



Court File No. VLC-S-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 *CANADIAN 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

NOTICE OF APPLICATION

Name(s) of applicant(s): McEown and Associates Ltd., Monitor in these
proceedings, and its counsel, Kornfeld LLP

To: The Service List

TAKE NOTICE that an application will be made by the Applicant before Mr. Justice Walker at the Courthouse at 800 Smithe Street, Vancouver, British Columbia, on December 13, 2023 at 3:00 p.m. for the Order(s) set out in Part 1 below.

Part 1: ORDER(S) SOUGHT

See Form of Order attached as Schedule “A”.

Part 2: FACTUAL BASIS

1. By Court Order in these proceedings pronounced November 10, 2017 (the “**Initial Order**”), Boale, Wood & Company Ltd. was appointed Monitor in these proceedings.
2. By Court Order in these proceedings pronounced November 25, 2019, Boale, Wood & Company Ltd. was substituted by McEown and Associates Ltd.
3. Pursuant to paragraph 30 of the Initial Order, the Monitor and counsel for the Monitor are to be paid their reasonable fees and disbursements in each case at their standard rates and charges by the Petitioner as part of the costs of these proceedings.
4. Pursuant to paragraph 31 of the Initial Order, the Monitor and its legal counsel are required to pass their accounts from time to time and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the British Columbia Supreme Court who may determine the manner in which such accounts are to be passed, including by hearing the matter on a summary basis or referring the matter to the Registrar of the Court.
5. The CCAA Proceedings are now substantially complete. The assets of the Petitioner have been sold and the stay of proceedings has been lifted. There is no further role for the Monitor to play in the CCAA Proceedings.

6. Further particulars of the activities of the Monitor as well as the particulars of the Monitor's fees and disbursements are set out in the Affidavit #9 of John McEown, sworn November 23, 2023.
7. Particulars of the activities, fees and disbursements of the Monitor's legal counsel, Kornfeld LLP are set out in the Affidavit #3 of Douglas B. Hyndman, sworn November 23, 2023.
8. In the circumstances, the Monitor and its legal counsel request that the accounts be passed summarily and the Monitor be discharged by the judge seized of this matter in these proceedings, Mr. Justice Walker.

Part 3: LEGAL BASIS

1. The Orders made herein;
2. *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36;
3. Law and Equity Act, R.S.B.C. 1996, c. 250;
4. *Supreme Court Civil Rules*; and
5. The inherent jurisdiction of this court.

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #3 of D.B. Hyndman made November 23, 2023;
2. Affidavit #9 of John McEown made November 23, 2023;
3. Thirty-Seventh Report of the Monitor dated November 23, 2023;
4. the pleadings and proceedings had and taken herein; and

5. such further or other material as counsel may advise and this Honourable Court permit.


The applicant estimates that the application will take approximately 45 minutes.

Justice Walker is seized of this matter and has agreed to hear this application on Wednesday, December 13, 2023, commencing at 3:00 p.m.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to the application, you must:

- (a) file an application response in Form 33 within 5 days after the date of service of this notice of application or, if the application is brought under Rule 9-7 of the Supreme Court Civil Rules, within 11 days after the date of service of this notice of application; and
- (b) at least 2 days before the date set for hearing of the application, serve on the applicant two copies, and on every other party one copy of a filed copy of the application response and the other documents referred to in Rule 9-7(12) of the Supreme Court Civil Rules.

Dated: November 23, 2023.



Signature of Lawyer for Applicant
Devin P. Lucas
Kornfeld LLP

To be completed by the Court only:

Order made

- in the terms requested in paragraphs _____ of Part 1 of this notice of application
- with the following variations and additional terms:

Date: _____

Signature of Judge Master

APPENDIX

[The following information is provided for data collection purposes only and is of no legal effect.]

THIS APPLICATION INVOLVES THE FOLLOWING:

[Check the box(es) below for the application type(s) included in this application.]

- discovery: comply with demand for documents
- discovery: production of additional documents
- oral matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

SCHEDULE "A"

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BEFORE THE HONOURABLE) WEDNESDAY, THE 13th DAY
))
JUSTICE WALKER) OF DECEMBER, 2023

ORDER MADE AFTER APPLICATION

ON THE APPLICATION of the Monitor, McEown and Associates Ltd. and its
counsel, Kornfeld LLP, coming on for hearing at the Courthouse, 800 Smithe Street,
Vancouver, British Columbia, on December 13, 2023; AND ON HEARING Devin

P. Lucas, Counsel for the Monitor, and those other counsel listed on Appendix “A” hereto;

THIS COURT ORDERS AND DECLARES that:

