

**IN THE COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
JUDICIAL CENTRE OF SASKATOON**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF
101133330 SASKATCHEWAN LTD. AND 101149825 SASKATCHEWAN LTD.,**

APPLICANTS

**TWELFTH REPORT OF THE MONITOR
DELOITTE RESTRUCTURING INC.**

May 23, 2019

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INTRODUCTION

1. On May 20, 2016, the Applicants, 101133330 Saskatchewan Ltd. (“**33330**”) and 101149825 Saskatchewan Ltd. (“**825**”) (collectively the “**Applicants**” or the “**Companies**”), filed for and obtained protection under the *Companies’ Creditors Arrangement Act* (the “**CCAA**”). Pursuant to the Order of the Court of Queen’s Bench for Saskatchewan (the “**Court**”) dated May 20, 2016 (the “**Initial Order**”), restructuring proceedings previously commenced by the Applicants under Division I of Part III of the *Bankruptcy and Insolvency Act* (the “**BIA**”) were taken up and continued under the CCAA. Deloitte Restructuring Inc. was appointed as the Monitor of the Applicants (the “**Monitor**”) in the CCAA proceedings and a stay of proceedings was granted in favour of the Applicants.
2. During these CCAA proceedings, the Court has periodically extended the May 20, 2016 initial stay of proceedings, with the most recent stay of proceedings extended until May 31, 2019.
3. The Monitor has provided the Court with the following reports:
 - a) A Pre-Filing Report of the Proposed Monitor dated May 12, 2016 (the “**Pre-Filing Report**”) in connection with the Applicants’ application for protection under the CCAA;
 - b) A First Report of the Monitor dated June 8, 2016 (the “**First Report**”) in connection with the Applicants’ motion to extend the stay of proceedings to August 31, 2016;
 - c) The Second Report of the Monitor dated August 12, 2016 (the “**Second Report**”) in connection with the Applicants’ motion to extend the stay of proceedings to January 1, 2017;
 - d) The Third Report of the Monitor dated August 15, 2016 (the “**Third Report**”) in connection with the Applicants’ application for additional debtor in possession financing;

- e) The Fourth Report of the Monitor dated December 16, 2016 (the “**Fourth Report**”) in connection with the Applicants’ application for additional debtor in possession financing and the Applicants’ motion to extend the stay of proceedings to June 12, 2017;
- f) The Supplement to the Fourth Report dated December 19, 2016 (the “**Supplement to the Fourth Report**”) which discussed the timing of certain correspondence received from the City of Regina Legal Department and their position with respect to pre-filing property tax arrears owing by 33330 in respect of the Orr Centre;
- g) The Fifth Report of the Monitor dated May 24, 2017 (the “**Fifth Report**”) in connection with the Applicants’ application for additional debtor in possession financing and the Applicants’ motion to extend the stay of proceedings to December 24, 2017;
- h) The Sixth Report of the Monitor dated May 31, 2017 (the “**Sixth Report**”) in connection with the Applicants’ application for additional debtor in possession financing;
- i) The Seventh Report of the Monitor dated December 15, 2017 (the “**Seventh Report**”) in connection with the Applicants’ application for additional debtor in possession financing (the “**DIP Facility**”) and the Applicants’ motion to extend the stay of proceedings to June 17, 2018;
- j) The Supplement to the Seventh Report dated December 19, 2017 (the “**Supplement to the Seventh Report**”) which discussed the Companies’ DIP Facility and available financing alternatives;
- k) The Eight Report of the Monitor dated May 29, 2018 (the “**Eighth Report**”) in connection with the Applicants’ motion to extend the stay of proceedings to October 1, 2018;
- l) The Ninth Report of the Monitor dated August 27, 2018 (the “**Ninth Report**”) in connection with the Applicants’ motion to extend the stay of proceedings to March

4, 2019, to retain Colliers International (“**Colliers**”) to facilitate the sales process for the 33330 Property (the “**Colliers Sales Process**”), and to increase the DIP Facility and the DIP Lender’s Charge (as defined in the Initial Order);

m) The Tenth Report of the Monitor dated February 19, 2019 (the “**Tenth Report**”) in connection with the Applicants’ motion to extend the stay of proceedings to May 6, 2019 (the “**Stay Period**”), and to implement the stalking horse sale process (the “**Stalking Horse Sale Process**”);

n) The Eleventh Report of the Monitor dated April 23, 2019 (the “**Eleventh Report**”) in connection with the Applicants’ motion to approve the Pinnacle Developments Inc. (“**Pinnacle**”) offer (the “**Pinnacle Offer**”) and associated asset purchase agreement (the “**Pinnacle APA**”) for the 33330 Property (the “**Pinnacle Transaction**”), to distribute certain of the sale proceeds (the “**Sale Proceeds**”) from the Pinnacle Transaction to the City of Regina, Canada Revenue Agency (“**CRA**”), and Affinity Credit Union (“**Affinity**”), and to extend the stay of proceedings to May 31, 2019 (the “**Stay Period**”); and

o) The Confidential Supplement to the Eleventh Report dated April 23, 2019 (the “**Confidential Supplement to the Eleventh Report**”) to provide the Court with further information in respect of the results of the Stalking Horse Sale Process.

4. Copies of the Initial Order, all previously filed reports of the Monitor, all motion materials and orders in the CCAA proceedings, and certain other documents related to the CCAA proceedings have been posted and are available on the Monitor’s website at www.insolvencies.deloitte.ca/en-ca/101133330and101149825SkLtd.

PURPOSE

5. The purpose of this twelfth report of the Monitor (the “**Twelfth Report**”) is to provide the Court with information with respect to the following:

a) A summary of the Monitor’s activities since the Eleventh Report;

b) An update on the closing of the Pinnacle Transaction;

- c) An update of the Applicants' cash flow forecast and comments on variances between actual results and forecast results for the period ended May 19, 2019;
- d) The fees and disbursements of the Monitor for the period April 3, 2019 to April 26, 2019 and the fees and disbursements of its legal counsel for the period March 28, 2019 to April 26, 2019;
- e) The Applicants' request for an extension of the Stay Period with respect to 33330 and the Monitor's recommendations regarding the relief requested; and
- f) The Monitor's request for its discharge in respect of 825's CCAA proceedings.

TERMS OF REFERENCE

6. In preparing this Twelfth Report, the Monitor has relied upon unaudited interim financial information, the Applicants' books and records, the affidavits of John Orr sworn on May 12, May 19, June 6, June 9, August 12, and December 16, 2016, the affidavits of John Orr sworn on May 24, May 30, December 15, and December 19, 2017, the affidavits of John Orr sworn on May 29, and August 27, 2018, the Confidential Supplement to the Tenth Supplemental Affidavit of John Orr sworn on August 27, 2018, the affidavits of John Orr sworn on February 19, February 20, April 23, and April 25, 2019, the Confidential Supplement to the Eleventh Supplemental Affidavit of John Orr sworn on February 19, 2019, the Affidavit of John Orr sworn on May 23, 2019 (the "**Orr Affidavit**"), the affidavits of David Calyniuk, Chief Executive Officer of Land and Commercial Development for North Ridge Development Corporation ("**North Ridge**"), sworn on August 12, and December 16, 2016, the affidavits of David Calyniuk sworn on May 23, and December 15, 2017, the confidential affidavit of David Calyniuk sworn on May 23, 2017, the affidavit of David Calyniuk sworn on May 29, 2018, the confidential affidavit of David Calyniuk sworn on May 29, 2018, and discussions with management of the Applicants ("**Management**") and legal advisors to the Applicants.
7. The financial information of the Companies has not been audited, reviewed or otherwise verified by the Monitor as to its accuracy or completeness, nor has it necessarily been prepared in accordance with generally accepted accounting principles and the reader is

cautioned that this Twelfth Report may not disclose all significant matters about the Applicants. Additionally, none of the Monitor's procedures were intended to detect defalcations or other irregularities. If the Monitor were to perform additional procedures or to undertake an audit examination of the financial statements in accordance with generally accepted auditing standards, additional matters may have come to the Monitor's attention. Accordingly, the Monitor does not express an opinion nor does it provide any other form of assurance on the financial or other information presented herein. The Monitor may refine or alter its observations as further information is obtained or brought to its attention after the date of this Twelfth Report.

8. The Monitor assumes no responsibility or liability for any loss or damage occasioned by any party as a result of the circulation, publication, reproduction or use of this Twelfth Report. Any use which any party makes of this Twelfth Report, or any reliance or decision to be made based on this Twelfth Report, is the sole responsibility of such party.
9. Unless otherwise stated, all monetary amounts contained in this Twelfth Report are expressed in Canadian dollars.
10. Capitalized terms used in this Twelfth Report but not defined herein are as defined in all previously filed reports and Court Orders, as applicable, in these proceedings.

ACTIVITIES OF THE MONITOR SINCE THE ELEVENTH REPORT

11. Since the Monitor's Eleventh Report, the Monitor has engaged in the following activities, amongst others:
 - a) Monitored on a weekly basis the receipts and disbursements of the Applicants;
 - b) Monitored the Applicants' activities with respect to closing the Pinnacle Transaction;
 - c) Responded to ongoing inquiries from creditors, tenants, and other stakeholders of the Applicants;

- d) Participated in hearings and reported to Court in respect to the Applicants' request to approve the Pinnacle Transaction and distribute the Sale Proceeds; and
- e) Prepared, reviewed, and finalized this Twelfth Report.

CLOSING OF THE PINNACLE TRANSACTION

12. On May 1, 2019, the Applicants advised the Monitor and Affinity that the closing of the Pinnacle Transaction would be delayed as a result of issues the Applicants had encountered with having the one (1) remaining tenant residing in a 33330 dormitory (the “**Remaining Tenant**”) vacate the property. As detailed in the Orr Affidavit, the Remaining Tenant was the former groundskeeper and janitor at the Orr Centre, whose employment was terminated at the end of February 2019. As the Remaining Tenant’s residency was a term of his employment, the Applicants expected the Remaining Tenant to vacate the dormitory within a reasonable period of time following his termination.
13. As detailed in the Orr Affidavit, as the Remaining Tenant failed to vacate the property, Pinnacle expressly addressed the matter in paragraph 8.3(d) of the Pinnacle APA (executed on April 9, 2019) which states “*there shall be no individuals residing in or on the Purchased Assets as of the Closing Date, and the Seller shall have taken all necessary steps to lawfully terminate any residential tenancies in respect of the Purchased Assets*”. Accordingly, as further detailed in the Orr Affidavit, after execution of the Pinnacle APA, the Applicants delivered a Notice to Vacate – Employee (the “**Notice to Vacate**”) as contemplated by the *Residential Tenancies Act, 2006*. However, the Applicants received no correspondence from the Remaining Tenant until April 24, 2019, when they were advised by Colliers that the Remaining Tenant was disputing the Notice to Vacate.
14. As further detailed in the Orr Affidavit, as settlement with the Remaining Tenant appeared unlikely, on May 1, 2019, the Applicants applied for an eviction hearing before the Office of Residential Tenancies (“the “**ORT**”), and also submitted an Access to Information Request (the “**AIR**”) with the Regina Police to determine if there were grounds for immediate eviction.

