An offer of \$7,100,000.00 plus applicable GST was presented to court for approval.

- 20. In accordance with Covid-19 Notice No. 31, COVID-19: RESUMPTION OF FURTHER COURT OPERATIONS – SEALED BID PROCEDURES FOR FORECLOSURES AND OTHER MATTERS a competitive bid procedure was instituted prior to the hearing of approval application which realized an offer to purchase the Sperling Property for \$8,328,000 plus applicable taxes from Dack Jin Holdings Ltd. (the “**Dack Jin Offer**”).

- 21. The Dack Jin Offer was approved on February 17, 2022 sale completed on March 4, 2022. The proceeds of sale were disbursed as follows:

Gross Sale Proceeds	\$8,328,000.00
<u>Less Disbursements:</u>	
Real Estate Commissions	306,054.00
Blue Shore Mortgage	2,058,127.48
City of Burnaby – Taxes	9,386.61
City of Burnaby – Utilities	<u>118.94</u>
	2,373,687.03
Net Sale Proceeds Paid to the Monitor	<u>\$5,954,312.97</u>

F. BUCHMANN LOAN

22. As reported in the Monitor's 30th Report to Court, the Buchmann loan was made shortly prior to the commencement of the CCAA proceedings to finance the acquisition of a mortgage interest registering certain lands and premises located in Salmon Arm. The Petitioner holds a mortgage over a mortgage registered against the lands located in Salmon Arm. The amount owed to the Petitioner is approximately \$435,000 before legal fees and disbursements.
23. On December 14, 2021, the Petitioner brought an application seeking various relief including:
 - a) an order substituting the applicant, All Canadian Investment Corporation ("ACIC") as petitioner to these proceedings with respect to the *in-rem* portions of a prior order nisi;
 - b) an order nisi and related relief with respect to ACIC's mortgage of Karl Buchmann's mortgage over the lands and premises at issue in these proceedings, including a shortened redemption period and conduct of sale with respect to the said lands and premises;
 - c) an order authorizing ACIC to execute upon the *in personam* judgments issued in these proceedings; and
 - d) an order changing the venue for these proceedings to the Vancouver registry of the Supreme Court of British Columbia.
24. Mr. Buchmann opposed the relief sought alleging, among other things, that:
 - a) the Petitioner's application is an abuse of process;
 - b) the registered mortgage document is a "**fraud and forgery**"; and

- c) the loan advance from the Petitioner was subject to a separate Co-Owner Agreement between Mr. Buchmann, Mr. Bergman and ACIC CJ Properties Ltd., a company which the Monitor understands is associated with Mr. Bergman;
 - d) the Petitioner frustrated his efforts to comply with his obligations under the loan agreement as a result of which, the Petitioner is unable to assert that he is in default.
25. The Co-Owner Agreement purports to have been executed on October 11, 2018 (after the Initial Order was made in these proceedings) and was not authorized by the Monitor.
26. The Petitioner's application was heard by Justice Donegan Reasons for Judgment were issued April 8, 2022. Justice Donegan ordered that:
- a) in light of the conflicts in the evidence, she was unable to find the facts necessary to determine the matters in issue and that cross-examination on the affidavits is required;
 - b) it was just and convenient for Justice Walker to be seized of the proceedings; and
 - c) a Judicial Management Conference be scheduled before Justice Walker to determine how and when cross-examination is to occur and to schedule a further hearing of the application.
27. A Judicial Management Conference has been scheduled for 9:00 a.m. on July 13, 2022.

G. MERIDIAN LOAN

29. As reported in the Monitor's 30th Report to Court, the Petitioner entered into a loan agreement with Meridian Resource Accommodations Inc. ("**Meridian**") on December 29, 2014. As a term of the loan agreement, and security for the loan, Meridian provided a mortgage to the Petitioner over certain property located in Saskatchewan. As of November 2017, the amount due and owing including accrued debt, principal and interest was \$870,279.97.
30. A mortgage was drafted and registered against title to the Saskatchewan property on December 22, 2014 and funds were advanced to Meridian as follows:
 - a) October 30, 2014: \$40,000.00;
 - b) November 28, 2014: \$100,000.00;
 - c) December 2, 2014: \$100,000.00;
 - d) March 26, 2015: \$120,000.00;
 - e) November 25, 2015: \$50,000.00;
 - f) December 7, 2017: \$50,000.00; and
 - g) August 25, 2017: \$250,000.00.
31. On instructions from the Monitor proceedings were commenced by counsel for the Petitioner. Meridian has defended the proceedings on the basis that the mortgage registered against title is a "**non-recourse mortgage**" as a result of which, ACIC's recovery and recourse is limited to Meridian's right, title and interest in the mortgaged property.