1. the time for service of the Notice of Application herein is hereby abridged such that the Notice of Application is properly returnable today and service hereof upon any interested party other than those parties on the service list maintained by the Petitioner and the Monitor in these proceedings is hereby dispensed with.
2. the activities of Boale, Wood and Company Ltd. and McEown and Associates Ltd., in their capacity as Court-appointed Monitor (collectively, the “**Monitor**”), and its counsel, Kornfeld LLP, 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. C-36, as amended (the “**CCAA Proceedings**”), and as set out in Affidavit #9 of John McEown sworn on November 23, 2023 and the First through the Thirty-Seventh Reports of the Monitor (the “**Reports**”) and the Monitor’s Discharge Certificate, be and they are hereby approved for the period December 1, 2022 to and including October 31, 2023.
3. the fees and disbursements of the Monitor and its counsel (including its estimate of fees and expenses to conclude the matter as set out in Affidavit #9 of John McEown and the Thirty-Seventh Report) as set out in Affidavit #3 of Douglas B. Hyndman, sworn on November 23, 2023 and Affidavit #9 of John McEown, sworn on November 23, 2023, be and they are hereby approved.

4. the fees and disbursements of the Monitor and its counsel from the date of the appointment of the Monitor and as previously approved in interim taxations by orders pronounced November 6, 2019 and January 20, 2023, be and they are hereby approved.
5. after payment of the fees and disbursements of the Monitor and its legal counsel as herein approved, the Monitor shall disburse any and all funds remaining in its hands as follows:
 - (a) the sum of \$136,195 (plus any accrued interest thereon) shall be paid to the credit of Supreme Court Action No. VLC-S-S-183355, All Canadian Investment Corporation v. BDO Canada LLP;
 - (b) \$50,000 shall be held by the Monitor to cover professional costs to complete its administration; and
 - (c) the sum of \$2,125,663 shall be paid to the preferred shareholders of the Petitioner, as a final distribution.
6. upon payment of the amounts set out in paragraph 5 hereof and upon the Monitor filing the Monitor's Discharge Certificate, substantially in the form attached hereto as Appendix "B", certifying that any and all matters that may be incidental to the termination of these CCAA proceedings or any other matters that the Monitor considers to be necessary or desirable for the completion or termination of these CCAA proceedings have been completed.
7. the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete its administration herein, and the Monitor shall continue to have the benefit of the provisions of all Orders made

in this proceeding, including all approvals, protections and stays of proceedings in favour of the Monitor.

8. The Monitor and Kornfeld LLP be and they are hereby released and discharged from any and all claims of any nature and kind whatsoever that any party or person may now have or may hereafter have against the Monitor or Kornfeld LLP by reason of or in any way related to or arising out of the acts or omissions of the Monitor or Kornfeld LLP while acting as Monitor or counsel to the Monitor herein and including, without limitation, any claim or liability relating to matters that were raised or which could have been raised in the within proceedings, except for gross negligence or willful misconduct.
9. notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights and protections in favour of the Monitor at law pursuant to the Initial Order, as amended from time to time, all of which are expressly continued and confirmed.
10. the Monitor is hereby authorized and directed to take such actions and execute such documents as the Monitor considers necessary or desirable to complete these CCAA proceedings.

11. approval of this Order as to form by counsel appearing on this application, other than counsel for the Monitor, 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:

APPROVAL AS TO FORM:

Counsel for the Monitor
Devin P. Lucas
Kornfeld LLP

BY THE COURT

DEPUTY DISTRICT REGISTRAR

APPENDIX "A"

Jeremy West	All Canadian Investment Corporation

APPENDIX “B”

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MONITOR’S DISCHARGE CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Supreme Court of British Columbia (“**the Court**”) granted on November 10, 2017 (the “**Initial Order**”), the Petitioner filed for and obtained protection from its creditors under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (“**the CCAA**”), as amended, and Boale, Wood and Company Ltd. was appointed the monitor of the Respondents. The proceedings commenced by the Petitioners under the CCAA will be referred to herein as the CCAA Proceedings.
- B. Boale, Wood and Company Ltd. was substituted by McEown and Associates Ltd. (the “**Monitor**”) pursuant to an Order of the Supreme Court of British Columbia dated November 25, 2019;
- C. The CCAA Proceedings have been completed in accordance with the Orders of this Court and under the supervision of the Monitor.

- D. Pursuant to the Order of the Court dated December 13, 2023 (“the CCAA Termination Order”), the Monitor shall be discharged and the CCAA Proceedings shall be terminated upon filing a Form 3 under the CCAA Regulations and this Discharge Certificate with the Court.

THE MONITOR HEREBY CERTIFIES as follows:

1. Any and all matters that may be incidental to the termination of the CCAA Proceedings or any matters that the Monitor considers to be necessary or desirable for the completion or termination of these CCAA Proceedings have been completed.

NOW THEREFORE AS A RESULT OF THE FOREGOING, the Monitor is entitled to be discharged in accordance with the terms of the CCAA Termination Order.

DATED at the City of Vancouver, in the Province of British Columbia, this ____ day of _____, 202__.

MCEOWN AND ASSOCIATES LTD.
in its capacity as Court-Appointed Monitor
of the Respondents, and not in its
personal capacity

Per: _____

Name: _____

Title: _____