15. On May 13, 2019, the initial ORT hearing was held, but the Remaining Tenant did not appear to oppose the application for eviction.
16. On May 15, 2019, a second ORT hearing was held for immediate eviction and possession of the dormitory based on information received from the AIR. As detailed in the Orr Affidavit, in the interests of expediting a resolution to the tenancy issue, 33330 entered into a settlement agreement with the Remaining Tenant. The settlement agreement enabled the ORT to issue a writ of possession enforceable on May 31, 2019 (the “**Writ of Possession**”), on the condition that 33330 make a cash payment of \$4,000 to assist the Remaining Tenant in securing alternate accommodations. The Applicants advised that the Writ of Possession allowed for the forcible removal of the Remaining Tenant in the event that they failed to vacate the dormitory on or before to May 30, 2019.
17. Given the delays encountered in having the Remaining Tenant removed, the Applicants advised that they are now attempting to close the Pinnacle Transaction on June 7, 2019.

RESIDUAL ASSETS OF 33330

18. Assuming that the Pinnacle Transaction closes on June 7, 2019 (or shortly thereafter), the only remaining assets of 33330 will be the two Prince Albert Condominium Units (the “**PA Condos**”), detailed in the Affidavit of John Orr sworn May 12, 2016 (the “**May 12, 2016 Orr Affidavit**”), as follows:
 - a) Unit B – 201 10th Street East, Prince Albert, Saskatchewan, which is legally described as Unit #2 in Condo Plan #102042212 with 2511/10000 shares of common property in Condominium Parcel #165090281, Reference Land Description: Condo Plan No 102042212 Extension 0 (“**Unit #2**”); and
 - b) Unit D – 201 10th Street East, Prince Albert, Saskatchewan, which is legally described as Unit #4 in Condo Plan #102042212 with 2489/10000 shares of common property in Condominium Parcel #165090281, Reference Land Description: Condo Plan No 102042212 Extension 0 (“**Unit #4**”).

19. As further detailed in the May 12, 2016 Orr Affidavit, Unit #2 is subject to a mortgage in favor of Canadian Western Trust Company (“**CWTC**”) in the principal amount of \$149,500, and Unit #4 is subject to builder’s liens registered in favor of Sweeney Electric Ltd. and Able Contracting Ltd. in the aggregate amount of \$109,117.52.
20. Subsequent to closing the Pinnacle Transaction, as 33330 will no longer be in a financial position to continue with the CCAA proceedings and there will be no opportunity to file a viable plan of arrangement with its creditors, the Applicants advised that 33330’s CCAA proceedings will no longer be necessary, and the PA Condos can be liquidated by a subsequent creditor driven enforcement proceeding.

825 LAND

21. As detailed in the Eleventh Report, Miller Thomson LLP (“**Miller Thomson**”), legal counsel to Firm Capital Mortgage Fund Inc. (“**Firm Capital**”) and Frank Pa (“**Pa**”), filed a notice of application on April 18, 2019 seeking an Order Nisi for Sale (the “**Sale Order**”) in respect of the 825 Land pursuant to Division 6 of Part 10 of *The Queen’s Bench Rules*.
22. As further detailed in the Eleventh Report, the August 17, 2016 Court Order issued in these CCAA proceedings previously lifted the stay of proceedings as against Firm Capital and Pa in regards to the 825 Land. Accordingly, the Sale Order being sought by Firm Capital will provide 825 with the right to redeem the 825 Land by paying into Court, on or before thirty (30) days after the last date of service of the Sale Order (the “**Redemption Period**”), the total amount of \$3,644,532.69 owing as at April 15, 2019, per diem interest of \$895.18 after April 15, 2019, and the legal costs of Firm Capital. In the event that 825 is unable to redeem the 825 Land during the Redemption Period, the 825 Land will be sold under the direction of the Selling Officer in accordance with the process detailed in the Sale Order.
23. The Applicants have advised the Monitor that they are not intending to dispute the Sale Order, with the exception of challenging the Upset Price detailed therein, and as such, there is no longer any need for 825 to continue with its CCAA proceedings.

CASH FLOW STATEMENT AND LIQUIDITY

24. The Companies' cash receipts and disbursements for the period April 15, 2019 to May 19, 2019 are attached hereto as Exhibit A with a comparison to the updated cash flows that were attached as Exhibit E to the Eleventh Report (the "**Revised Cash Flow**").
25. The Monitor has conducted weekly reviews of the Companies' actual cash flow compared to the Revised Cash Flow. The Monitor's comments on the actual cash flow to May 19, 2019 are as follows:
- a) Compared with the Revised Cash Flow, the Applicants experienced a favorable variance of approximately \$217,000 in respect of the net cash outflows.
 - b) This variance is primarily attributable to the following:
 - i. \$77,000 favorable cash receipts variance compared to the forecast due primarily to the timing of closing the Pinnacle Transaction. At the time that the Revised Cash Flow was prepared, the Applicants anticipated that the Pinnacle Transaction would be complete, and that all rental payments from May 2019 forward would be paid to Pinnacle.
 - ii. \$17,000 favorable operating and other cost variance due to the timing of property insurance and property tax payments (\$44,000), a reduction in utility costs (\$3,000), offset by increases in repairs, maintenance, and contract service costs (\$21,000) (primarily attributable to issues encountered with the interior sprinkler system which required 24-hour monitoring for a period of time as no water was flowing to the suppression system), tax consulting costs (\$5,000), and costs associated with the removal of the Remaining Tenant residing in the Orr Centre dormitory (\$4,000).
 - iii. \$123,000 favorable restructuring cost variance due primarily to the timing of professional fee payments (\$110,000), not having to draw on the

contingency reserve (\$10,000), and the cancellation of a financing application fee (\$3,000).

26. As of the date of this Twelfth Report, with the exception of interest payments to Firm Capital and Affinity, the Applicants have been able to manage their cash flow through utilization of the Affinity DIP Facility (as defined in the Eleventh Report) as outlined in the DIP Facility #6 Order dated August 30, 2018.
27. As detailed in the Ninth Extension, Sale Approval, Vesting, and Distribution Order dated April 26, 2019 (the “**Sale Approval and Distribution Order**”), attached hereto as Exhibit B, the Monitor was authorized to maintain a residual holdback of \$285,000 (the “**Residual Holdback**”) in full satisfaction of the \$150,000 Administration Charge and for such further fees and disbursements as may be required to complete the administration of these CCAA proceedings and apply for the Monitor’s discharge. Based on the updated cash flow statement attached hereto as Exhibit C (the “**Updated Cash Flow**”) for the period ending July 7, 2019, the Residual Holdback is expected to be sufficient to complete the administration of these CCAA proceedings.
28. The Updated Cash Flow includes the assumptions as set out in the Summary of Notes and Assumptions (“**Notes and Assumptions**”) appended as Notes 1 to 9 thereto.
29. The Monitor’s comments on the Updated Cash Flow are as follows:
 - a) For the period May 20, 2019 to July 7, 2019, the Applicants are projected to have gross receipts of approximately \$20,000 and disbursements of approximately \$377,000, representing a net operating cash outflow of approximately \$357,000.
 - b) Based on the Updated Cash Flow, it is anticipated that the Residual Holdback will be sufficient to close the Pinnacle Transaction and finalize the CCAA proceedings.
 - c) The Monitor’s review of the Updated Cash Flow consisted of inquiries, analytical procedures, and discussions related to information supplied to the Monitor by certain of the Management and employees of the Companies and Colliers. Since the Notes and Assumptions need not be supported, the Monitor’s procedures with

respect to them were limited to evaluating whether they were consistent with the purpose of the Updated Cash Flow. The Monitor has also reviewed the support provided by Management for the Notes and Assumptions, and the preparation and presentation of the Updated Cash Flow.

- d) Based on the Monitor's review, nothing has come to its attention that causes it to believe that, in all material respects:
 - i. The Notes and Assumptions are not consistent with the purpose of the Updated Cash Flow;
 - ii. As at the date of this Twelfth Report, the Notes and Assumptions developed by Management are not suitably supported and consistent with the plans of the Companies or do not provide a reasonable basis for the Updated Cash Flow, given the Notes and Assumptions; or
 - iii. The Updated Cash Flow does not reflect the Notes and Assumptions.

30. Since the Updated Cash Flow is based on assumptions regarding future events, actual results will vary from the information presented, even if the events described in the Notes and Assumptions occur, and the variations may be material. Accordingly, the Monitor expresses no assurance as to whether the Updated Cash Flow will be achieved. The Monitor expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in this Twelfth Report, or relied upon by the Monitor in its preparation.

DEBTOR IN POSSESSION FINANCING

31. As detailed in the Eleventh Report, on February 28, 2019, Affinity and the Applicants entered into a supplementary commitment letter (the "**Supplementary Term Sheet**") to extend the term of the Affinity DIP Facility to May 6, 2019, and to provide for a further advance under the Affinity DIP Facility of \$150,000 (the "**Supplementary DIP Commitment**") to facilitate the Stalking Horse Sale Process and enable the CCAA proceedings to continue. The Affinity DIP Facility was to be repaid in full on May 6, 2019

(the “**DIP Repayment Date**”) in accordance with the Supplementary Term Sheet. As at the date of this Twelfth Report, the Applicants advised that no agreement has been reached with Affinity to extend the DIP Repayment Date.

32. As at the date of this Twelfth Report, the Applicants advised that approximately \$32,000 is being held in trust by McDougall Gauley LLP, the Applicant’s legal counsel, from the Supplementary DIP Commitment.
33. As evidenced by the Updated Cash Flow, an additional \$227,000 in financing is expected to be needed by the Applicants to close the Pinnacle Transaction and to facilitate an orderly conclusion to the CCAA proceedings. As detailed above, the Residual Holdback is expected to be sufficient to meet the cash requirements of the Applicants and finalize the CCAA proceedings.
34. The Sale Approval and Distribution Order approved certain distributions to Affinity from the Sale Proceeds, and adjourned *sine die* the determination of the allocation of the remaining Affinity DIP Facility (subsequent to payment of the approved distributions) amongst the assets of 33330 and 825. As the Pinnacle Transaction has not closed, and the Monitor has not yet received the Sale Proceeds as at the date of this Twelfth Report, it is the Monitor’s intention to prepare an updated DIP Facility allocation (the “**Updated DIP Facility Allocation**”) in advance of the next application in these proceedings. The Updated DIP Facility Allocation will consider the distributions approved by the Sale Approval and Distribution Order, additional costs incurred by the Applicants since the filing of the Eleventh Report, and any further relevant information provided to the Monitor in advance of the next Court hearing.

FEES AND DISBURSEMENTS OF THE MONITOR AND ITS LEGAL COUNSEL

35. Professional fees and disbursements charged by the Monitor in relation to the administration of these proceedings for the period April 3, 2019 to April 26, 2019 were \$22,019.98 (excluding GST). A copy of the Monitor’s account for this period is included in the Affidavit of Brent Warga sworn May 22, 2019 and is attached hereto as Exhibit D. As at the date of this Twelfth Report, these fees have not been paid by the Applicants.

36. Professional fees and disbursements charged by MLT Aikins LLP (“**MLT Aikins**”), independent legal counsel to the Monitor, for the period March 28, 2019 to April 26, 2019 were \$11,452.61 (excluding GST and PST). A copy of MLT Aikins’ account for this period is included in the affidavit of Jeff Lee sworn May 22, 2019 and is attached hereto as Exhibit E. As at the date of this Twelfth Report, these fees have not been paid by the Applicants.

