

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

Clerk's Stamp

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 **APPROVAL AND VESTING ORDER  
(Prince of Peace Development)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Bishop & McKenzie LLP  
Barristers & Solicitors  
1700, 530 - 8<sup>th</sup> Avenue SW  
Calgary, Alberta T2P 3S8

Attention: Francis N. J. Taman / Ksena J. Court

Telephone: 403-237-5550  
Fax: 403-243-3623

File No.: 103,007-003

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**DATE ON WHICH ORDER WAS PRONOUNCED:**

**LOCATION WHERE ORDER WAS PRONOUNCED:**

**CALGARY, ALBERTA**

**NAME OF JUSTICE WHO MADE THIS ORDER:**

**JUSTICE B.E.C. ROMAINE**

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**UPON THE APPLICATION** of Lutheran Church – Canada, the Alberta – British Columbia District (the "District"), Encharis Community Housing and Services, EnCharis Management and Support Services, and Lutheran Church – Canada, the Alberta – British Columbia District Investments Ltd. (collectively the "Applicants"); **AND UPON HAVING READ**

the Application, and the Affidavit of Cameron Sherban; **AND UPON READING** the Reports of the Monitor; **AND UPON HEARING** counsel for the Applicants, counsel for the Monitor, and other interested parties;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE**

1. Service of notice of the application for this Order, and all supporting materials, as set out in the Affidavit of Charlene Everett respecting the Application filed July 12, 2016 is good and sufficient, and the time for 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 (the "Initial Order") or in the Fifth Amended Plan of Compromise and Arrangement of Lutheran Church - Canada, the Alberta – British Columbia District (the "District Plan").

**SALE OF LANDS**

3. In this Order the following terms shall have the following meaning:

- (a) "Lands" means the lands legally described in Schedule "A" to this Order;
- (b) "Solicitor's Letter" means a letter from Bishop & McKenzie LLP, lawyers for the Applicants,
  - i. authorizing the registration of this Order;
  - ii. advising of the name of the transferee of the Lands; and
  - iii. providing an address for service for the transferee.

4. The transfer of the Lands to the NewCo in accordance with the terms and conditions of the District Plan be and is hereby authorized and approved.

5. The District and the Monitor are hereby authorized and directed to execute all deeds, documents, and agreements, and to do all things reasonably necessary to complete the sale of the Lands and to carry out the terms of this Order.

6. Notwithstanding Section 191(1) of the *Land Titles Act*, upon filing a certified copy of this Order (either with or without Schedule "B") in the Alberta Land Titles Office together with the Solicitor's Letter authorizing such registration and subject to the terms of this Order, the Registrar of Land Titles in and for the Province of Alberta shall cancel the existing certificates of title to the Lands and shall issue a new certificates of title in the name of the transferee as set out in the Solicitor's Letter, and the Registrar of Land Titles shall discharge all encumbrances from the title to the Lands except for the permitted encumbrances set out in Schedule "B" to this Order.

7. Upon the Monitor delivering a certificate (the "Monitor's Certificate") to the Court in the form attached as Schedule "C" certifying that the sale of the Lands has closed substantially in accordance with the terms of the Purchase and Sale Agreement and all purchase monies due and owing in respect of such sale have been tendered to the District then:

8. the Lands shall be owned by the Purchaser, free of all estate, right, title, interest, rental, and equity of redemption of the District and all persons who claim by, through or under the District in respect of the Lands, other than any permitted encumbrances expressly set forth in the Purchase and Sale Agreement;

9. the District and all persons who claim by, through or under the District shall stand absolutely barred and foreclosed from all estate, right, title, interest, rental, and equity of redemption of the Lands and, to the extent that any such person remains in possession or control of any of the Lands, they shall forthwith deliver possession of same to the Purchaser or its nominee; and

10. the Purchaser shall be entitled to enter into and upon, hold and enjoy the Lands for its own use and benefit without any interference of or by the District, or any person claiming by or through or against the District on any of the Lands.

11. The District is authorized and empowered, in respect of the Lands, to execute and deliver:

(a) such additional, related or ancillary documents and assurances governing or giving effect to the sale of the Lands, which in the District's discretion are reasonably necessary or advisable to conclude the transactions contemplated in or in furtherance of the purchase of the Lands and/or this Order; and

- (b) any and all instruments and documents in respect of the Lands as may be required by the Registrar of the Land Titles Office of Alberta or deemed reasonably necessary by the District, and the Registrar is hereby directed to effect registration of any such instrument or document so executed by the District or its solicitors.

12. Upon the filing of the Monitor's Certificate, the Monitor may discharge, or authorize the discharge of, any security registration or registrations in the Personal Property Registry of Alberta as may be required to properly convey clear title of the Lands to the Purchaser.

