

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

BETWEEN:

THE MANITOBA SECURITIES COMMISSION,

applicant,

- and -

CROCUS INVESTMENT FUND,

respondent.

ORDER

Donald G. Douglas Law Corporation
Barrister and Solicitor
162 Eagleview Road
Winnipeg MB R3Y 0M8

(Donald G. Douglas)
(T: 204-295-0919)
(E: don@dondouglaslaw.com)

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE

Monday, the 17th day of January, 2022

MR. JUSTICE KROFT

BETWEEN:

THE MANITOBA SECURITIES COMMISSION,

applicant,

- and -

CROCUS INVESTMENT FUND

respondent.

ORDER

THIS MOTION, made by Deloitte Restructuring Inc., in its capacity as the Court appointed Receiver and Manager (the "Receiver") of the respondent Crocus Investment Fund ("Crocus") was heard this day at the Law Courts, 408 York Avenue, in the City of Winnipeg.

ON READING Receiver's Report No. 19 and the Affidavit of Donald Gordon Douglas sworn January 10, 2022 and on hearing the submissions of counsel for the applicant and respondent, no one appearing for any other person.

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the supporting materials is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof;

2. THIS COURT ORDERS that all activities, actions and proposed courses of action of the Receiver and its counsel up to and including December 31, 2021 in relation to the discharge of the Receiver's duties and the Receiver's mandate pursuant to the Orders of the Court in these proceedings, as such actions of the Receiver and its counsel are more particularly described in Receiver's Report No. 19 ("Report No. 19") dated January 6, 2022 and filed herein are hereby approved;

3. THIS COURT ORDERS that the accounts of the Receiver, including all fees and disbursements, and those of its counsel for the period from April 1, 2016 up to and including December 31, 2021 as more particularly described in Report No. 19 are hereby assessed and approved;

4. THIS COURT ORDERS that the Receiver's Statement of Receipts and Disbursements for the period from April 1, 2016 to December 31, 2021 as the same is included in and forms part of Appendix A to Report No. 19 is hereby approved;

5. THIS COURT ORDERS that the Receiver is hereby authorized and directed to make a fourth and final distribution (the "Final Distribution") of the proceeds of the within receivership in the sum of \$5,203,309 amongst Class A and Class I shareholders in accordance with the provisions of Report No. 19;

6. THIS COURT ORDERS that the Receiver is hereby authorized to retain the Receiver's Holdback (as defined in Report No. 19) and to apply from time to

time the amounts so held back against such further fees and disbursements as may be incurred without the requirement of taxation or passing of accounts;

7. THIS COURT ORDERS that the form of Notice to Shareholders that is attached as Appendix B to Report No. 19, or a form of Notice to Shareholders substantially similar thereto, is hereby approved;

8. THIS COURT ORDERS that, if on or before February 25, 2022, the Receiver receives any objections pursuant to the form of Notice to Shareholders referred to in paragraph 7 hereof that are not resolved, the Receiver will advise the Court and seek the advice and direction of the Court thereon.

9. THIS COURT ORDERS that, pursuant to section 27(4) of *The Securities Act*, C.C.S.M. c. S50, the Receiver is hereby directed to wind-up the business and affairs of Crocus and, upon the filing in the Court Registry by the Receiver of a certificate substantially in the form attached as Schedule A hereto (the "**Receiver's Certificate**"), pursuant to section 210 of *The Corporations Act*, C.C.S.M. c. C225, Crocus shall be dissolved as of the date specified in the Receiver's Certificate;

10. THIS COURT ORDERS that, subject to the dissolution of Crocus, the Receiver is hereby directed pursuant to section 220 of *The Corporations Act*, C.C.S.M. c. C225 to pay to the Minister of Finance any of the funds authorized to be paid to Class A and Class I shareholders of Crocus pursuant to the four distributions authorized by the Court in these proceedings which remain unclaimed in the hands of the Receiver as soon as is reasonably possible

following the filing in the Court Registry by the Receiver of the Receiver's Certificate;

11. THIS COURT ORDERS that, subject to the proviso which follows, upon the filing in the Court Registry of the Receiver's Certificate, the Receiver shall be discharged as Receiver and Manager of Crocus including any and all liability incurred in connection with its having acted as such, save and except for any liability arising out of gross negligence or willful misconduct on the part of the Receiver; provided that, notwithstanding such discharge:

- (a) the Receiver shall remain as Receiver for the performance of such routine administrative tasks as may be required to complete the administration of these proceedings;
- (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of Deloitte

Restructuring Inc. in its capacity as Receiver.