REQUEST FOR AN EXTENSION OF THESE PROCEEDINGS AND RECOMMENDATIONS

37. Pursuant to the Order made herein on April 26, 2019, the current Stay Period expires on May 31, 2019. Although the Applicants were optimistic that the Pinnacle Transaction would have closed prior to the expiration of the Stay Period, unforeseen circumstances arose that prevented the closing of the transaction. As the Remaining Tenant issue has been addressed by the Applicants and the Pinnacle Transaction is expected to close on June 7, 2019, the Companies are requesting a one (1) month extension of the stay of proceedings to July 5, 2019 in order to ensure that the Pinnacle Transaction closes, and the Applicants are afforded reasonable time to conclude the CCAA proceedings in an orderly manner.
38. As the Applicants are not disputing the Sale Order being sought by Firm Capital (with the exception of the Upset Price detailed therein), there is no longer a need for 825 to continue with its CCAA proceedings.
39. With respect to 33330, the Monitor continues to be aware of its duty under Section 23(1)(h) of the CCAA, which states that, if the Monitor is of the opinion that it would be more beneficial to the Applicants’ creditors if proceedings in respect of the Applicants were taken under the BIA, it shall so advise the Court without delay after coming to that opinion. As detailed in the Eleventh Report, it has become unlikely that the Applicants will be in a position to file a viable plan of arrangement with their creditors. However, the Monitor remains of the view that receivership or bankruptcy at this time would be extremely disruptive and, in the view of the Monitor, would likely impair the successful closing of the Pinnacle Transaction and the realizable value of the assets of the Applicants available to all creditors, including Affinity, Firm Capital, and Pa (the “**Secured Creditors**”).

40. The Monitor is of the view that continuing 33330's restructuring under the CCAA proceedings to close the Pinnacle Transaction holds the most realistic prospects to preserve the business as a going concern, to maximize and preserve value for stakeholders of 33330, and to minimize losses that may accrue to Affinity.
41. The Monitor is of the view that the Applicants have acted, and are acting, in good faith and with due diligence, and respectfully recommends that this Court approve an extension of the stay of proceedings to July 5, 2019.
42. For the reasons outlined above, the Monitor respectfully requests the following:
 - a) That the Court provide an Order approving all activities, actions and proposed courses of action of Deloitte Restructuring Inc. (collectively, the "**Actions of the Monitor**") to date in relation to the discharge of its duties and mandate as Monitor of 825 pursuant to the Orders of this Court in these proceedings (collectively, the "**Monitor's Mandate**"), as such Actions of the Monitor are more particularly described in the Twelfth Report and all of the Monitor's other reports filed in these proceedings;
 - b) That the Court provide an Order approving the fees and disbursements of the Monitor and its legal counsel for the period April 3, 2019 to April 26, 2019 and March 28, 2019 to April 26, 2019 respectively;
 - c) That the 825 CCAA proceedings be terminated and that Deloitte Restructuring Inc. be discharged as Monitor in regard to the 825 CCAA proceedings, provided that notwithstanding such discharge:
 - i. The Monitor shall remain Monitor for the performance of such routine administrative tasks as may be required to complete the administration of the CCAA proceedings; and
 - ii. The Monitor 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 Monitor.

- d) That the Court provide an Order adjudging and declaring that:
- i. The Monitor has acted honestly and in good faith and carried out the Monitor's Mandate in a commercially reasonable manner;
 - ii. The Monitor has satisfied all of its duties and obligations pursuant to the Monitor's Mandate;
 - iii. The Monitor shall not be liable for any act or omission arising from, relating to or in connection with its discharge of the Monitor's Mandate, save and except for any liability arising out of fraud, gross negligence or willful misconduct on the part of the Monitor;
 - iv. The Monitor has never had and shall not in the future have any liability in regard to any act or omission of 825, including, without limitation, in relation to the business of 825, payment of and/or accounting for any taxes (including, without limitation, goods and services tax) on revenues earned or any indebtedness or obligations whatsoever or howsoever incurred by 825; and
 - v. No person shall commence an action or proceeding asserting a claim against the Monitor arising from, relating to or in connection with its discharge of the Monitor's Mandate without first obtaining an Order of this Honourable Court (on notice to the Monitor) granting such person leave to commence such action or proceeding, and any such action or proceeding \commenced without such leave being obtained is a nullity.
- e) That the Court provide an Order declaring that, subject to the foregoing, any claims against the Monitor in connection with the Monitor's Mandate are hereby stayed, extinguished and forever barred.

All of which is respectfully submitted at Saskatoon, Saskatchewan, this 23rd day of May 2019.

DELOITTE RESTRUCTURING INC.

In its capacity as Monitor of
101133330 Saskatchewan Ltd. and
101149825 Saskatchewan Ltd.,
and not in its personal capacity.



Per: Brent Warga, CPA, CA, CIRP, LIT
Senior Vice-President

Exhibit A – Actual vs. Forecast Cash Flows for the Period April 15, 2019 to May 19, 2019

5-Week Forecast to Actual Results

Week Start Week End	Notes	Forecast	Actual	Forecast	Actual	Forecast	Actual	Forecast	Actual	Forecast	Actual	Forecast	Actual	Variance Actual vs. Forecast surplus/(shortfall)
		Week 1 15-Apr-19 21-Apr-19	Week 1 15-Apr-19 21-Apr-19	Week 2 22-Apr-19 28-Apr-19	Week 2 22-Apr-19 28-Apr-19	Week 3 29-Apr-19 5-May-19	Week 3 29-Apr-19 5-May-19	Week 4 6-May-19 12-May-19	Week 4 6-May-19 12-May-19	Week 5 13-May-19 19-May-19	Week 5 13-May-19 19-May-19	Total 15-Apr-19 19-May-19	Total 15-Apr-19 19-May-19	
Receipts														
DIP Proceeds	(1)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interest		-	-	-	-	-	99	-	-	-	-	-	99	99
Prince Albert Condo Income	(2)	-	-	-	-	1,200	-	-	(1,200)	-	-	1,200	(1,200)	(2,400)
Rental Income		-	9,000	-	1,680	-	18,168	-	50,086	-	-	-	78,934	78,934
Total Receipts		-	9,000	-	1,680	1,200	18,267	-	48,886	-	-	1,200	77,833	76,633
Disbursements														
Operating Costs (3)														
Management Fees		-	-	-	-	4,200	4,200	-	-	-	-	4,200	4,200	-
Property Insurance		4,950	-	-	844	4,950	105	-	-	-	-	9,900	950	(8,950)
Property Taxes		-	-	-	-	34,816	-	-	-	-	-	34,816	-	(34,816)
Utilities - Electrical		-	-	-	10,873	11,500	-	-	-	-	-	11,500	10,873	(627)
Utilities - Gas/Heat		-	550	-	5,694	10,150	-	-	-	-	-	10,150	6,244	(3,906)
Utilities - Water/Sewer		-	-	-	-	-	-	-	-	-	1,335	-	1,335	1,335
Wages & Benefits		-	-	2,400	1,026	-	-	2,400	248	-	-	4,800	1,274	(3,526)
Payroll Deductions (CRA)		800	5,956	800	-	-	-	800	-	-	413	2,400	6,368	3,968
Repairs and Maintenance		5,925	-	-	13,414	5,925	9,076	-	2,993	-	-	11,850	25,483	13,633
Cleaning		650	-	-	383	650	-	-	-	-	1,598	1,300	1,981	681
Office Expenses		500	-	200	536	500	1,922	200	57	-	-	1,400	2,515	1,115
Contract Services		7,125	-	-	161	7,125	109	-	118	-	21,023	14,250	21,411	7,161
Subtotal		19,950	6,506	3,400	32,930	79,816	15,412	3,400	3,416	-	24,369	106,566	82,633	(23,933)
Other Costs (4)														
Bank Service Charges		-	-	-	5	350	330	-	-	-	-	350	335	(15)
Contract Consulting Fee	(5)	-	-	-	5,500	5,775	-	-	-	-	-	5,775	5,500	(275)
City Taxes (Prince Albert Condos)		600	-	-	-	600	-	-	-	-	-	1,200	-	(1,200)
Computer Internet		150	-	-	-	150	-	-	-	-	-	300	-	(300)
GST Remittance	(6)	-	-	-	-	5,000	4,956	-	-	-	-	5,000	4,956	(44)
Prince Albert Condo Repairs and Maintenance	(7)	500	-	-	-	500	-	-	-	-	-	1,000	-	(1,000)
Tax Consulting		-	3,266	-	-	-	-	-	1,641	-	-	-	4,907	4,907
Tenancy Matter		-	-	-	-	-	20	-	216	-	4,000	-	4,236	4,236
Television		100	-	-	-	100	178	-	-	-	-	200	178	(22)
Vehicle Expense		75	85	75	158	75	-	75	256	75	48	375	546	171
Subtotal		1,425	3,351	75	5,663	12,550	5,484	75	2,113	75	4,048	14,200	20,658	6,458
Restructuring Costs														
Professional Fees	(8)	-	-	50,000	-	-	-	60,000	-	-	-	110,000	-	(110,000)
Restructuring Cost Contingency	(9)	-	-	-	-	5,000	(2,500)	-	-	5,000	-	10,000	(2,500)	(12,500)
Subtotal		-	-	50,000	-	5,000	(2,500)	60,000	-	5,000	-	120,000	(2,500)	(122,500)
Total Disbursements		21,375	9,857	53,475	38,593	97,366	18,396	63,475	5,529	5,075	28,416	240,766	100,792	(139,974)
Cash Surplus / (Deficit)		\$ (21,375)	\$ (857)	\$ (53,475)	\$ (36,913)	\$ (96,166)	\$ (129)	\$ (63,475)	\$ 43,357	\$ (5,075)	\$ (28,416)	\$ (239,566)	\$ (22,959)	\$ 216,607
Consolidated Cash Balance (beginning of period)		\$ 153,795	\$ 153,795	\$ 132,420	\$ 152,938	\$ 78,945	\$ 116,024	\$ (17,221)	\$ 115,896	\$ (80,696)	\$ 159,252	\$ 153,795	\$ 153,795	
Consolidated Cash Balance (end of period)		\$ 132,420	\$ 152,938	\$ 78,945	\$ 116,024	\$ (17,221)	\$ 115,896	\$ (80,696)	\$ 159,252	\$ (85,771)	\$ 130,836	\$ (85,771)	\$ 130,836	
Represented by Bank Balances:														
33330 CIBC Account (#21310)			17,472		16,305		22,838		21,016		20,556			
33330 CIBC Account (#14519)			53		53		(7)		93		93			
825 CIBC Account (#21817)			276		276		269		269		269			
Affinity Credit Union Account			-		-		-		-		-			
Colliers International (33330 Property Manager Account)			99,622		63,876		54,802		101,738		77,782			
DIP Facility - McDougall Gauley LLP (In Trust)			35,514		35,514		37,994		36,137		32,137			
Total Cash Per Bank			152,938		116,024		115,896		159,252		130,836			

Summary of Notes and Assumptions

- (1) No additional DIP financing has been confirmed from Affinity at the time of drafting.
- (2) Prince Albert Condo revenue is based on monthly rental agreements for the two units owned by 101133330 Saskatchewan Ltd.
- (3) Operating costs have been budgeted by Colliers International ("Colliers") who was engaged as property manager for the Orr Centre commencing June 1, 2017 for a one (1) year term. The Colliers engagement has been extended for an additional one (1) year term, subject to the sale of the 33330 Property.
- (4) Operating costs are based on historical operations and actual 2018/19 results. Disbursements exclude any deposits that could be required by the various service providers in order to continue servicing the Orr Centre.
- (5) Contract consulting fee paid to shareholder (inclusive of 5% GST).
- (6) GST remittance is net of GST collected and GST paid to suppliers and is remitted quarterly.
- (7) Estimated costs for minor condo repairs for the two rental units.
- (8) Estimated based on expenses already incurred and future expenses pertaining to professional services to be provided with respect to the April 26, 2019 hearing and ongoing CCAA proceedings.
- (9) Contingency reserve for unbudgeted restructuring costs.