32. Counsel for the Petitioner undertook investigations regarding the preparation of the mortgage which (somewhat unusually) was prepared by counsel retained by Meridian rather than the Petitioner. Inquiries with Mr. Bergman indicate that he was not aware of, and did not agree to, the “**non-recourse**” terms, however, the Monitor has been unable to find a satisfactory explanation for the form of mortgage registered against title.
33. In addition to the limited rights provided by the mortgage, based on statutory declarations provided by a principal for Meridian, the Monitor is of the view that other than the property in Saskatchewan, Meridian has no other eligible assets.
34. As a result, the Monitor has engaged in settlement discussions with counsel recently retained by Meridian. As a result of the fact that the mortgage documentation restricts the Petitioner’s right of recovery to the property, and Meridian’s financial circumstances, the Monitor recommends accepting the proposed terms of settlement as follows:
- Meridian will list and sell the Saskatchewan property and the net sale proceeds will be paid to the Petitioner; and
 - a principle of Meridian (Mr. Allen) will acquire from the Petitioner, for a sum of \$34,000, the Petitioner’s interest in a related company which is presently held, in trust, by a company associated with Mr. Bergman. While the Monitor is satisfied that the shares have no value to the Petitioner, there are tax losses available which based on the Monitor’s inquiries, likely only have value to Mr. Allen.
35. It is anticipated that the transfer of the shares will be subject to a separate application for vesting order, brought at the cost of Mr. Allen which the Monitor supports.

36. In anticipation of court approval Meridian has listed the Saskatchewan property for sale and has secured at least two offers in excess of the opinion of value secured from its realtor and provided to the Monitor for review. To date the highest and best offer is from a neighbouring landowner and the Monitor is of the view that the offer should be accepted.
37. Based on the review of Meridian's financial statements and the statutory declaration provided by Mr. Allen, the Monitor is satisfied that the proposed settlement is fair and reasonable in the circumstances and there are no other assets available to satisfy the debt.

H. BDO PROCEEDINGS

38. After the granting of the Initial Order Mr. Bergman caused, without the Monitor's knowledge, proceedings to be commenced in the Petitioner's name against its former auditors BDO. Mr. Bergman was subsequently joined in his personal capacity as third party to the proceedings by BDO.
39. On November 23, 2018 an order was made requiring the Petitioner to tender security for costs in the amount of \$132,042 in the BDO proceedings ("**Security**"). After the court and the Monitor became aware of the BDO proceedings they have been prosecuted (by Shields Harney LLP) on the basis that the Petitioner would not fund the legal costs of the proceedings or the Security.
40. In accordance with the Order made November 23, 2018 the Security was deposited in trust with Shields Harney LLP and until recently, there had been little progress in the proceedings.
41. On or about January 24, 2022 Mr. John Shields and John Douglas Shields Law Corporation ("**Shields Harney LLP**") delivered a notice of intention to withdraw as lawyer for the Petitioner and Mr. Bergman. BDO filed an objection which the Monitor understands primarily related to where the Security would be held in the event that counsel was granted leave to withdraw.
42. On April 22, 2022 Shields Harney LLP's application for leave to withdraw as counsel (and related relief) was heard by Justice Walker. By Order made April 22, 2022 the following orders were made:
 - a) that Shields Harney LLP's ceased to be the lawyer acting for the Plaintiff and the Mr. Bergman;
 - b) service of ACIC in the BDO proceedings could occur care of McEown + Associates Ltd.,
 - c) directing the manner of service for Mr. Bergman; and

