



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 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*  
**(CLAIMS PROCESS ORDER)**

BEFORE THE HONOURABLE  
MR. JUSTICE WALKER

)  
)  
)

THE 18<sup>th</sup> DAY OF NOVEMBER 2019

\_\_\_\_\_

ON THE APPLICATION of All Canadian Investment Corporation (the "**Petitioner**") dated November 14, 2019 coming on for hearing at Vancouver, British Columbia on this 18<sup>th</sup> day November 2019, and on hearing Jeremy D. West, counsel for the Petitioner and those other counsel listed on **Schedule "A"** hereto AND UPON READING the material filed herein for the purposes of this application:

THIS COURT ORDERS that:

**DEFINITIONS**

1. For the purposes of this Order, capitalized terms and expressions shall have the meanings set out in the Order of this Court pronounced in these proceedings on November 10, 2017 (as extended and varied from time to time, the "**Initial Order**"), and where not defined in the Initial Order, shall have the following meanings:

- (a) “**Business Day**” means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Vancouver, British Columbia;
- (b) “**BIA**” means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3;
- (c) “**CCAA**” means the *Companies’ Creditors Arrangement Act*, R.S.C., 1985, c. C-36;
- (d) “**Claim**” means the right of any Person against the Petitioner in connection with any indebtedness, liability or obligation of any kind (including all contingent liabilities), whether secured or unsecured, at the date of the Initial Order, namely November 10, 2017, that would be a claim provable in bankruptcy within the meaning of the *BIA*;
- (e) “**Claims Bar Date**” means 4:00 p.m. (Vancouver Time) on January 10, 2020;
- (f) “**Claims Package**” means the document package which shall include a copy of the Instruction Letter, a Proof of Claim and such other materials as the Monitor considers necessary or appropriate;
- (g) “**Claims Procedure**” means the procedures outlined in this order in connection with the assertion of Claims against the Petitioner;
- (h) “**Court**” means the Supreme Court of British Columbia;
- (i) “**Creditor**” means any Person asserting a Claim or potentially having a Claim as determined by the Monitor but in accordance with the Equity Claims Direction Order, does not include Preferred Shareholders;
- (j) “**Dispute Package**” means, with respect to any Claim, a copy of the related Proof of Claim and Notice of Revision or Disallowance;
- (k) “**Equity Claims Direction Order**” means the Order pronounced in the Reasons for Judgment of Mr. Justice Walker pronounced September 4, 2019 in which it was determined that the claims of all of the Petitioner’s Preferred Shareholders fall within the ambit of ‘equity’ claims as defined in s. 2 of the CCAA;
- (l) “**Governmental Agency**” means any federal, provincial, state or local government, agency or instrumentality thereof or similar entity, howsoever designated or constituted exercising executive, legislative, judicial, regulatory or administrative functions in Canada, the United States, or elsewhere;

- (m) **“Instruction Letter”** means the letter regarding completion of a Proof of Claim to be provided to Creditors, which letter shall be substantially in the form attached hereto as **Schedule “B”**;
- (n) **“Monitor”** means Boale, Wood and Company Ltd., in its capacity as the court-appointed monitor of the Petitioner;
- (o) **“Monitor’s Website”** means <https://www.boalewood.ca/2017/11/08/all-canadian-investment-corporation-acic/>;
- (p) **“Notice of Revision or Disallowance”** means a notice to a Creditor revising or disallowing such Creditor’s Claim as set out in its Proof of Claim in whole or in part, which notice shall be substantially in the form attached hereto as **Schedule “D”**;
- (q) **“Person”** means any individual, partnership, firm, joint venture, trust, entity, corporation, unincorporated organization, trade union, employee or other association, Governmental Agency, or similar entity, howsoever designated or constituted;
- (r) **“Preferred Shareholders”** shall mean all Persons legally entitled to be registered in the central securities register of the Petitioner as the owners of preferred shares in the capital of the Petitioner;
- (s) **“Proof of Claim”** means the form to be completed and filed by a Creditor setting forth its Claim, which shall be substantially in the form attached hereto as **Schedule “C”**;
- (t) **“Proven Claim”** means a Claim that has been allowed by the Monitor or has been deemed to have been allowed by the Monitor pursuant to the terms of this Order;
- (u) **“Schedules”** means, collectively, Schedules “A” to “D” as attached to this Order;
- (v) **“Statement of Account”** means a document detailing the amounts advanced to ACIC and any amounts received by a creditor from ACIC; and
- (w) **“Unknown Creditor”** means a Creditor whose Claim is unknown by the Monitor as of the date of pronouncement of this Order and who does not receive a Claims Package from the Monitor.