Exhibit B – Sale Approval and Distribution Order

COURT FILE NUMBER 643 of 2016

COURT QUEEN'S BENCH FOR SASKATCHEWAN
 IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE SASKATOON

APPLICANTS 101133330 SASKATCHEWAN LTD. and
 101149825 SASKATCHEWAN LTD.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF 101133330 SASKATCHEWAN LTD. and 101149825 SASKATCHEWAN LTD.

ORDER (Ninth Extension, Sale Approval, Vesting, and Distribution Order)

BEFORE THE HONOURABLE) FRIDAY, THE 26th DAY
MR. JUSTICE G.A. MESCHISHNICK) OF APRIL, 2019
IN CHAMBERS)

ON THE APPLICATION of counsel for the applicants, 101133330 Saskatchewan Ltd. ("33330") and 101149825 Saskatchewan Ltd ("825") (collectively, the "Applicants"), and upon hearing from counsel for the Applicants and counsel for Deloitte Restructuring Inc., in its capacity as the court-appointed monitor in these proceedings (the "Monitor"), and upon having read the Notice of Application, Twelfth Supplementary Affidavit of John Orr sworn April 23, 2019, the Eleventh Report of the Monitor dated April 23, 2019 (the "Eleventh Report") and the Confidential Supplement to the Eleventh Report dated April 23, 2019 (the "Confidential Supplement"), proof of compliance with General Application Practice Directive #3, brief of law, and draft order, all filed; and the pleadings and proceedings herein:

The Court orders:

GENERAL

1. Capitalized terms not otherwise defined in this Order shall have the meanings given to them in the Order of the Honourable Justice N.G. Gabrielson dated May 20, 2016 (the "Initial Order") and the DIP Facility Order dated May 20, 2016, as well as the Orders of the Honourable Justice G.A. Meschishnick dated:
 - (a) June 13, 2016, August 17, 2016, and December 22, 2016;
 - (b) May 31, 2017 and December 20, 2017;

(c) June 1, 2018 and August 30, 2018; and

(d) February 22, 2019.

(All orders following the Initial Order are hereafter sometimes referred to collectively as the “**Subsequent Orders.**”)

SERVICE

2. Service of the Notice of Application and all other materials filed in support of this application on all parties listed in the Service List established in these proceedings (a current copy of which is attached as **Schedule “A”** hereto) shall be and is hereby deemed good, valid, timely, and sufficient.

EXTENSION OF THE INITIAL ORDER

3. The Initial Order, including the stay of proceedings provided for therein, as further extended by the Subsequent Orders, is confirmed and extended and shall continue to apply in accordance with its terms and conditions, except as amended by this and any other Order of this Court, until 11:59 p.m. on Friday, May 31, 2019.

APPROVAL OF THE TRANSACTION

4. The sale transaction (the “**Transaction**”) respecting the property of 33330 (the “**Purchased Assets**”) more particularly described in the asset purchase agreement (the “**Agreement**”) between 33330, Pinnacle Developments Inc. (the “**Purchaser**”), and the Monitor, a copy of which is attached to the Confidential Supplement, is declared to be commercially reasonable and in the best interests of the Applicants and their stakeholders, and is hereby authorized and approved, with such minor amendments as 33330 and the Monitor may deem necessary.
5. 33330 and the Monitor are hereby authorized and directed to complete the Transaction in accordance with the Agreement (subject to such amendments as 33330 and the Purchaser may agree upon provided that any such amendments do not materially affect the purchase price), and to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction or for the conveyance of the Purchased Assets to the Purchaser.

VESTING OF THE PROPERTY

6. Upon the Monitor determining that the Transaction has closed to its satisfaction and on terms substantially as approved by this Honourable Court pursuant to this Order, the Monitor shall deliver to the Purchaser (or its nominee) a Monitor’s certificate substantially in the form set out in **Schedule “B”** hereto (the “**Monitor’s Certificate**”). The Monitor may rely on written notices from 33330

and the Purchaser regarding fulfillment or, if applicable, waiver of conditions to the closing of the Transaction in determining whether the Transaction has closed and shall have no liability with respect to the delivery of the Monitor's Certificate.

7. Upon delivery of the Monitor's Certificate, all of 33330's right, title, and interest in and to the Purchased Assets described in the Agreement and listed in **Schedule "C"** hereto shall, save and except for the encumbrances listed in **Schedule "D"** of this Order (the "**Permitted Encumbrances**"), vest absolutely in the name of the Purchaser (or its nominee) free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, caveats, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, judgments, enforcement charges, executions, levies, distress, charges, or other financial or monetary claims (collectively, the "**Encumbrances**"), and all rights of others, whether or not they have attached or been perfected, registered, or filed and whether secured, unsecured, or otherwise (collectively, the "**Claims**"), including, without limiting the generality of the foregoing:
 - (a) any encumbrances or charges created by the Initial Order or the Subsequent Orders;
 - (b) all charges, security interests or claims evidenced by registrations pursuant to *The Personal Property Security Act, 1993* SS 1993, c P-6.2, or any other personal property registry system; and
 - (c) those Claims listed in Schedule "E" hereto;

and for greater certainty, this Court orders that all of the Encumbrances (save and except for the Permitted Encumbrances) and Claims affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

8. Pursuant to section 109 of *The Land Titles Act, 2000*, SS 2000, c L-5.1 and section 12 of *The Queen's Bench Act, 1998*, SS 1998, c Q-1.01, the Saskatchewan Registrar of Titles shall be and is hereby directed to accept an application (the "**Land Titles Application**") to vest in and to transfer to the Purchaser, or its nominee, the existing title to the real property legally described as:

Surface Parcel #164659517
Reference Land Description: Blk/Par A Plan No 75R32425, Extension 3
As shown on Plan 102009237

Surface Parcel #153232691
Reference Land Description: Blk/Par E Plan No 75R32425, Extension 1
As shown on Plan 101830216

Surface Parcel #109733946
Reference Land Description: Lot 7Blk/Par 28 Plan No 59R20949,
Extension 0

As described on Certificate of Title 59R20949

Surface Parcel #161594129

Reference Land Description: Lot 9 Blk/Par 28 Plan No 101889344
Extension 0

(collectively, the “**Real Property**”)

and to set up a new title to such Real Property in the name of the Purchaser, or its nominee, as owner free and clear of any and all Encumbrances, save and except for the Permitted Encumbrances listed in Schedule “D” of this Order. Any and all registration charges and fees payable in regard to the Land Titles Application shall be to the account of the Purchaser.

9. Concurrent with the delivery of the Monitor’s Certificate to the Purchaser (or its nominee), 33330 or its legal counsel shall file a certified copy of this Order with the Registrar of the Personal Property Registry (Saskatchewan). Upon 33330 or its legal counsel filing a certified copy of this Order and paying the applicable fees, the Registrar of the Personal Property Registry (Saskatchewan) shall and is hereby directed to cancel and discharge those Encumbrances described in **Schedule “E”** to this Order.
10. Pursuant to section 11.3 of the *Companies Creditors’ Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”), 33330’s rights and obligations under the following commercial lease agreements are hereby assigned to the Purchaser:
 - (a) University of Saskatchewan Lease Agreement dated June 14, 2012;
 - (b) Saskatchewan Telecommunications Lease Agreement dated December 19, 2011;
 - (c) Prometric Testing Centre Lease Agreement (undated);
 - (d) United Food Commercial Workers Local 1400 Lease Agreement dated March 11, 2011;
 - (e) Orr Centre Daycare Lease Agreement dated August 1, 2014;
 - (f) Trent Wotherspoon Lease Agreement dated January 14, 2013;
 - (g) Reiki Day Spa Lease Agreement dated August 1, 2012; and
 - (h) Fred Taylor Lease Agreement dated January 31, 2014.
11. For the purposes of determining the nature and priority of the Encumbrances or Claims, as the case may be:

- (a) the net proceeds from the sale of the Purchased Assets (the “**Net Sale Proceeds**”) shall stand in the place of the Purchased Assets, and
 - (b) from and after the delivery of the Monitor’s Certificate to the Purchaser, all Claims and Encumbrances and all rights of others shall attach to the Net Sale Proceeds with the same priority (if any) as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the closing of the Transaction.
- 12. Upon the completion of the Transaction:
 - (a) the Purchaser (and its nominee, if any) shall, by virtue of the completion of the Transaction, have no liability of any kind whatsoever in respect of any Claims or Encumbrances (other than the Permitted Encumbrances) against 33330 or the Purchased Assets; and
 - (b) the holders of the Encumbrances shall have no claim whatsoever against 33330 or the Monitor.
- 13. 33330 and all persons who claim by, through, or under 33330 in respect of the Purchased Assets, save and except for the persons entitled to the benefit of the Permitted Encumbrances, shall stand absolutely barred and foreclosed from all estate, right, title, interest, royalty, rental, and equity of redemption of the Purchased Assets and, to the extent that any such persons remains in possession or control of any of the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser (or its nominee).
- 14. The Purchaser (or its nominee) shall be entitled to enter into and upon, hold, and enjoy the Purchased Assets for its own use and benefit without any interference of or by 33330, or any person claiming by, through, or against 33330.
- 15. Immediately after the closing of the Transaction, the holders of the Permitted Encumbrances shall have no claim whatsoever against the Monitor or 33330.
- 16. Forthwith after the delivery of the Monitor's Certificate to the Purchaser (or its nominee), the Monitor shall file a copy of the Monitor's Certificate with the Court, and shall serve a copy of the Monitor's Certificate on the recipients listed in the Service List maintained with respect to these proceedings.
- 17. Notwithstanding:
 - (a) the pendency of these proceedings;

- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the “BIA”) in respect of 33330 and any bankruptcy order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of 33330; and
- (d) the provisions of any federal statute, provincial statute or any other law or rule of equity,

the vesting of the Purchased Assets in the Purchaser (or its nominee) pursuant to this Order and the obligations of 33330 under the Agreement shall be binding on any trustee in bankruptcy that may be appointed in respect of 33330 and shall not be void or voidable by creditors of 33330, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

- 18. The Transaction is exempt from any requirement under any applicable federal or provincial law to obtain shareholder approval and is exempt from the application of any bulk sales legislation in any Canadian province or territory.
- 19. 33330, the Monitor, the Purchaser (or its nominee), and any other interested party shall be at liberty to apply for further advice, assistance, and directions as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction, including, without limitation, an application to the Court to deal with interests which are registered against title to the Real Property after the time of the application for, or the granting of, this Order.