- d) that the Order made November 23, 2018, be varied such that Shields Harney LLP would pay into court the amount of \$132,049.00 to stand as security for the Defendant's costs of the action.
43. The Monitor is advised that the Security has been paid into court in accordance with the Order made April 22, 2022.
44. After the Order of April 22, 2022, the Monitor instructed counsel for the Petitioner to initiate settlement discussions with counsel for BDO. As a result of those discussions an agreement has been reached (subject to court approval) for the disposal of the BDO proceedings on the following terms:
- a) the claims against BDO and Donald Bergman (in his capacity as third party) will be dismissed without costs to any party with such dismissal being the same force and effect as if an order had been pronounced at the trial on the merits;
 - b) the security amount of \$132,049, currently held in court, will be paid in trust to the Monitor;
 - c) the Security will be held in trust by the Monitor subject to any claims against and will otherwise be paid to stakeholders in the CCAA Proceedings in accordance with the Plan of Arrangement therein.
45. A copy of the proposed consent Order resolving the proceedings is attached as **Appendix "D"**.
46. On the instructions of the Monitor counsel for the Petitioner:
- a) has filed a Notice of Appointment of Lawyer in the BDO proceedings so as to allow for the execution of the consent Order;
 - b) has secured Mr. Bergman's agreement to the proposed terms of settlement; and

c) holds the consent Order, executed by Mr. Bergman pending approval of the court.

47. Although the Monitor does not have any direct knowledge of the source of the Security, documentation filed in the Buchman foreclosure proceedings and provided by Mr. Bergman suggest that the Security may have been funded by Mr. Buchman and ACIC CJ Properties Ltd., a company associated with Mr. Bergman.
48. In the event that the proposed settlement is approved the Monitor will continue to make inquiries with respect to the Security and will seek directions in advance of any proposed distribution.
49. The Monitor seeks the court approval of settlement of the BDO proceedings on the terms outlined above.

I. WENINGER LOAN

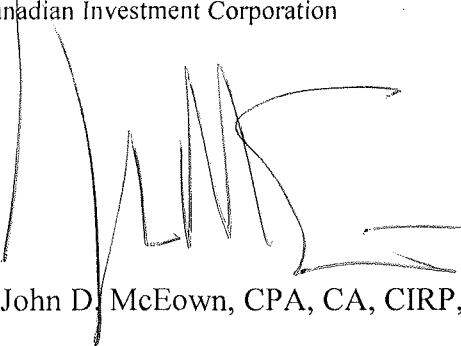
50. Ron Weninger Loan is a personal loan advanced by the Petitioner in 2013. Ron and his wife Elfrieda Weninger entered into a written loan restructuring agreement in 2014 regarding the Ron Weninger Loan. The amount currently owed to the Petitioner is \$150,000 together with interest.
51. Ron Weninger is also a preferred shareholder of the Petitioner who invested \$200,000.
52. At the request of the Monitor the Petitioner's counsel commenced proceedings against Ron and Elfrieda Weninger (the "**Weningers**").
53. The Weningers filed a Response to Civil Claim in which they deny being indebted to the Petitioner, essentially claim that they were misled by representatives of the Petitioner and are entitled to set off their preferred shareholding investment against the loan. The Weningers were initially self represented but have now retained counsel.
54. The Weninger loan proceedings are scheduled for a one-day summary trial on Friday, July 15, 2022.
55. Any proposed distribution of funds to Weninger as a preferred shareholder will be withheld by the Monitor pending resolution of the Weninger loan proceedings.

J. CONCLUSIONS AND RECOMMENDATIONS

56. The Petitioner continues to make progress in liquidating the assets of the Petitioner under the management and direction of the Monitor. The Creditor claims and the Representative Council Charge have now been paid.
57. The Monitor seeks the Court's approval to:
- a) allow the Petitioner to proceed with the Meridian settlement; and
 - b) to make an initial interim distribution to the preferred shareholders in the amount of \$3,300,000.

DATED at the City of Vancouver, British Columbia, this 5th of July, 2022.

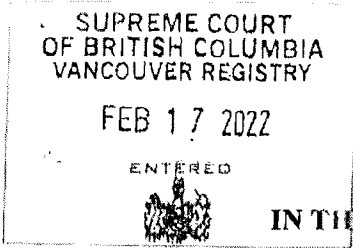
McEown and Associates Ltd.
Monitor Appointed in the Companies'
Creditors Arrangement Act Proceedings of
All Canadian Investment Corporation



Per: John D. McEown, CPA, CA, CIRP, LIT

APPENDIX A

**Order of Mr. Justice Walker
approving the Sale of Sperling Property**



No. S217648
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

ALL CANADIAN INVESTMENT CORPORATION

PETITIONER

AND:

CENSORIO GROUP (HASTINGS & SPERLING) HOLDINGS LTD.,
CENSORIO GROUP (AGNES & ELLIOT) LTD., CENSORIO DEVELOPMENT
CORPORATION, THE BANK OF NOVA SCOTIA, JOHN DOE, JANE DOE, and
ABC CORPORATION