## **NOTICE OF CLAIMS**

2. The Monitor, in addition to its prescribed rights and obligations under the CCAA and the Initial Order, shall administer the claims procedures provided for herein and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Order.
3. The Monitor shall cause a Claims Package to be sent to each Creditor no later than November 28, 2019.
4. The Monitor shall cause a notice, substantially in the form of the Instruction Letter, to be placed in the Vancouver Sun newspaper no later than November 28, 2019.
5. The Monitor shall cause a copy of the Claims Package to be posted on the Monitor's Website, until the Claims Bar Date.
6. The Monitor shall cause a copy of the Claims Package to be sent to any Person requesting such material as soon as practicable.

## **FILING PROOF OF CLAIMS**

7. Every Creditor asserting a Claim against the Petitioner shall set out its aggregate Claim in a Proof of Claim and deliver that Proof of Claim to the Monitor so that it is received by no later than the Claims Bar Date, or such later date as the Monitor may, in its sole discretion, agree to in writing.
8. Any Creditor who does not deliver a Proof of Claim in respect of a Claim as required under this Order, on or before the Claims Bar Date (or such later date as the Monitor may, in its sole discretion, agree to in writing), shall be forever barred from asserting such Claim against the Petitioner and such Claim shall be forever extinguished.

## **DETERMINATION OF CLAIMS**

9. The Monitor is hereby authorized and directed to use reasonable discretion as to the adequacy of compliance in the manner in which Proofs of Claim are completed and executed and where the Monitor is satisfied that a Claim has been adequately proven, it may in its discretion agree to waive strict compliance with the requirements of this Order as to the completion and execution of the Proof of Claim.
10. The Monitor shall review each Proof of Claim received by the Claims Bar Date, or by such other date as the Monitor has agreed to in writing, and shall accept, revise or disallow the Claim.

## CLAIM DISPUTES

11. Upon completion of its review of each Proof of Claim and its determination of the validity and value of the Claims in accordance with paragraph 10 hereof, the Monitor shall prepare a Report to the Court (the "**Claims Report**") summarizing all Claims it has determined to accept as submitted ("**Accepted Claims**"), all claims it has determined to accept in an amount other than as submitted ("**Revised Claims**"), and all claims it has determined to reject ("**Disallowed Claims**"), and shall deliver a copy of the Claims Report to all parties via email to the electronic addresses, or such other address contained in the Proof of Claim.

12. The Monitor shall, within 3 business days of service of the Claims Report, publish upon the Monitor's Website a copy of the Claims Report and copies of all Accepted Claims and Revised Claims, together with all documents filed in connection with such Accepted Claims and Revised Claims.

13. In addition to delivering the Claims Report, if the Monitor determines to revise or disallow a Claim, the Monitor shall, within 3 business days of delivery of the Claims Report, deliver a Notice of Revision or Disallowance to the affected Creditor at the address as shown on the Proof of Claim.

14. Any Creditor who disputes the revision or disallowance of its Claim as set forth in a Notice of Revision or Disallowance shall, within 21 days after the date of delivery of the Claims Report, seek a determination by the Court of the validity and/or value of its Claim by filing with the Court, and serving upon the Monitor, a Notice of Application, together with all other documents upon which the Creditor intends to rely (the "**Disputing Creditor Application**").

15. Any Creditor who fails to file and serve a Disputing Creditor Application in connection with any Claim within the deadline set forth in paragraph 14 hereof shall be deemed to accept the revision and/or disallowance of such Claim, and any Claim that is not disputed within the deadline set forth in paragraph 14 hereof shall constitute a Proven Claim, and shall be final and binding upon the Creditor.

