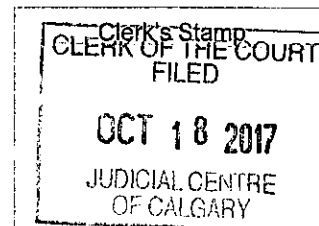


COURT FILE NUMBER 1501-00955
COURT COURT OF QUEEN'S BENCH OF
ALBERTA IN BANKRUPTCY
AND INSOLVENCY
JUDICIAL CENTRE CALGARY



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

APPLICANTS LUTHERAN CHURCH –
CANADA, THE ALBERTA –
BRITISH COLUMBIA DISTRICT,
ENCHARIS COMMUNITY
HOUSING AND SERVICES,
ENCHARIS MANAGEMENT
AND SUPPORT SERVICES, AND
LUTHERAN CHURCH –
CANADA, THE ALBERTA –
BRITISH COLUMBIA DISTRICT
INVESTMENTS LTD.

DOCUMENT APPLICATION

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT **Fasken Martineau DuMoulin LLP**
First Canadian Centre
3400, 350 – 7th Avenue S.W.
Calgary, AB T2P 3N9

Attention: Travis Lysak / Hannah Roskey
Phone: (403) 261-5350
Facsimile: (403) 261-5351
File No.: 307842.00001

NOTICE TO RESPONDENT(S)

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date: October 25, 2017 – Commercial List
Time: 2:00 p.m.
Where: Calgary Courts Centre, 601 - 5th Street S.W., Calgary, Alberta
Before Whom: The Honourable Justice B.E.C. Romaine in Chambers

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. The Applicant, the Lutheran Church – Canada, the Alberta – British Columbia District (the “**District**”), seeks the following relief:
 - (a) An Order declaring service of this Application and the supporting materials to be good and sufficient, and shortening the time for service, if necessary;
 - (b) An Order, substantially in the form attached as Schedule “A”:
 - (i) Approving the Assumption Agreement, attached as Exhibit “I” to the Affidavit of Cameron Sherban sworn October 17, 2017;
 - (c) An Order, substantially in the form attached as Schedule “B”:
 - (i) Approving certain amendments to the District plan of compromise and arrangement (the “**District Plan**”), as shown in the blackline copy of the District Plan attached as Exhibit “K” to the Affidavit of Cameron Sherban, sworn October 17, 2017;
 - (d) Such further and other relief as this Honourable Court may allow.

Grounds for making this Application:

Settlement with the Foothills Lutheran Church

2. The District and Foothills have reached an agreement with respect to the disbursement of funds held in trust by Warren Benson Amantea LLP and the transfer of certain lands. As part of this agreement:
 - (a) Foothills will be reimbursed for expenses in the amount of \$653,613.59 from the funds held in trust by its counsel, Warren Benson Amantea LLP, from the sale of

Plan 1610744, Block 90, Lot 128 (“**Lot 128**”) by Foothills to Rockford Tuscany Inc. (“**Rockford**”);

- (b) Foothills may be reimbursed for additional expenses in the amount of \$63,510.03 from the funds held in trust by its counsel, subject to further information to be provided by Foothills to the District, and subject to agreement between the District, Foothills, and the District Creditors’ Committee, or further Court Order;
 - (c) The remaining funds held in trust by Warren Benson Amantea LLP, including the accrued interest, will be divided between the District (74.39 percent) and Foothills (25.61 percent);
 - (d) The District will assume the obligations of Foothills under an Access Agreement entered into between Foothills and the City of Calgary with respect to an access road to be constructed on Plan 1610744, Block 90, Lot 129 (“**Lot 129**”);
 - (e) The District’s expenses relating to the construction of the access road on Lot 129 will be paid from funds held back from the sale of Lot 128 by Rockford in the amount of \$300,000.00 (the “**Holdback**”). After the District’s expenses have been paid from the Holdback, any remaining amount of the Holdback will be divided between the District (74.39 percent) and Foothills (25.61 percent);
 - (f) Lot 129 will be sold to the District by Foothills for the price of \$1.00;
 - (g) The District will be reimbursed for its expenses with respect to Lot 129 from the gross proceeds of the sale of Lot 129.; and
 - (h) The net proceeds from the sale of Lot 129 will be divided between the District (74.39 percent) and Foothills (25.61 percent).
3. The settlement terms agreed to between Foothills and the District have been approved by the Monitor and the District Creditors’ Committee.