RESPONDENTS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE) THURSDAY, THE 17th DAY OF
MR. JUSTICE WALKER) FEBRUARY, 2022
)

ON THE APPLICATION of the petitioner, All Canadian Investment Corporation, coming on for hearing by MS Teams at Vancouver, British Columbia, on the 17th day of February, 2022 and on hearing Jeremy D. West, counsel for the petitioner, All Canadian Investment Corporation, John McEown (court appointed monitor of All Canadian Investment Corporation), Brett Aura (realtor for Parkhill Real Estate Ltd.), and Zachary Wittenberg (realtor for Dack Jin Holdings Ltd.) and no one else appearing and upon reading the pleadings and proceedings filed herein;

THIS COURT ORDERS AND DECLARES that:

- 1. The sale of the following lands and premises:

<u>PID No.</u>	<u>Legal Description</u>
003-279-821	LOT 9 BLOCK 5 DISTRICT LOT 206 GROUP 1 NEW WESTMINSTER DISTRICT PLAN 1323

003-279-839 LOT 10 BLOCK 5 DISTRICT LOT 206 GROUP 1
NEW WESTMINSTER DISTRICT PLAN 1323

(collectively, the "Lands")

to Dack Jin Holdings Ltd. (the "Purchaser") on the terms and conditions set out in the contract of purchase and sale dated February 15, 2022, between the Purchaser and All Canadian Investment Corporation, for \$8,328,000.00 plus applicable GST (the "Contract") is approved.

2. Upon filing a certified copy of this order in the New Westminster Land Title Office, together with a letter from the solicitor for the petitioner, All Canadian Investment Corporation, authorizing such registration, and subject to the terms of this Order, the Lands be conveyed to and vest in the Purchaser in fee simple, free and clear of any estate, right, title, interest, equity of redemption, and other claims of the parties, other than the Respondent, The Bank of Nova Scotia and the nonparty, Blueshore Financial Credit Union, formerly known as North Shore Credit Union, together with any other charges, liens, encumbrances, caveats, or certificates of pending litigation registered against the Lands, but subject to the reservations, provisos, exceptions, and conditions expressed in the original grants thereof from the Crown and subject to any existing tenancies
3. The net purchase price after the usual adjustments between vendor and Purchaser shall be paid to Watson Goepel LLP, in trust, and shall be paid out in accordance with the following priorities and without further order:
 - a. first, in payment of any arrears of property taxes, water and sewer rates, interest and penalties thereon;
 - b. second, in payment of real estate commission;
 - c. third, in payment of the registered mortgage and assignment of rents in favour of Blueshore Financial Credit Union, formerly known as North Shore Credit Union, registered against the Lands under *Land Title Act*

registration numbers CA366478 and CA3665789 (the “Blueshore Mortgage”), and

d. fourth, in payment of the amount due and owing to the petitioner under mortgage No. CA673345 and mortgage No. CA7689370.

4. For the purpose of issuing title in respect of the Lands, the following charges, liens, encumbrances, caveats, mortgages, and certificates of pending litigation be cancelled insofar as they apply to the Lands:

<u>Party:</u>	<u>Nature of Charge (all <i>inter alia</i>):</u>	<u>Registration Nos.:</u>
All Canadian Investment Corporation	Mortgage	CA6733451 CA7689370
All Canadian Investment Corporation	Assignment of rents	CA6733452
All Canadian Investment Corporation	Certificate of Pending Litigation	CA6734886 CA9309439

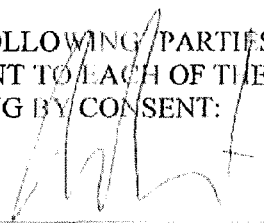
together with any other charges, liens, encumbrances, caveats, or certificates of pending litigation registered against the Lands, other than:

- a. the registered lease in favour of the Bank of Nova Scotia registered against the Lands under *Land Title Act* Registration number BY83602; and
- b. the Blueshore Mortgage which will be cancelled from the Lands by way of mortgage discharge in return for payment from sale proceeds from All Canadian Investment Corporation.

5. All Canadian Investment Corporation is at liberty to grant to the Purchaser extensions of time for the completion of the sale herein for a period or periods not exceeding ten (10) business days.