16. If the Petitioner disputes the allowance or revision of any Claim, it shall, within 21 days after the date of delivery of the Claims Report, seek a determination by the Court of the validity and/or value of such Claim by filing with the Court, and serving upon the Monitor and the affected Creditor, a Notice of Application, together with all other documents upon which the Petitioner intends to rely (the "**Disputing Petitioner Application**").

17. If the Petitioner fails to file and serve a Disputing Petitioner Application in connection with any Claim within the deadline set forth in paragraph 16 hereof, the Petitioner shall be deemed to accept the allowance or revision of such Claim, and any Claim that is not

disputed within the deadline set forth in paragraph 16 hereof shall be final and binding upon the Petitioner.

18. A Disputing Creditor Application or a Disputing Petitioner Application shall proceed before the Court as a true appeal and shall be heard upon such further terms as may be ordered by this Court, and for such purposes the Monitor is authorized and directed to seek directions from this Court in connection with any Disputing Petitioner Application and any Disputing Petitioner Application.

19. Subject to further Court Order, the Monitor may revise or disallow any Claim to the extent that the position being asserted conflicts with the Equity Claims Direction Order, and any Disputing Creditor Application submitted by a Preferred Shareholder shall be invalid to the extent that it conflicts with the Equity Claims Direction Order.

#### **GENERAL PROVISIONS REGARDING THE CLAIMS PROCESS**

20. Any Creditor who provides an email address, facsimile number or alternate address for delivery to the Monitor shall be deemed to consent to receiving materials at that email address, facsimile number or alternate address for delivery.

21. The Claims Process and the forms in the attached Schedules are hereby approved. Notwithstanding the foregoing, the Monitor may, from time to time, make minor changes to the forms as the Monitor may consider necessary or desirable.

22. Any notice or communication required to be delivered pursuant to the Claims Procedure shall be in writing and may be delivered by facsimile, electronic mail, personal delivery, courier or prepaid mail addressed to the Monitor as follows:

Boale, Wood & Company Ltd.  
1140 – 800 West Pender Street  
Vancouver, BC V6C 2V6  
Attention: John McEown  
Email: [jmceown@boalewood.ca](mailto:jmceown@boalewood.ca)

23. Except as otherwise expressly provided herein, the Monitor be at liberty to serve, deliver or send any materials and orders in these proceedings, or any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to Creditors or other interested parties at their respective addresses as last shown on the records of the Petitioner and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by ordinary mail, on the third Business Day after mailing.

24. References in this Order to the singular shall include the plural, references to the plural shall include the singular and references to any gender shall include the other gender.

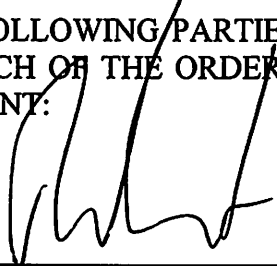
25. Any party affected by this Order may apply to this Court for an alteration or variation of this Order or direction as to the implementation of this Order upon two days' notice to the Monitor and the Petitioner and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

26. The Monitor may apply to this Court for advice and directions in relation to this Order or with respect to any matter relating to the Claims Process.


27. References in this Order to the singular shall include the plural and references to the plural shall include the singular and to any gender shall include the other gender.

28. Endorsement of this Order as to form by counsel appearing on this application, other than counsel for the Monitor and the Petitioner, 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 Jeremy D. West,  
Lawyer for All Canadian Investment Corporation



Signature of Douglas B. Hyndman,  
Boale, Wood & Company Ltd., in its capacity as court-appointed  
Monitor of All Canadian Investment Corporation

By the Court.  
  
Registrar



**SCHEDULE "A"**

**LIST OF COUNSEL APPEARING**

<b>Name of Counsel:</b>	<b>Counsel for:</b>
Jeremy West	All Canadian Investment Corporation
Douglas B. Hyndman	Boale, Wood & Company Ltd., in its capacity as court-appointed Monitor of All Canadian Investment Corporation
John Whyte	Counsel for Hans-Uwe Andresen
Peter Reardon	Counsel for James Hancock and 1083163 Alberta Ltd.