13. Notwithstanding:

- (a) the pendency of these proceedings and the declaration of insolvency made herein;
- (b) any bankruptcy Order sought or issued pursuant to the *Bankruptcy and Insolvency Act* (the "*BIA*") in respect of any of the Applicants, and
- (c) the provisions under the *BIA*, or any other applicable federal or provincial legislation or common law,

the transfer of the Lands in accordance with the Plan or any transaction contemplated hereby or coordinated therewith shall constitute legal, valid and binding obligations of the Applicants enforceable against them in accordance with the terms thereof, and neither the transfer of Land pursuant to this Order nor any transaction contemplated hereby or coordinated therewith will be void or voidable at the instance of creditors and claimants and do not constitute nor shall they be deemed to constitute settlements, fraudulent preferences, assignments, fraudulent conveyances, oppressive conduct, or other reviewable transactions under the *BIA*, or any other applicable federal or provincial legislation, or common law.

14. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Alberta to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

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Justice of the Court of Queen's Bench of Alberta

Schedule "A" – Legal Description of the Lands

**Development, Harbour and Expansion Lands**

PLAN 9712096

BLOCK 1

CONTAINING 22.29 HECTARES (55.08 ACRES) MORE OR LESS

EXCEPTING THEREOUT:

SUBDIVISION 0311251 AREA: 1.90 HECTARES (4.70 ACRES)

EXCEPTING THEREOUT ALL MINES AND MINERALS

(referred to in Schedule "B" as the "Development, Harbour and Expansion Lands")

**Manor**

PLAN 0311251

BLOCK 4

LOT 1

EXCEPTING THEREOUT ALL MINES AND MINERALS

AREA: 1.9 HECTARES (4.7 ACRES) MORE OR LESS

(referred to in Schedule "B" as the "Manor")

**Lake and Green Space**

PLAN 9712096

BLOCK 2

EXCEPTING THEREOUT ALL MINES AND MINERALS

AREA: 12.88 HECTARES (31.83 ACRES) MORE OR LESS

(referred to in Schedule "B" as the "Lake and Green Space")

## Schedule "B" – Permitted Encumbrances

**Development, Harbour and Expansion Lands**

5060KU	Utility Right of Way
971 324 048	Easement
971 324 049	Caveat
981 274 372	Easement
001 042 374	Easement
001 150 640	Utility Right of Way
031 143 478	Caveat
031 143 480	Easement
031 143 481	Restrictive Covenant

**Manor**

971 324 048	Easement
981 274 372	Easement
001 042 374	Easement
001 150 640	Utility Right of Way
031 143 478	Caveat
031 143 479	Utility Right of Way
031 143 480	Easement
031 143 481	Restrictive Covenant

**Lake and Green Space**

6192KM	Utility Right of Way
971 324 048	Easement
971 324 050	Caveat
981 274 372	Easement
001 042 374	Easement
031 143 478	Caveat

## Schedule "C" – Monitor's Certificate

COURT FILE NUMBER	1501-00955	Clerk's Stamp
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	
	IN BANKRUPTCY AND INSOLVENCY	
JUDICIAL CENTRE	CALGARY	
	IN THE MATTER OF THE <i>COMPANIES'</i> <i>CREDITORS ARRANGEMENT ACT</i> , 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	<b>MONITOR'S CERTIFICATE (District Office)</b>	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Gowling LaFleur Henderson LLP 1600-521-7 <sup>th</sup> Avenue SW Calgary, Alberta T2P 4K9 Attn: Jeffrey Oliver Phone: 403-298-1000 Fax: 403-263-9193	

**RECITALS**

- A. Pursuant to an Order of the Honourable Justice K.D. Yamauchi of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "Court") dated January 23, 2015, Deloitte Restructuring Inc. was appointed as the Monitor of the Applicants.
- B. Pursuant to an Order of the Court dated November 5, 2015 (the "Approval and Vesting Order (District Office)"), the Court approved the agreement of purchase and sale made as of October 9, 2015 between the District and the Purchaser, as that term is defined in the Approval and Vesting Order (District Office) and provided for the vesting in the Purchaser all of the District's right, title and interest in and to the Lands, as that term is defined in the Approval and Vesting Order (District Office), which vesting is to be effective with respect to the Lands upon the delivery by the Monitor to the Purchaser of a



certificate confirming the payment by the Purchaser of the purchase monies for the Lands to the District.

**THE MONITOR CERTIFIES THE FOLLOWING:**

1. The Purchaser (or its nominee) has paid and the District has received the purchase monies for the Lands;
2. The sale of the Lands has been completed to the satisfaction of the Monitor; and
3. This Certificate was delivered by the Monitor at \_\_\_\_\_ on \_\_\_\_\_.

Deloitte Restructuring Inc.,  
In its capacity as Court-appointed Monitor of  
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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Jeff Keeble CA, CIRP, CBV  
Senior Vice-President