Dated JAN. 25, 2022

"D. KROFT"

Kroft, J.

APPROVED AS TO FORM AND CONTENT:

THE MANITOBA SECURITIES COMMISSION

Per: 

Chris Besko, Director and General Counsel – Securities

SCHEDULE A

FORM OF RECEIVER'S CERTIFICATE

THE QUEEN'S BENCH WINNIPEG CENTRE

BETWEEN:

THE MANITOBA SECURITIES COMMISSION,

applicant,

- and -

CROCUS INVESTMENT FUND

respondent.

RECEIVER'S CERTIFICATE

I, BRENT WARGA, Senior Vice-President of Deloitte Restructuring Inc. (the "Receiver"), the Receiver and Manager of Crocus Investment Fund ("Crocus"), its having been appointed as such pursuant to the Order of The Honourable Mr. Justice Scurfield made June 28, 2005 in Court of Queen's Bench File No. CI05-01-43350:

DO HEREBY CERTIFY AS FOLLOWS:

1. On January 17, 2022 The Honourable Mr. Justice Kroft of the Court of Queen's Bench granted an Order which, among other things,
 - (a) authorized and directed the Receiver to make a fourth and final distribution (the "Final Distribution") of the proceeds of the within receivership in the sum of \$5,203,309 amongst Class A and Class I shareholders in accordance with the provisions of Receiver's Report No. 19 dated January 6, 2022 ("Report No. 19");
 - (b) approved the form of Notice to Shareholders that was attached as Appendix B to Report No. 19 or a form of Notice to Shareholders substantially similar thereto;
 - (c) pursuant to section 27(4) of *The Securities Act*, C.C.S.M. c. S50, directed the Receiver to wind-up the business and affairs of Crocus and, upon the filing in the Court Registry by the Receiver of this Certificate, pursuant to section 210 of *The Corporations Act*, C.C.S.M. c. C225, ordered Crocus to be dissolved as of the date specified in this Receiver's Certificate; and
 - (d) subject to the dissolution of Crocus, pursuant to section 220 of *The Corporations Act*, C.C.S.M. c. C225 directed the Receiver to pay to the

Minister of Finance any of the funds authorized to be paid to Class A and Class I shareholders of Crocus pursuant to the four distributions authorized by the Court in these proceedings which remained unclaimed in the hands of the Receiver as soon as is reasonably possible following the filing in the Court Registry by the Receiver of the Receiver's Certificate.

2. On January 22, 2022 the form of Notice to Shareholders that is attached hereto as Appendix A was published in the Winnipeg Free Press and The Globe and Mail and it advised that any objection to the Final Distribution, the passing of the Receiver's accounts, and the Receiver's discharge must be received by the Receiver in writing on or before February 25, 2022.
3. No objection in writing to the Final Distribution, the passing of the Receiver's accounts, and the Receiver's discharge was received by the Receiver on or before February 25, 2022. The Receiver advised the Court by way of Receiver's Report No. 20 ("Report No. 20") that no objections had been received and it immediately commenced the Final Distribution.

OR

The following objections in writing were received by the Receiver on or before February 25, 2022 and the Receiver advised the Court thereof by way of Report No. 20, which provided its advice and direction as follows:

(provide details of objections and their resolution)

4. No objections having been received (or any objections that were received having been resolved) the Receiver commenced the Final Distribution during the week of March 7, 2022 (or such later date as the case may be).
5. Of the sum of \$5,203,309 that made up the Final Distribution, as of the date of this Receiver's Certificate, cheques remaining uncashed (the "Final Distribution Unclaimed Funds") total the sum of \$
6. As of the date of this Receiver's Certificate, the total amount of unclaimed distributions from all four distributions (the "Unclaimed Distributions") is as follows:

Unclaimed Distributions

Distribution	No. of Shareholders	Amount	Minimum amount for any Holder	Maximum amount for any Holder
First				
Second				
Third				
Fourth (Final)				

Total

7. Having completed the liquidation of Crocus and having distributed all of the net proceeds of liquidation with the exception of the Unclaimed Distributions, the effective date of the dissolution of Crocus shall be _____.

Dated

BRENT WARGA, CPA, CA, CIRP, LIT
Senior Vice-President