6. The parties may apply for such further direction as may be necessary to carry out this order.
7. The petitioner shall have its cost assessed at Scale B against the respondents, Censorio Group (Hastings & Sperling) Holdings Ltd., Censorio Group (Agnes & Elliott) Ltd., and Censorio Development Corporation.
8. The signatures of counsel, other than counsel for the petitioner, are 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 Jeremy D. West
Counsel for the petitioner,
All Canadian Investment Corporation

By the Court.

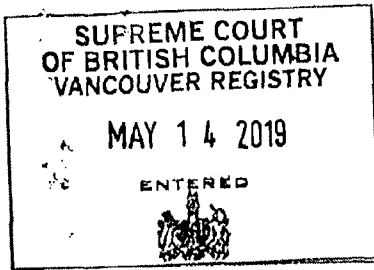


FORM
CHECKED
NR

Registrar

APPENDIX B

**Order made by Mr. Justice Walker on March 26, 2019
and Amended on April 5, 2019**



No.S-1710393
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE **COMPANIES' CREDITORS ARRANGEMENT ACT**,
R.S.C. 1985, c. C-36, as amended

AND

IN THE MATTER OF THE **BUSINESS CORPORATIONS ACT**,
S.B.C. 2002, c. 57, as amended

AND

IN THE MATTER OF THE **CANADA BUSINESS CORPORATIONS ACT**, R.S.C. 1985,
c. C-44, as amended

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
ALL CANADIAN INVESTMENT CORPORATION

ORDER MADE AFTER APPLICATION

BEFORE } THE HONOURABLE MR. JUSTICE WALKER } 26/Mar/2019

ON THE APPLICATION of Hans-Uwe Andresen and Linda Riesterer (the "**Applicants**"), coming on for hearing at Vancouver, British Columbia on March 26, 2019; AND ON HEARING John D. Whyte, and Clark T. Hartnett, counsel for the Applicants, Jeremy D. West, counsel for the Petitioner, and Douglas B. Hyndman, counsel for the Monitor, Boale, Wood & Company Ltd. (the "**Monitor**"); AND UPON READING the materials filed; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "CCAA"), the *British Columbia Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court:

THIS COURT ORDERS AND DIRECTS that:

- 1 Lakes, Whyte LLP ("**Representative Counsel**") is appointed as representative counsel for preferred shareholders of the Petitioner for these proceedings.
- 2 Representative Counsel is granted a charge of \$73,396.00 over the property of the Petitioner in respect of its anticipated fees, disbursements, and taxes thereon incurred as a result of performing the services described in the fee budget attached hereto as Schedule A (the "**Representative Counsel's Charge**").
- 3 The Representative Counsel's Charge ranks in priority over the claims by all creditors and other charges, except for claims by creditors that are

known as of the date of this Order. For clarity, the Representative Counsel's Charge shall be subordinate to the Administration Charge, the Interim Lender's Charge, the Director's Charge, and any other obligation of the Petitioner set out in the Order of this Court pronounced on November 10, 2017 (the "Initial Order").

- 4 Representative Counsel, on behalf of the preferred shareholders, may file and serve an Application Response and affidavit materials in support in response to the Notice of Application filed by the Petitioner, by April 3, 2019 at 4:00 pm.
- 5 Representative Counsel is at liberty to apply to the Court for further direction.
- 6 The approval of counsel as to form listed in Schedule "A" hereto, except for counsel for the Applicants, 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 Clark T. Hartnett

party lawyer for the Applicants

By the Court.



Registrar



Schedule "A" – List of Counsel Appearing

John D. Whyte & Clark T. Hartnett	The Applicants, Hans- Uwe Andresen and Linda Riesterer
Jeremy D. West	The Petitioner
Douglas B. Hyndman	The Monitor

No. S-1710393
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE **COMPANIES' CREDITORS ARRANGEMENT ACT**,
R.S.C. 1985, c. C-36, as amended

AND

IN THE MATTER OF THE **BUSINESS CORPORATIONS ACT**,
S.B.C. 2002, c. 57, as amended

AND

IN THE MATTER OF THE **CANADA BUSINESS CORPORATIONS ACT**, R.S.C. 1985,
c. C-44, as amended

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
ALL CANADIAN INVESTMENT CORPORATION

**ORDER MADE
AFTER
APPLICATION**

Lakes, Whyte LLP
Barristers and
Solicitors 200 – 879
Marine Drive
North Vancouver,
BC V7P 1R7
T: 604.984.3646
F: 604.984.8573
John D. Whyte