Amendments to the District Plan

4. It is necessary to amend a circular reference in the District Plan in order to give proper effect to the purpose of the District Plan. It is also necessary to amend the counsel listed for the District in the District Plan, and the contact information for the Monitor's counsel.
5. The proposed amendments to the District Plan are shown in the blackline copy of the District Plan attached as Exhibit "K" to the Affidavit of Cameron Sherban, sworn October 17, 2017.

Material or evidence to be relied on:

6. The Affidavit of Cameron Sherban, sworn October 17, 2017;
7. The pleadings and other materials filed herein; and
8. Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Rules:

9. Part 6, Division 1, Rule 13.5.

Applicable Acts and regulations:

10. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

Any irregularity complained of or objection relied on:

11. None.

How the Application is proposed to be heard or considered:

12. Before the Honourable Madam Justice B.E.C. Romaine in Chambers.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

Schedule "A"

COURT FILE NUMBER 1501-00955
COURT COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE CALGARY



IN THE MATTER OF THE
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c. C-36, as amended

APPLICANTS LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT, ENCHARIS COMMUNITY HOUSING AND SERVICES, ENCHARIS MANAGEMENT AND SUPPORT SERVICES, AND LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT INVESTMENTS LTD.

DOCUMENT **ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **Fasken Martineau DuMoulin LLP**
First Canadian Centre
3400, 350 - 7th Avenue S.W.
Calgary, AB T2P 3N9

Attention: Travis Lysak / Hannah Roskey
Phone: (403) 261-5350
Facsimile: (403) 261-5351
File No.: 307842.00001

Date on which Order was pronounced: October 25, 2017
Location where Order was pronounced: Calgary, Alberta
Name of Justice who made this Order: Madam Justice B.E.C. Romaine

Schedule "A"

UPON HEARING the Application of the Lutheran Church - Canada, Alberta - British Columbia District; **AND UPON REVIEWING** the Affidavit sworn by Cameron Sherban in support of the Application of the District; **AND UPON HEARING** submissions from counsel for the District;

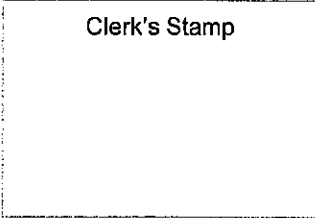
IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Application for this Order, and all supporting materials respecting the Application, filed October 17, 2017 is good and sufficient, and the time of notice hereof is shortened to the time actually given.
2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted by the Honourable Justice K.D. Yamauchi in this Action dated January 23, 2015, and in the Affidavit of Cameron Sherban sworn October 17, 2017.
3. The District is authorized to undertake all steps and actions required to implement the Assumption Agreement, attached as Exhibit "I" to the Affidavit of Cameron Sherban sworn October 17, 2017.
4. The Monitor will file with the Court a Monitor's Certificate confirming that all of the terms of the Assumption Agreement and the settlement contemplated in the Assumption Agreement have been fully performed, including but not limited to obtaining a fully executed copy of the City Agreement.
5. Upon being presented with a filed copy of the Monitor's Certificate, the Registrar of the Alberta Land Titles Office is hereby directed to cancel the existing title to Lot 129 and to issue a new title for Lot 129 in the name of the Lutheran Church - Canada, the Alberta - British Columbia District, having an address of 7040 Ada Boulevard, Edmonton, Alberta, T5B 4E3.

The Honourable Madam Justice B.E.C. Romaine

Schedule "B"

COURT FILE NUMBER 1501-00955
COURT COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE CALGARY



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COMPANIES' CREDITORS
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APPLICANTS LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT, ENCHARIS COMMUNITY HOUSING AND SERVICES, ENCHARIS MANAGEMENT AND SUPPORT SERVICES, AND LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT INVESTMENTS LTD.

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File No.: 307842.00001

Date on which Order was pronounced: October 25, 2017
Location where Order was pronounced: Calgary, Alberta
Name of Justice who made this Order: Madam Justice B.E.C. Romaine

Schedule "B"

UPON HEARING the Application of the Lutheran Church - Canada, Alberta - British Columbia District; **AND UPON REVIEWING** the Affidavit sworn by Cameron Sherban in support of the Application of the District; **AND UPON HEARING** submissions from counsel for the District;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Application for this Order, and all supporting materials respecting the Application, filed October 17, 2017 is good and sufficient, and the time of notice hereof is shortened to the time actually given.
2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted by the Honourable Justice K.D. Yamauchi in this Action dated January 23, 2015, and in the Affidavit of Cameron Sherban sworn October 17, 2017.
3. The District Plan may be amended, as shown in the blackline copy of the District Plan attached as Exhibit "K" to the Affidavit of Cameron Sherban sworn October 17, 2017.

The Honourable Madam Justice B.E.C. Romaine