APPROVAL OF DISTRIBUTIONS

- 20. The Monitor is authorized and directed to deal with the Net Sale Proceeds as follows:
 - (a) the Monitor shall maintain a residual holdback of \$285,000.00 (the “Residual Holdback”) in full and final satisfaction of the Administration Charge to be applied to:
 - (i) any outstanding professional fees and disbursements of the Monitor, the Monitor’s legal counsel, MLT Aikins LLP, and the Applicant’s legal counsel, McDougall Gauley LLP, as of the date of this Order; and

- (ii) such further fees and disbursements as may be incurred in the performance of such incidental duties by the Monitor, MLT Aikins LLP, or McDougall Gauley LLP (on behalf of the Applicants) as may be required to complete the administration of these proceedings and apply for the Monitor's discharge;
- (b) in addition to the Residual Holdback, the Monitor shall maintain a hold back of \$2,000.00 from the Net Proceeds in respect of the claim of 33330's former employee, Mervin Armstrong, pursuant to ss. 6(5)(a) of the CCAA, pending further Order of the Court;
- (c) from the remaining balance of the Net Sale Proceeds, the Monitor is hereby authorized and directed to make the following distributions:
 - (i) to the City of Regina, the amount of \$17,020.70 in respect of outstanding property taxes for the Real Property;
 - (ii) to Canada Revenue Agency, the amount of \$86,706.85 in respect of 33330's unpaid employee source deduction arrears;
 - (iii) to Affinity Credit Union 2013 ("**Affinity**"):
 - A. the amount of \$2,351,448.00 to be credited to the amounts outstanding under DIP Facility #6; and
 - B. after making the payments described above in paragraphs 17(a), 17(b)(i), 17(b)(ii), and 17(b)(iii)(A) hereof, the Monitor shall pay the remainder of the Net Sale Proceeds to Affinity on account of the additional amounts owing by 33330 to Affinity, which amounts were formerly secured by Affinity's first mortgage and assignment of leases and rents in respect of the Purchased Assets.

APPROVAL OF THE REPORTS AND ACTIVITIES OF THE MONITOR

21. The Eleventh Report of the Monitor and the conduct and activities of the Monitor described therein are hereby approved.

APPROVAL OF THE FEES AND DISBURSEMENTS OF THE MONITOR AND ITS LEGAL COUNSEL

22. The fees and disbursements of the Monitor for the period of February 5, 2019 to April 2, 2019 and those of its legal counsel, MLT Aikins LLP, for the period of February 2, 2019 to March 27, 2019, as more particularly described in the Eleventh Report of the Monitor, are hereby approved.

SEALING OF THE CONFIDENTIAL DOCUMENTS

23. The Confidential Supplement, including the exhibits thereto (collectively, the “**Confidential Documents**”), shall be kept sealed and confidential, and shall not form part of the public record but shall be kept separate and apart from the other contents of the Court file in respect of this matter in a sealed envelope which sets out the style of cause of these proceedings and a statement that the contents thereof are subject to a Sealing Order, and shall not be opened except by the Honourable Mr. Justice G.A. Meschishnick until:
- (a) further order of the Court;
 - (b) the filing of the Monitor’s Certificate; or
 - (c) the Applicants or Monitor providing written notice to the Court that the Transaction is unable to close.

MISCELLANEOUS MATTERS

24. The issue of the allocation of the remaining amounts owing by 33330 to Affinity pursuant to DIP Facility #6 amongst the remaining assets of 33330 and 825 shall be adjourned *sine die* to be brought back before the Court for determination on a future application.
25. This Court hereby requests the aid and recognition of any court, tribunal, regulatory, or administrative body having jurisdiction in Canada to give effect to this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

ISSUED at the City of Saskatoon, in the Province of Saskatchewan, this 26th day of April, 2019.


DEPUTY LOCAL REGISTRAR

This Order was delivered by:

Name of firm:	McDougall Gauley LLP
Name of lawyer in charge of file:	Ian A. Sutherland / Craig Frith
Address of legal firm:	500-616 Main Street Saskatoon, SK S7H 0J6
Telephone number:	(306) 665-5417
Fax number:	(306) 652-1323
Email address:	<u>isutherland@mcdougallgauley.com</u> <u>cfrith@mcdougallgauley.com</u>

TO: ALL PARTIES ON THE ATTACHED SERVICE LIST

SCHEDULE "A" – SERVICE LIST

PARTY	COUNSEL
<p>101133330 Saskatchewan Ltd. and 101149825 Saskatchewan Ltd.</p>	<p><u>Attention: Ian Sutherland</u> McDougall Gauley LLP 500 – 616 Main Street Saskatoon, SK S7H 0J6 Phone: (306) 665-5417 FAX: (306) 664-4431 Email: isutherland@mcdougallgauley.com</p> <p><u>Attention: Craig Frith</u> McDougall Gauley LLP 500 – 616 Main Street Saskatoon, SK S7H 0J6 Phone: (306) 665-5432 FAX: (306) 664-4431 Email: cfrith@mcdougallgauley.com</p>
<p>Firm Capital Corp.</p>	<p><u>Attention: David Gerecke</u> Miller Thomson LLP 300, 15 – 23rd Street East Saskatoon, SK S7K 0H6 Phone: (306) 667-5615 FAX: (306) 652-1586 Email: dgerecke@millerthomson.com</p>
<p>Deloitte Restructuring Inc.</p>	<p><u>Attention: Jeff Lee, Q.C.</u> MacPerson Leslie & Tyerman LLP 1500, 410 – 22nd Street East Saskatoon, SK S7K 5T6 Phone: (306) 975-7136 FAX: (306) 975-7145 Email: jmlee@mlt.com Email: polfert@mlt.com</p>
<p>Deloitte Restructuring Inc.</p>	<p><u>Attention: Brent Warga</u> 2300 - 360 Main Street Winnipeg, MB R3C 3Z3 Phone: (204) 944-3611 FAX: (204) 947-2689 Email: bwarga@deloitte.ca</p> <p><u>Attention: John R. Fritz</u> 2300 - 360 Main Street Winnipeg, MB R3C 3Z3 Phone: (204) 944-3611</p>

	<p>FAX: (204) 947-2689 Email: jofritz@deloitte.ca</p>
Atlantic (HS) Financial Corporation	<p><u>Attention: Frank Pa</u> 211 – 80 Acadia Ave Markham, ON L3R 9V1 Phone: (905) 940-2783 Email: frankpa@atlfn.com</p>
Affinity Credit Union	<p><u>Attention: Randall M. Sandbeck, Q.C.</u> 1000 – 2002 Victoria Avenue Regina, SK S4P 0R7 Phone: (306) 347-2105 FAX: (306) 352-0771 Email: rsandbeck@owzw.com <u>Attention: Shelley Joyce</u> Phone: (306) 347-2109 Email: sjoyce@owzw.com</p>
SaskPower	<p><u>Attention: Anne Laliberte</u> Phone: 1-888-757-6937 (option 1,1,4&5) FAX: (306) 566-2430 Email: estatesandinsolvencies@saskpower.com</p>
SaskEnergy	<p><u>Attention: Florence Goertz</u> 900 – 1777 Victoria Avenue Regina, SK S4P 4K5 Phone: (306) 777-9321 FAX: (306) 777-9223 Email: collections@saskenergy.com Email: FGoertz@saskenergy.com</p>
Cobra Mortgage Services Ltd.	<p><u>Attention: Eric Johnson</u> c/o Miller Thomson LLP 600, 2103 11th Avenue, Regina, Saskatchewan S4P 3Z8 Phone: (306)-347-8337 Fax (306)-347-8350 Email: ejohnson@millerthomson.com</p>

Canadian Western Trust Company	<p><u>Attention: M. Kim Anderson, Q.C.</u> Robertson Stromberg LLP Suite 600, 105 – 21st Street East Saskatoon, Saskatchewan S7K 0B3 Email: mk.anderson@rslaw.com</p>
City of Regina	<p><u>Attention: James McLellan</u> City of Regina 2476 Victoria Avenue PO Box 1790 Regina, Saskatchewan S4P 3L8 Email: jmclellan@regina.ca</p>
Atlas Sanitary Sewer Services	<p><u>Attention: Joy White</u> 2333 6th Avenue Regina, Saskatchewan S4R 1B4 Email: joy.atlas@sasktel.net</p>
Prairie Meats	<p><u>Attention: Darrell Dean</u> 2450 Dudley Street Saskatoon, Saskatchewan S7M 5S9 Email: deanda@prairiemeats.ca</p>
Pro AV – Professional Audio Visual Ltd.	<p><u>Attention: Richard Kowalyk</u> 1370 Cornwall Street Regina, Saskatchewan S4R 2HS Email: info@proavltd.com</p>
GV Audio Inc.	<p><u>Attention: Derek Gould</u> 1355 Scarth Street Regina, Saskatchewan S4R 2E7 Email: derekg@gvaudio.ca</p>
D-Code Engineering Ltd.	<p><u>Attention: Lara DeRosier</u> 306 Dore Way Saskatoon, Saskatchewan S7K 4Y2 Email: dcodeengineering@sasktel.net</p>
SaskTel	<p><u>Attention: F. Pelletier</u> 12th Floor, 2121 Saskatchewan Drive Regina, Saskatchewan S4P 3Y2 Facsimile: 877-790-0011 Email: arm.mailbox@sasktel.com</p>

Blue Chip Leasing Corporation	<p><u>Attention: Juanita Gaona</u> Unit 16 - 156 Duncan Mill Road Toronto, Ontario M3B 3N2 Email: juanita@bluechipleasing.com</p>
Western Litho Printers	<p><u>Attention: Terry Leigh</u> 300 Dewdney Avenue Regina, Saskatchewan S4N 0E3 Email: terry@westernlitho.ca</p>
A-1 Rent Alls	<p><u>Attention: Deborah Wright</u> 1270 Halifax Street Regina, Saskatchewan S4R 1T8 Email: debbie@rent1.net</p>
Momentum HVAC Services	<p><u>Attention: Mikolay A. Cupial</u> Kanuka Thuringer LLP 2500 Victoria Ave., Suite 1400 North Canadian Oils Bldg. Regina, Saskatchewan S4P 3X2 Email: mcupial@ktllp.ca</p> <p>Momentum HVAC Services 1411 1st Avenue Regina, Saskatchewan S4R 3T8</p>
Darlene Hanis	<p>Box 446 Esterhazy, Saskatchewan S0A 0X0 Email: dhanis1976@gmail.com</p>
Firm Capital Mortgage Fund Inc.	<p><u>Attention: Jonathan Mair</u> 103 Cartwright Avenue Toronto, Ontario M2P 1A2 Email: jmair@firmcapital.com</p>
University of Saskatchewan	<p><u>Attention: Nicole Rozon</u> E287 – 105 Administration Place Saskatoon, Saskatchewan S7N 5A2 Email: nicole.rozon@usask.ca</p>
We An-ser Communications Group	<p><u>Attention: Jennifer Harkes</u> Box 32058 Regina, Saskatchewan S4N 7L2 Email: accounting@wean-ser.com</p>