File #190089





No. S-1710393
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE **COMPANIES' CREDITORS ARRANGEMENT ACT**,
R.S.C. 1985, c. C-36, as amended

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AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
ALL CANADIAN INVESTMENT CORPORATION

ORDER MADE AFTER APPLICATION

BEFORE } THE HONOURABLE MR. JUSTICE WALKER } 5/Apr/2019

ON THE APPLICATION of Hans-Uwe Andresen and Linda Riesterer (the "**Applicants**"), coming on for hearing at Vancouver, British Columbia on April 5, 2019; AND ON HEARING John D. Whyte, counsel for the Applicants, Liam Oster, counsel for the Petitioner, and Douglas B. Hyndman, counsel for the Monitor, Boale, Wood & Company Ltd. (the "**Monitor**"); AND UPON READING the materials filed; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "CCAA"), the British Columbia *Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court:


THIS COURT ORDERS AND DIRECTS that:

- 1 The Order of this Court pronounced in these proceedings by the Honourable Mr. Justice Walker on March 26, 2019 (the "**Representation Order**") be varied to provide that:
 - a) Lakes, Whyte LLP (the "**Redeeming Shareholder Counsel**") is appointed as representative counsel for those persons owning preferred shares in the capital of the Petitioner who took all necessary steps to submit a valid redemption request to the Petitioner at a time when reasonable grounds did not exist to believe that the Petitioner was insolvent, or that honouring a

redemption request would make the Petitioner insolvent, and such other preferred shareholders as the Court may determine have analogous claims against the Petitioner (collectively, the "Redeeming Shareholders").

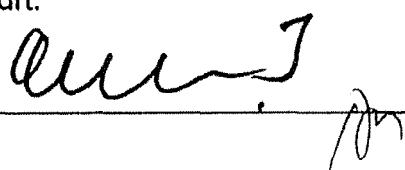
- b) Richard Bell Sutton LLP (the "Non-Redeeming Shareholder Counsel") is appointed as representative counsel for those persons owning preferred shares in the capital of the Petitioner other than the Redeeming Shareholders.
 - c) The Representative Counsel Charge is amended to charge the assets of the Petitioner for the benefit of both the Redeeming Shareholder Counsel and the Non-Redeeming Shareholder Counsel (together, the "Representative Counsel"), to secure their anticipated cumulative fees, disbursements, and taxes incurred as a result of performing legal services in connection with the Petitioner's Notice of Application filed January 24, 2019 in these Proceedings (the "Preferred Shareholder Application"), in such amounts agreed between them or to be set by further order of this Court.
- 2 Representative Counsel, on behalf of the preferred shareholders, may file and serve an Application Response and affidavit materials in support in response to the Notice of Application filed by the Petitioner, by April 10, 2019 at 4:00 pm.
 - 3 Representative Counsel are at liberty to apply to the Court for further direction.
 - 4 The approval of counsel as to form listed in Schedule "A" hereto, except for counsel for the Applicants, 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:

For 

Signature of John D. Whyte
 party lawyer for the Applicants

By the Court.



Registrar

Schedule "A" – List of Counsel Appearing

John D. Whyte	The Applicants, Hans-Uwe Andresen and Linda Riesterer
Liam C. Oster	The Petitioner
Douglas B. Hyndman	The Monitor

No. S-1710393
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, as amended

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AND

**IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
ALL CANADIAN INVESTMENT CORPORATION**

**ORDER MADE
AFTER
APPLICATION**

Lakes, Whyte LLP
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BC V7P 1R7
T: 604.984.3646
F: 604.984.8573
John D. Whyte

File #190089

16/4


West Coast

APPENDIX C

Order made by Mr. Justice Walker on March 3, 2020



No. S1710393
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
ALL CANADIAN INVESTMENT CORPORATION


ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE) THE 3RD DAY OF MARCH, 2020
MR. JUSTICE WALKER)
)

ON THE APPLICATION OF James Hancock and 1083163 Alberta Ltd. (the "Applicants"), coming on for hearing at Vancouver, British Columbia, on the 3rd day of March, 2020, and on hearing Peter J. Reardon, Counsel for the Applicants, and those other counsel listed on the Schedule "A" hereto and upon reading the material filed herein for the purposes of the application;

THIS COURT ORDERS THAT the Petitioner is hereby directed to pay to the Applicants the total amount of \$47,242.73 for legal costs incurred by the Applicants in regards to the Notice of Application of the Petitioner dated January 24, 2019.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO THE ORDER ABOVE AS BEING BY CONSENT.