**SCHEDULE "B" –INSTRUCTION LETTER TO CREDITORS**

<https://www.boalewood.ca/2017/11/08/all-canadian-investment-corporation-acic/>

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 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**

On November 8, 2017, All Canadian Investment Corporation ("ACIC") filed a petition with the Supreme Court of British Columbia pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36 (the "CCAA"). On November 10, 2017, Boale, Wood & Company Ltd. (the "Monitor") was appointed as the monitor in B.C.S.C. Vancouver Registry File No. S1710393 (the "CCAA Proceedings").

Pursuant to an Order of the Supreme Court of British Columbia made on November 18, 2019 in the CCAA Proceedings (the "Claims Process Order"), the Monitor has been authorized to conduct a Claims Process for the determination of Claims of Creditors against ACIC. Capitalized terms not defined within this letter shall have the meaning ascribed thereto in the Claims Process Order.

If you are a Creditor with a Claim against ACIC and you did not receive a Claims Package from the Monitor, then you must file a Proof of Claim. Please carefully review the following documents as they affect your legal rights:

1. The Claims Process Order; and
2. A Proof of Claim and instructions.

**If you would like to submit a Proof of Claim as a Creditor of ACIC, then you must deliver to the Monitor a properly completed Proof of Claim with supporting documentation, in the form attached, by ordinary mail, registered mail, courier, facsimile or personal delivery and be received by the Monitor by the “Claims Bar Date” of 4:00 p.m. (Local Vancouver Time) on or before January 10, 2020, at:**

**Boale, Wood & Company Ltd.  
1140 – 800 West Pender Street  
Vancouver, British Columbia V6C 2V6**

**Attn: John McEown  
Tel: (604) 605-3335  
Fax No. (604) 605-3359**

**IF ANY CREDITOR FAILS TO FILE A PROOF OF CLAIM WITH THE MONITOR BY THE CLAIMS BAR DATE, JANUARY 10 2020, THEN SUCH CREDITOR WILL BE BARRED FROM MAKING OR ENFORCING ANY CLAIM AGAINST ACIC AND SUCH CLAIMS SHALL BE FOREVER RELEASED AND EXTINGUISHED, AND SUCH CREDITOR WILL NOT BE ENTITLED TO RECEIVE ANY FURTHER NOTICE OR FURTHER PARTICIPATION IN THE CCAA PROCEEDINGS.**

The process for the revision or disallowance of a Claim and the process for appealing such revision or disallowance is set out in the Claims Process Order. If the Monitor revises or disallows your claim in whole or in part and if you fail to appeal such disallowance within 21 days of the date of delivery of any Notice of Revision or Disallowance, your claim will be deemed to be revised or disallowed as set out in the Notice of Revision or Disallowance and such Notice of Revision or Disallowance will be final and binding upon you for all purposes.

Additional documents and pertinent information regarding the CCAA Proceeding may be obtained from this website.

**SCHEDULE "C" – PROOF OF CLAIM**

Court 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 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

**PROOF OF CLAIM**

Please read the "**Instructions for Completing Proof of Claim**" carefully prior to completing this Proof of Claim. Please print legibly.

- 1) The properly completed Proof of Claim must be delivered by ordinary mail, registered mail, courier, facsimile or personal delivery to Boale, Wood & Company Ltd. (the "**Monitor**") at:

Boale, Wood & Company Ltd.  
#1140 – 800 West Pender Street  
Vancouver, BC V6C 2V6  
Fax No.: (604) 605-3359

Attention : John McEown

- 2) Full Legal Name of Creditor: \_\_\_\_\_ (the "**Creditor**").

- 3) Full Mailing Address of the Creditor:

(All notices and correspondence regarding your Claim will be forwarded to this address or to the email address or facsimile address below if appropriate and applicable):

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4) Telephone Number: \_\_\_\_\_

5) Email: \_\_\_\_\_

6) Fax Number: \_\_\_\_\_

7) Claim Details:

I am a **Creditor** and **received** a Claims Package from the Monitor.