Saskatchewan Association of Licensed Practical Nurses	<p><u>Attention: Lynsay Nair</u> 700 – A, 4400 – 4th Avenue Regina, Saskatchewan S4T 0H8 Email: lnair@salpn.com</p>
Saskatchewan Workers Compensation Board	<p><u>Attention: Dean Marcia</u> 200 – 1881 Scarth Street Regina, Saskatchewan S4P 4L1 Email: dmarcia@wcbsask.com</p>
Access Communications	<p><u>Attention: Laurie Nickel</u> 2250 Park Street Regina, Saskatchewan S4N 7K7 Email: laurie.nickel@myaccess.coop</p>
Dale Anderson	<p><u>Attention: Michelle M. Tobin</u> c/o W Law Group LLP Suite 300, 110 – 21st Street East Saskatoon, Saskatchewan S7K 0B6 Email: mtobin@wlawgroup.com</p>
Myron Derow	<p><u>Attention: Michelle M. Tobin</u> c/o W Law Group LLP Suite 300, 110 – 21st Street East Saskatoon, Saskatchewan S7K 0B6 Email: mtobin@wlawgroup.com</p>
Brunsdon Lawrek and Associates	<p><u>Attention: Kimberly Maber</u> 301 20th Street West Saskatoon, Saskatchewan S7M 0X1 Email: kimberlymaber@brunsdonlawrek.com</p>
Able Contracting Ltd.	<p><u>Attention: George Hounjet</u> 1908 14th Street East Saskatoon, Saskatchewan S7H 0B1 Email: georgehounjet@hotmail.com</p>
Saskatchewan Employment Standards	<p><u>Attention: Robin Brockett</u> 300 – 1870 Albert Street Regina, Saskatchewan S4P FW1 Facsimile: 306-798-8001 Email: robin.brockett@gov.sk.ca</p>

Ministry of Finance	<u>Attention: Kelly Beatch</u> 2350 Albert Street Regina, Saskatchewan S4P 4A6 Email: kelly.beatch@gov.sk.ca
Counsel for Canada Revenue Agency	<u>Attention: Timothy Doyle</u> 301- 310 Broadway Winnipeg, Manitoba R3C 0S6 Email: timothy.doyle@justice.gc.ca gina.ciavaglia@justice.gc.ca
Racquetball Canada	<u>Attention: Darrell Davis</u> c/o 2102 Janzen Crescent Regina, Saskatchewan S4V 2J2 Email: darddavis@hotmail.com
Stuart Olson Inc.	<u>Attention: Kevin Barr</u> Borden Ladner Gervais LLP 1900, 520 3 rd Avenue SW Calgary, Alberta Email: kbarr@blg.com
Regina Racquet and Recreation	<u>Attention: RA Richardson</u> c/o 23 Labauch Avenue Regina, Saskatchewan S4S 6C3 Email: reginaracquetrec@gmail.com
Kandace Monastyrski	5505 4 th Avenue Regina, Saskatchewan S4T 0K1 kandace.f.1986@gmail.com
Able Contracting Ltd.	<u>Attention: George Hounjet</u> 1908 14 th Street East Saskatoon, Saskatchewan S7H 0B1 Email: georgehounjet@hotmail.com
William Weik	<u>Box 414</u> <u>Craven, Saskatchewan S0G 0W0</u> Email: apexfirewill@gmail.com
Saskatchewan Employment Standards	<u>Attention: Jas McConnell</u> 1870 Albert Street, 3 rd Floor Regina, Saskatchewan S4P 4W1 Jas.Mcconnell@gov.sk.ca

Pinnacle Developments Inc.	<p><u>Attention: Muir Barber</u> #201 – 1055 Park Street Regina, Saskatchewan S7K 7E6 Email: mbarber@pinnacledevelopments.ca</p> <p><u>Attention: Kirsten J. Remarchuk</u> Email: kremarchuk@shtb-law.com</p>
United Food Commercial Workers Local 1400	<p><u>Attention: Lynn Ganyo</u> Email: lynn@ufcw1400.ca</p>
InTouch Career College Prometric Testing Centre Orr Centre Day Care	<p><u>Attention: May Thiessen</u> Email: mthiessen@intouchcareercollege.com</p>
Trent Wotherspoon, MLA	<p><u>Attention: Jennifer</u> Email: reginarosemont@ndpcaucus.sk.ca</p>
Fred Taylor c/o Colliers International	<p><u>Attention: Melissa Drozduik</u> 200 2505 11th Ave Regina SK S4P 0K6 Phone: (306) 789-8300 Email: melissa.drozduik@colliers.com</p>
Reiki Day Spa	<p><u>Attention: Karen Louis</u> Phone: (306) 526-1126 Email: sunfritz@gmail.com</p>

SCHEDULE "B" – MONITOR'S CERTIFICATE

COURT FILE NUMBER 643 of 2016

COURT QUEEN'S BENCH FOR SASKATCHEWAN
 IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE SASKATOON

APPLICANTS 101133330 SASKATCHEWAN LTD. and
 101149825 SASKATCHEWAN LTD.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF 101133330 SASKATCHEWAN LTD. and 101149825 SASKATCHEWAN LTD.

RECITALS

- A. 101133330 Saskatchewan Ltd. ("**33330**") and 101149825 Saskatchewan Ltd. (collectively, the "**Applicants**") sought and obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 pursuant to the Initial Order of the Honourable Justice N.G. Gabrielson dated May 20, 2016 (the "**Initial Order**"). The Initial Order also appointed Deloitte Restructuring Inc. as the monitor (the "**Monitor**") of the Applicants.
- B. Pursuant to an Order of the Court dated April 26, 2019 (the "**Ninth Extension, Sale Approval, Vesting, and Distribution Order**") the Court approved the asset purchase agreement (the "**Agreement**") between 33330, Pinnacle Developments Inc. (the "**Purchaser**"), and the Monitor and provided for the vesting in the Purchaser of 33330's right, title, and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Court of a certificate confirming that the Transaction has closed to the Monitor's satisfaction.

THE MONITOR CERTIFIES the following:

1. The Transaction has closed to the Monitor's satisfaction.
2. This Certificate was delivered by the Monitor at __ [time] on _____
 [date].

DELOITTE RESTRUCTURING INC.

In its capacity as Monitor of 101133330 Saskatchewan Ltd. and 101149825 Saskatchewan Ltd.,
and not in its personal capacity

Brent Warga, CPA, CA, CIRP, LIT, Senior Vice-President

SCHEDULE "C" – THE PURCHASED ASSETS

1. The land and buildings located at the northwest corner of 4th Avenue and Lewvan Drive in the City of Regina, Saskatchewan and bearing the following legal description:
 - (a) Surface Parcel #164659517
Reference Land Description: Blk/Par A Plan No 75R32425, Extension 3
As shown on Plan 102009237
 - (b) Surface Parcel #153232691
Reference Land Description: Blk/Par E Plan No 75R32425, Extension 1
As shown on Plan 101830216
 - (c) Surface Parcel #109733946
Reference Land Description: Lot 7Blk/Par 28 Plan No 59R20949,
Extension 0
As described on Certificate of Title 59R20949
 - (d) Surface Parcel #161594129
Reference Land Description: Lot 9 Blk/Par 28 Plan No 101889344
Extension 0

2. The following commercial lease agreements:
 - (a) University of Saskatchewan Lease Agreement dated June 14, 2012;
 - (b) Saskatchewan Telecommunications Lease Agreement dated December 19, 2011;
 - (c) Prometric Testing Centre Lease Agreement (undated);
 - (d) United Food Commercial Workers Local 1400 Lease Agreement dated March 11, 2011;
 - (e) Orr Centre Daycare Lease Agreement dated August 1, 2014;
 - (f) INtouch Career College Lease Agreement dated June 3, 2016;
 - (g) Trent Wotherspoon Lease Agreement dated January 14, 2013;
 - (h) Reiki Day Spa Lease Agreement dated August 1, 2012; and
 - (i) Fred Taylor Lease Agreement dated January 31, 2014.

SCHEDULE "D" – THE PERMITTED ENCUMBRANCES

1. Surface Parcel #164659517, Blk/Par A Plan No 75R32425 Ext 3

Interest #159587476

CNV Easement

Value: N/A

Registered: 06 Oct 1975 02:05:42

Interest Registered Amendment Date: N/A

Interest Assignment Date: N/A

Interest Scheduled Expiry Date: N/A

Expiry Date: N/A

Blk A

Holder as Tenant in Common

Interest Share: ½

Interest Share #167263140

Holder: Saskatchewan Power Corporation

Saskatchewan, Canada

Client #: 100869880

Holder as Tenant in Common

Interest Share: ½

Interest Share #167263151

Holder: Saskatchewan Telecommunications

13th Floor, 2121 Saskatchewan Drive

Regina, Saskatchewan, Canada S4P 3Y2

Client #: 100006861

Interest Register #: 101278683

Converted Instrument #: 75R42330

Interest #159587487

CNV Easement

Value: N/A

Registered: 13 May 1977 02:08:41

Interest Register Amendment Date: N/A

Interest Assignment Date: N/A

Interest Scheduled Expiry Date: N/A

Expiry Date: N/A

Blk A

Holder: Saskatchewan Power Corporation

N/A

N/A, Saskatchewan, Canada

Client #: 100871063

Interest Register #: 101278694

Converted Instrument #: 77R20501

Interest #159587498

Easement Mutual (Dominant)
Value: N/A
Registered: 29 Jan 2009 11:03:58
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: The Current Dominant Tenement
N/A
n/a, Saskatchewan, Canada S4P 3V7
Client# 100009099

Interest Register #: 115187621

Interest #159587577
Miscellaneous Interest
Value: N/A
Registered: 05 Jun 2012 11:53:05
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

SaskTel claims an interest as lessee pursuant to a Lease Agreement in writing between SaskTel and 101133330 Saskatchewan Ltd. dated December 19, 2011.