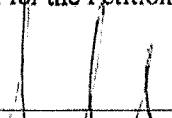


Signature of Peter J. Reardon,
Counsel for James Hancock and
1083163 Alberta Ltd.

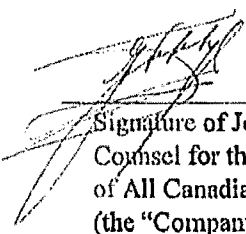
Page 2



Signature of Jeremy D. West
Counsel for the Petitioner



Signature of Douglas B. Hyndman
Counsel for the Monitor,
McEown & Associates Ltd.



Signature of John D. Whyte
Counsel for those Preferred Shareholders
of All Canadian Investment Corporation
(the "Company") who requested the
redemption of their shares in the Company
at a time when reasonable grounds did not
exist to believe that the Company was
insolvent at the time of the request or that
honouring the request would cause the
Company to become insolvent

Digitally signed by
By the Court. Hu, Wei Rong

Registrar

SCHEDULE 'A'

Counsel List	
Name	Party Represented
Peter J. Reardon	Counsel for James Hancock and 1083163 Alberta Ltd.
Jeremy D. West	Counsel for the Petitioner
Douglas B. Hyndman	Counsel for the Monitor, McEown & Associates Ltd.
John D. Whyte	Counsel for those Preferred Shareholders of All Canadian Investment Corporation (the "Company") who requested the redemption of their shares in the Company at a time when reasonable grounds did not exist to believe that the Company was insolvent at the time of the request or that honouring the request would cause the Company to become insolvent

No. S1710393
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT*
ACT,

R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT,*
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT
OF ALL CANADIAN INVESTMENT CORPORATION

ORDER MADE AFTER APPLICATION

3 March 2020

Peter J. Reardon
Nathanson, Schachter & Thompson LLP
7th Floor, 900 Howe Street
Vancouver BC V6Z 2M4
604-662-8840

APPENDIX D

Proposed Consent Order Resolving the Proceedings

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

ALL CANADIAN INVESTMENT CORPORATION

PLAINTIFF

AND:

BDO CANADA LLP

DEFENDANT

AND:

DONALD BERGMAN

THIRD PARTY

CONSENT ORDER

BEFORE)	THE HONOURABLE)	_____	, the
)	JUSTICE WALKER)	_____	day of
))	_____	
))	2022.	
))		

ON THE APPLICATION OF the plaintiff All Canadian Investment Corporation, coming on for hearing at Vancouver, British Columbia on _____, 2022; AND UPON hearing Jeremy D. West, counsel for the Plaintiff, All Canadian Investment Corporation and Janet L. Gartner, counsel for the Defendant, BDO Canada LLP, and no one appearing for the Third Party Donald Bergman:

THIS COURT ORDERS as follows BY CONSENT:

1. The claims in the within proceedings against the defendant BDO Canada LLP, and the Third Party Donald Bergman be dismissed without costs to any party;
2. Such dismissal shall be for all intents and purposes of the same force and effect as if this order had been pronounced at the trial of this action on its merits;

3. The amount of \$132,049 currently being held in court standing as security for the Defendant's costs in this action (the "Funds") be paid in trust to McEown and Associates Ltd., the Monitor for ACIC in BC Supreme Court Action No. S1710393 (the "CCAA Proceedings").
4. The Funds will be held in trust by the Monitor subject to any claims against the Funds, and will otherwise be paid to stakeholders in the CCAA Proceedings in accordance with the Plan of Arrangement therein.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS NOTED ABOVE:

Signature of Jeremy D. West
Counsel for the Plaintiff All Canadian Investment
Corporation

Signature of Janet L. Garner
Counsel for the Defendant BDO Canada LLP



Signature of Donald Bergman, Third Party

By the Court.

Registrar

No. V.C.S.-848335

Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

ALL CANADIAN INVESTMENT CORPORATION

PLAINTIFF

AND

BDO CANADA LLP

DEFENDANT

AND

DONALD BERGMAN

THIRD PARTY

CONSENT ORDER

Gunnandseth Mackelsohn LLP
2525 - 1075 West Georgia Street
Vancouver, BC V6E 3C9
Telephone: 604 685 6772
Attention: Janet L. Garner
File: 8933-13