My Claim amount is \$ \_\_\_\_\_

**THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:**

- 1) I am a Creditor of ACIC.
- 2) I have knowledge of all the circumstances concerning the Claim hereafter referred to.
- 3) That ACIC was, at the date of the Initial Order, namely November 10, 2017, and still is, indebted to the creditor in the sum of \$ \_\_\_\_\_, as specified in the Statement of Account (or affidavit) attached and marked as Schedule "A", after deducting any counterclaims to which ACIC is entitled. Claims must be submitted in Canadian dollars only.
- 4) Attached as Schedules to this Proof of Claim are:
  - A. A Statement of Account detailing:
    - i. the amounts advanced by you to ACIC; and
    - ii. any amounts received by you or paid to any third party on behalf of or for the benefit of you from ACIC.
  - B. All documents supporting the amounts shown in the Statement of Account.

- 5) To the best of my knowledge,  I am related OR  I am not related to the debtor(s) within the meaning of Section 4 of the *Bankruptcy and Insolvency Act* (the "BIA") and  have OR  have not dealt with ACIC in a non-arm's length manner.

DATED at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Per: \_\_\_\_\_  
[Name of Creditor – please print]

\_\_\_\_\_  
Signature of Creditor

\_\_\_\_\_  
Witness

**NOTE: All relevant documentation on which you rely in making your Claim must be attached to this Proof of Claim, as the validity of your Claim will be determined solely on this Proof of Claim and attachments thereto. If the claim is disallowed for any reason, and you file an appeal of that disallowance, the appeal will be heard as a true appeal and your ability to introduce fresh or new evidence in support of your claim will be limited accordingly.**

**SCHEDULE "D" – NOTICE OF REVISION OR DISALLOWANCE**

Court 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 THE *CANADA BUSINESS CORPORATIONS ACT*,  
R.S.C. 1985, C. C-44, AS AMENDED

**NOTICE OF REVISION OR DISALLOWANCE**

TO: Name of Creditor: \_\_\_\_\_

Pursuant to the Claims Process Order, Boale, Wood & Company Ltd. (the "Monitor"), in its capacity as court-ordered monitor of All Canadian Investment Corporation, gives you notice that your Proof of Claim dated \_\_\_\_\_, 2019 has been reviewed and the Monitor, in consultation with All Canadian Investment Corporation, has revised or disallowed your Proof of Claim for the following reasons:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Subject only to the appeal of this disallowance being successfully brought by you in full compliance with the provisions of the Claims Process Order, including the prescribed time for any appeal to be filed, your claim will be allowed as follows:

Name of Creditor	Amount Claims	Amount Allowed

Per: \_\_\_\_\_  
Authorized Signatory  
Boale, Wood & Company Ltd.

If you wish to object to this Notice of Disallowance, you must, within **21 days** of the date of delivery of this Notice of Revision or Disallowance, file and serve a Notice of Application and any supporting Affidavit(s), at the Vancouver Registry of Supreme Court of British Columbia and to the address below to be heard by the Court on a date to be agreed to by counsel for the Monitor:

KORNFELD LLP  
1100 One Bentall Centre  
505 Burrard Street, Box 11  
Vancouver, British Columbia V7X 1M5  
Attention: Douglas B. Hyndman  
Email: dhyndman@kornfeldllp.com

Subject to further dispute by you in accordance with the provisions of the Proof of Claim, your claim will be allowed at \$ \_\_\_\_\_ for the purposes of voting and distribution.

A copy of the Claims Process Order is available on the Monitor's website at <https://www.boalewood.ca/2017/11/08/all-canadian-investment-corporation-acic/>.

DATED at Vancouver, British Columbia, this \_\_\_\_ day of \_\_\_\_\_, 2019.

No. S1710393  
Vancouver Registry

IN THE SUPREME COURT OF  
BRITISH COLUMBIA

BETWEEN:

**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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*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

**CLAIMS PROCESS ORDER**

File No.: 228558-0000

Initials: JDW

**WATSON GOEPEL LLP**

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