Holder: Saskatchewan Telecommunications
13th Floor, 2121 Saskatchewan Drive
Regina, Saskatchewan, Canada S4P 3Y2
Client #: 100006861

Interest Register #: 118373834

Interest #159587667
Miscellaneous Interest
Value: N/A
Registered: 20 Jul 2012 10:28:31
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: University of Saskatchewan
C/o McKercher LLP 374 - 3rd Ave South
Saskatoon, SK, Canada S7K 1M5
Client #: 127666468
Interest Register #: 118491789

Interest #161610139
Power Corporation Act Easement (s.23)

Value: N/A
Registered: 22 Jan 2013 14:18:43
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: Saskatchewan Power Corporation
2025 Victoria Ave
Regina, SK, Canada S4P 0S1
Client #: 100307618

Interest Register #: 118926973

Interest #167162777

Saskatchewan Telecommunications Act Easement (s.20)
Value: N/A
Registered: 27 May 2014 10:17:51
Interest Registered Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: Saskatchewan Telecommunications
13th Floor, 2121 Saskatchewan Drive
Regina, Saskatchewan, Canada S4P 3Y2
Client #: 100006861

Interest Register #: 120001611
Feature #: 100247217

Interest #168655898

Power Corporation Act Easement (s.23)
Value: N/A
Registered: 11 Sep 2014 14:01:07
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: Saskatchewan Power Corporation
2025 Victoria Ave.
Regina, SK, Canada S4P 0S1
Client #: 100307618

Interest Register #: 120321739

2. Surface Parcel #153232691, Blk/Par E Plan No 75R32425 Ext 1

Interest #159587601

CNV Easement

Value: N/A
Registered: 06 Apr 1959 01:38:22
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: Saskatchewan Power Corporation
N/A
N/A, Saskatchewan, Canada
Client #: 100993844

Interest Register #: 101278672
Converted Instrument #: 59R02127

Interest #159587656

Miscellaneous Interest
Value: N/A
Registered: 20 Jul 2012 10:28:31
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: University of Saskatchewan
C/o McKercher LLP 374 - 3rd Ave South
Saskatoon, SK, Canada S7K 1M5
Client #: 127666468

Interest Register #: 118491789

Interest #161610128

Power Corporation Act Easement (s.23)
Value: N/A
Registered 22 Jan 2013 14:18:43
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: Saskatchewan Power Corporation
2025 Victoria Ave
Regina, SK, Canada S4P 0S1
Client #: 100307618

Interest Register #: 118926973

3. Surface Parcel #109733946, Lot 7Blk/Par 28 Plan No 59R20949 Ext 0

Interest #159587386

CNV Easement

Value: N/A
Registered: 06 Apr 1959 01:38:22
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

As to lots 1-7 Block 28
Holder: The City of Regina
N/A
N/A, Saskatchewan, Canada
Client #: 101436690

Interest Register #: 101443014
Converted Instrument #: 59R02127

Interest #159587689
Miscellaneous Interest
Value: N/A
Registered: 20 Jul 2012 10:28:31
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

Holder: University of Saskatchewan
C/o McKercher LLP 374 - 3rd Ave South
Saskatoon, SK, Canada S7K 1M5
Client #: 127666468

Interest Register #: 118491789

4. Surface Parcel #161594129, Lot 9 Blk/Par 28 Plan No 101889344 Ext 0

Interest #159587094
CNV Easement
Value: N/A
Registered: 06 Apr 1959 01:38:22
Interest Register Amendment Date: N/A
Interest Assignment Date: N/A
Interest Scheduled Expiry Date: N/A
Expiry Date: N/A

As to lots 1-7 Block 28
Holder: The City of Regina
N/A
N/A, Saskatchewan, Canada
Client #: 101436690

Interest Register #: 101443014
Converted Instrument #: 59R02127

Interest #159587678

Miscellaneous Interest

Value: N/A

Registered: 20 Jul 2012 10:28:31

Interest Register Amendment Date: N/A

Interest Assignment Date: N/A

Interest Scheduled Expiry Date: N/A

Expiry Date: N/A

Holder: University of Saskatchewan
C/o McKercher LLP 374 - 3rd Ave South
Saskatoon, SK, Canada S7K 1M5
Client #:127666468

Interest Register #:118491789

SCHEDULE "E" – PPR INTERESTS TO BE DISCHARGED

SASKATCHEWAN PERSONAL PROPERTY REGISTRY

Entity Searched: 101133330 SASKATCHEWAN LTD.
 Date of Search: April 16, 2019

Debtor	Secured Party	General Collateral Description	Registration Number and Date	Comments/Expiry Date
101133330 SASKATCHEWAN LTD.	AFFINITY CREDIT UNION 2013	ALL OF THE DEBTOR'S PRESENT AND AFTER ACQUIRED PERSONAL PROPERTY, PROCEEDS: ACCOUNTS, CASH, CHATTEL PAPER, INTANGIBLES, GOODS, INSURANCE PROCEEDS, CHEQUES, DOCUMENTS OF TITLE, INSTRUMENTS, SECURITIES, TRADE-INS AND ALL OTHER SUBSTITUTIONS OF ANY KIND WHATSOEVER DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALINGS WITH THE GENERAL COLLATERAL OR PROCEEDS THEREFROM.	301296211 January 29, 2015	Expiry: January 29, 2040
101133330 SASKATCHEWAN LTD.	AFFINITY CREDIT UNION 2013	ALL OF THE DEBTOR'S PROPERTY LOCATED AT 4400 4 TH AVENUE, REGINA, SASKATCHEWAN AND BEING LEGALLY DESCRIBED AS: Surface Parcel #164659517 Reference Land Description: Blk/Par A Plan No 75R32425 Extension 3 As shown on Plan 102009237 Surface Parcel #153232691 Reference Land Description: Blk/Par E Plan No 75R32425 Extension 1 As shown on Plan 101830216 Surface Parcel #109733946 Reference Land Description: Lot 7 Blk/Par 28 Plan No 59R20949 Extension 0 As described on Certificate of Title 59R20949 Surface Parcel #161594129 Reference Land Description: Lot 9 Blk/Par 28 Plan No	301296223 January 29, 2015	Expiry: January 29, 2040

		101889344 Extension 0 Including, without limitation, goods, inventory, equipment (all items and kinds), accounts, money, chattel paper, intangibles, documents of title, instruments, securities and fixtures and all cash and non-cash proceeds of whatever nature and kind, including any interest earned on or any dividend or payment made in relation to the collateral, renewals of, accretions to, and substitutions for such property.		
101133330 SASKATCHEWAN LTD.	DAWN DARLENE HANIS	ALL OF THE PERSONAL PROPERTY AND LANDS OF THE DEBTOR WITHIN SASKATCHEWAN	301393685 September 21, 2015	Expiry: August 2, 2025
101133330 SASKATCHEWAN LTD. 101149825 SASKATCHEWAN LTD. JOHN ORR	FIRM CAPITAL CORPORATION	ALL PRESENT AND AFTER-ACQUIRED PERSONAL PROPERTY OF THE DEBTOR AND PROCEEDS THEREOF.	301394217 September 22, 2015	Expiry: September 22, 2020
101133330 SASKATCHEWAN LTD. THE ORR CENTRE	THE CANADIAN RACQUETBALL ASSOCIATION	FOUR RACQUETBALL COURTS AND THEIR ACCESSORIES, A TROPHY CASE, PLAQUE RECOGNIZING GOVERNMENT OF CANADA AS THE COURTS DONOR, AND TWO PORTABLE METAL BLEACHERS	301445456 February 8, 2016	Expiry: February 8, 2026

Exhibit C – Updated Cash Flow Statement for the Period May 20, 2019 to July 7, 2019

101133330 SASKATCHEWAN LTD. AND
101149825 SASKATCHEWAN LTD.
7-Week Cash Flow Projection
May 20, 2019 to July 7, 2019

		Forecast Week 1	Forecast Week 2	Forecast Week 3	Forecast Week 4	Forecast Week 5	Forecast Week 6	Forecast Week 7	Forecast Total
Week Start	Notes	20-May-19	27-May-19	3-Jun-19	10-Jun-19	17-Jun-19	24-Jun-19	1-Jul-19	20-May-19
Week End		26-May-19	2-Jun-19	9-Jun-19	16-Jun-19	23-Jun-19	30-Jun-19	7-Jul-19	7-Jul-19
Receipts									
DIP Proceeds	(1)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interest		-	-	-	-	-	-	-	-
Prince Albert Condo Income	(2)	-	-	-	-	-	-	-	-
Rental Income		-	20,000	-	-	-	-	-	20,000
Total Receipts		-	20,000	-	-	-	-	-	20,000
Disbursements									
Operating Costs	(3)								
Management Fees		-	4,200	-	-	-	-	-	4,200
Property Insurance		-	4,950	-	-	-	-	-	4,950
Property Taxes		-	43,520	-	-	-	-	-	43,520
Utilities - Electrical		-	11,500	-	-	-	-	-	11,500
Utilities - Gas/Heat		-	10,150	-	-	-	-	-	10,150
Utilities - Water/Sewer		-	1,500	-	-	-	-	-	1,500
Wages & Benefits		2,400	-	2,400	-	2,400	-	-	7,200
Payroll Deductions (CRA)		800	-	800	-	800	-	-	2,400
Repairs and Maintenance		-	5,925	-	-	-	-	-	5,925
Cleaning		-	650	-	-	-	-	-	650
Office Expenses		-	500	-	-	-	-	-	500
Contract Services		-	7,125	-	-	-	-	-	7,125
Subtotal		3,200	90,020	3,200	-	3,200	-	-	99,620
Other Costs	(4)								
Bank Service Charges		-	350	-	-	-	-	-	350
Contract Consulting Fee	(5)	-	5,775	-	-	-	-	-	5,775
City Taxes (Prince Albert Condos)		-	600	-	-	-	-	-	600
Computer Internet		-	150	-	-	-	-	-	150
GST Remittance	(6)	-	5,000	-	-	-	-	-	5,000
Prince Albert Condo Repairs and Maintenance	(7)	-	500	-	-	-	-	-	500
Television		-	100	-	-	-	-	-	100
Vehicle Expense		75	75	75	75	75	-	-	375
Subtotal		75	12,550	75	75	75	-	-	12,850
Restructuring Costs									
Professional Fees	(8)	-	105,000	50,000	-	50,000	45,000	-	250,000
Restructuring Cost Contingency	(9)	-	5,000	-	5,000	-	5,000	-	15,000
Subtotal		-	110,000	50,000	5,000	50,000	50,000	-	265,000
Total Disbursements		3,275	212,570	53,275	5,075	53,275	50,000	-	377,470
Cash Surplus / (Deficit)		\$ (3,275)	\$ (192,570)	\$ (53,275)	\$ (5,075)	\$ (53,275)	\$ (50,000)	\$ -	\$ (357,470)
Consolidated Cash Balance (beginning of period)		\$ 130,836	\$ 127,561	\$ (65,009)	\$ (118,284)	\$ (123,359)	\$ (176,634)	\$ (226,634)	\$ 130,836
Consolidated Cash Balance (end of period)		\$ 127,561	\$ (65,009)	\$ (118,284)	\$ (123,359)	\$ (176,634)	\$ (226,634)	\$ (226,634)	\$ (226,634)

Summary of Notes and Assumptions

- (1) No additional DIP financing is being requested as the April 26, 2019 Order provided for a \$285,000 holdback by the Monitor from the Orr Centre sale proceeds to continue with operations until closing.
- (2) As the Prince Albert Condos are both vacant, no rental revenues are expected during the forecast period.
- (3) Operating costs have been budgeted by Colliers International ("Colliers") who was engaged as property manager for the Orr Centre commencing June 1, 2017 for a one (1) year term. The Colliers engagement has been extended for an additional one (1) year term, subject to the sale of the 33330 Property.
- (4) Operating costs are based on historical operations and actual 2018/19 results. Disbursements exclude any deposits that could be required by the various service providers in order to continue servicing the Orr Centre.
- (5) Contract consulting fee paid to shareholder (inclusive of 5% GST).
- (6) GST remittance is net of GST collected and GST paid to suppliers and is remitted quarterly.
- (7) Estimated costs for minor condo repairs for the two rental units.
- (8) Estimated based on expenses already incurred and future expenses pertaining to professional services to be provided with respect to the May 27, 2019 hearing and ongoing CCAA proceedings.
- (9) Contingency reserve for unbudgeted restructuring costs.

Exhibit D – Affidavit of Brent Warga sworn on May 22, 2019

IN THE COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF
101133330 SASKATCHEWAN LTD. AND 101149825 SASKATCHEWAN LTD.,

APPLICANTS

AFFIDAVIT OF BRENT M. WARGA
(Sworn May 22, 2019)

I, BRENT M. WARGA, of the City of Winnipeg, in the Province of Manitoba, **MAKE OATH AND SAY:**

1. I am a Senior Vice-President of Deloitte Restructuring Inc. ("**Deloitte**"), the Court appointed Monitor of the Applicants (the "**Monitor**"). As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and were so stated I verily believe it to be true.

2. On May 20, 2016, the Applicants, 101133330 Saskatchewan Ltd. (“33330”) and 101149825 Saskatchewan Ltd. (“825”) (collectively the “Applicants” or the “Companies”), filed for and obtained protection under the *Companies’ Creditors Arrangement Act* (the “CCAA”). Pursuant to the Order of the Court of Queen’s Bench for Saskatchewan (the “Court”) dated May 20, 2016 (the “Initial Order”), restructuring proceedings previously commenced by the Applicants under Division I of Part III of the *Bankruptcy and Insolvency Act* (the “BIA”) were taken up and continued under the CCAA. Deloitte was appointed as the Monitor in the CCAA proceedings and a stay of proceedings was granted in favour of the Applicants. On June 13, 2016, the Court extended the stay of proceedings until August 31, 2016. On August 17, 2016, the Court extended the stay of proceedings until January 1, 2017. On December 22, 2016, the Court extended the stay of proceedings until June 12, 2017. On May 31, 2017, the Court extended the stay of proceedings until December 24, 2017. On December 20, 2017, the Court extended the stay of proceedings until June 17, 2018. On June 1, 2018, the Court extended the stay of proceedings until October 1, 2018. On August 30, 2018, the Court extended the stay of proceedings until March 4, 2019. On February 22, 2019, the Court extended the stay of proceedings until May 6, 2019. On April 26, 2019, the Court extended the stay of proceedings until May 31, 2019.

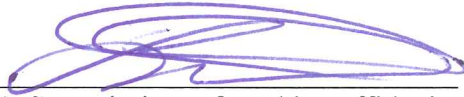
3. Attached hereto and marked as Exhibit “A” is a copy of the twenty-seventh interim invoice rendered by the Monitor in respect of the period April 3, 2019 to April 26, 2019 and time details related thereto.

4. The invoice contains the fees (including details of the total hours of each of the members of Deloitte who acted on behalf of the Monitor in these proceedings), disbursements, and GST charged by Deloitte in these proceedings. The time details provide a description of the time spent by each staff person for the tasks fulfilled on each particular date.

5. Attached hereto and marked as Exhibit “B” is a schedule summarizing each invoice in Exhibit “A”, the total billable hours charged by invoice, the total fees charged per invoice, and the average hourly rate charged per invoice. The Monitor expended a total of 43.3 hours in connection with this matter during the period April 3, 2019 to April 26, 2019, giving rise to fees and disbursements totalling \$23,120.98, including GST.

6. To the best of my knowledge, Deloitte's rates and disbursements are consistent with those in the market for these types of matters and the hourly billing rates charged by Deloitte are comparable to the rates charged by Deloitte for services rendered in similar proceedings.

SWORN before me in the City of Winnipeg,
in the Province of Manitoba, on this 22nd day
of May, 2019.



A Commissioner for taking affidavits
Name: Todd Dew

My Commission expires
March 18, 2021.



BRENT M. WARGA

This is Exhibit "A" referred to in the
affidavit of Brent M. Warga
sworn before me, this 22nd
day of May, 2019



A Commissioner for Taking Affidavits

my Commission expires
March 18, 2021.



Invoice 8000543437

Deloitte Restructuring Inc.
360 Main St
Suite 2300
Winnipeg MB R3C 3Z3

ATTN: John Orr
101133330 Saskatchewan Ltd.
101149825 Saskatchewan Ltd.
4400 4th Avenue
Regina SK S4T 0H8
Canada

Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Date: April 29, 2019
Client No.: 1182238
WBS#: 101C0020
Engagement Partner: Brent Warga
GST Registration: 133245290RT0001

For professional services rendered

Fees

Professional services rendered in accordance with the CCAA proceedings for the period April 3, 2019 to April 26, 2019.

Warga, Brent - Partner (37.2 hrs) - \$17,670.00
Adlington, Ryan - Partner (1.0 hrs) - \$475.00
Fritz, John - Senior Manager (3.5 hrs) - \$1,312.50
Dew, Todd - Senior Consultant (0.6 hrs) - \$150.00
Brown, Rose - Technician (1.0 hrs) - \$100.00
Total - 43.3 hrs - \$19,707.50

GST applicable 19,707.50

Expense

Advertising Stalking Horse Sales Process

GST applicable 2,312.48

Sales Tax

GST at 5.00% 1,101.00

Total Amount Due (CAD) 23,120.98

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

Time Detail

Invoice No: 8000543437

Date	Name	Hours	Rate	Amount	Narrative
4/4/2019	Dew, Todd	0.4	250.00	100.00	Open new bank account; provide wire instructions.
4/4/2019	Warga, Brent	1.6	475.00	760.00	E-mail correspondence with J. Lee; e-mail correspondence with prospective purchaser's legal counsel.
4/5/2019	Warga, Brent	0.8	475.00	380.00	Review of submitted offer; call with J. Lee re: Court approval process.
4/6/2019	Warga, Brent	0.8	475.00	380.00	Review of bank details; updates to forecast to actual reporting; email correspondence with J. Orr and Sam.
4/7/2019	Warga, Brent	1.3	475.00	617.50	Summary of Phase II Bids; e-mail correspondence with J. Lee; review of e-mail correspondence from J. Lee; review of bank details from Sam.
4/8/2019	Warga, Brent	4.8	475.00	2,280.00	Drafting Eleventh Report of the Monitor; call with J. Lee re: hearing; review of various e-mail correspondence.
4/9/2019	Dew, Todd	0.2	250.00	50.00	Bank deposit.
4/9/2019	Warga, Brent	5.1	475.00	2,422.50	Updates to Eleventh Report and Confidential Supplement; attendance at Court Hearing (via conference call); e-mail correspondence with J. Lee and C. Frith; updates to cash flow template and provision of same to the Applicants.
4/10/2019	Warga, Brent	1.2	475.00	570.00	E-mail correspondence with C. Frith; e-mail correspondence with J. Lee.
4/12/2019	Brown, Rose	0.2	100.00	20.00	Update Website page with documents and text.
4/12/2019	Warga, Brent	0.7	475.00	332.50	Call with C. Frith re: reporting.
4/13/2019	Warga, Brent	1.1	475.00	522.50	Review of bank details; updates to forecast to actual reporting; e-mail correspondence with J. Orr and Sam.
4/15/2019	Warga, Brent	0.7	475.00	332.50	Updates to cash flows; updates to reporting; e-mail correspondence with C. Frith and J. Orr.
4/16/2019	Warga, Brent	0.6	475.00	285.00	Review of Draft Order; e-mail correspondence with C. Frith and J. Lee.
4/17/2019	Warga, Brent	1.8	475.00	855.00	Updates to Eleventh Report; e-mail correspondence with C. Frith.
4/18/2019	Warga, Brent	1.6	475.00	760.00	Review of various e-mail correspondence; calls with C. Frith re: DIP account and draft Order.
4/19/2019	Warga, Brent	2.1	475.00	997.50	Various e-mail correspondence with C. Frith; updates to cash flows; drafting of DIP allocation schedule; call with C. Frith.
4/20/2019	Warga, Brent	1.4	475.00	665.00	Review of bank details; review of daycare rental payments; e-mail correspondence with J. Orr and Sam.
4/21/2019	Warga, Brent	0.5	475.00	237.50	Review of various e-mail correspondence; e-mail correspondence with C. Frith.
4/22/2019	Warga, Brent	4.7	475.00	2,232.50	Calls with McDougall Gauley; call with legal counsel to Affinity; updates to Eleventh Report and Confidential Supplement; updates to DIP allocation schedule; review of Orr Affidavit.
4/23/2019	Fritz, John	3.5	375.00	1,312.50	Finalize Eleventh and Confidential Supplement reports.
4/23/2019	Warga, Brent	3.1	475.00	1,472.50	Finalization of Eleventh Report and Confidential Supplement to the Eleventh Report; review of Draft Order; e-mail correspondence with MLT Aikins and McDougall Gauley; draft e-mail response to Affinity's legal counsel.
4/23/2019	Adlington, Ryan	1.0	475.00	475.00	QAR two reports
4/24/2019	Keene, Ashley	0.6	100.00	60.00	Website update.
4/24/2019	Warga, Brent	0.8	475.00	380.00	Review of e-mail correspondence from K. Anderson; response to J. Lee re: same.
4/25/2019	Warga, Brent	1.7	475.00	807.50	Review and responding to various e-mail correspondence; posting materials to website; call with Affinity's legal counsel re: DIP and Draft Order.
4/26/2019	Keene, Ashley	0.2	100.00	20.00	Website updates.
4/26/2019	Warga, Brent	0.8	475.00	380.00	Attendance at Court hearing (via phone).
Total		43.3		\$ 19,707.50	

This is Exhibit "B" referred to in the
affidavit of Brent M. Warga
sworn before me, this 22nd
day of May, 2019



A Commissioner for Taking Affidavits

My Commission expires
March 18, 2021.

EXHIBIT B

Monitor's Invoice and Time Summary for the period of April 3, 2019 to April 26, 2019

Invoice #	Date	Fees	Disbursements	GST	Total	Hours	Average Rate
8000543437	4/29/2019	\$ 19,707.50	\$ 2,312.48	\$ 1,101.00	\$ 23,120.98	43.3	\$ 455.14
Total		\$ 19,707.50	\$ 2,312.48	\$ 1,101.00	\$ 23,120.98	43.3	\$ 455.14

Exhibit E – Affidavit of Jeff Lee sworn on May 22, 2019

COURT FILE NUMBER Q.B. 643 of 2016
COURT QUEEN'S BENCH FOR SASKATCHEWAN IN
BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE SASKATOON
APPLICANTS 101133330 SASKATCHEWAN LTD. and
101149825 SASKATCHEWAN LTD.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985 c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF 101133330 SASKATCHEWAN LTD AND 101149825 SASKATCHEWAN LTD.

AFFIDAVIT OF JEFF LEE
(Sworn May 22, 2019)

I, JEFF LEE, of the City of Saskatoon, in the Province of Saskatchewan, **MAKE OATH AND SAY:**

1. I am a barrister and solicitor qualified to practice in the Province of Saskatchewan and am a Partner with the law firm of MLT Aikins LLP ("**MLT Aikins**"), and therefore have knowledge of the matters sworn to in this affidavit. Where this affidavit is based on information and belief, I have stated the source of that information and believe it to be true.

2. On May 20, 2016, the Applicants, 101133330 Saskatchewan Ltd. ("**33330**") and 101149825 Saskatchewan Ltd. ("**825**") (collectively the "**Applicants**" or the "**Companies**") filed for and obtained protection under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). Pursuant to the Order of the Court of Queen's Bench for Saskatchewan (the "**Court**") dated May 20, 2016 (the "**Initial Order**"), restructuring proceedings previously commenced by the Applicants under Division I of Part III of the *Bankruptcy and Insolvency Act* (the "**BIA**") were taken up and continued under the CCAA. Deloitte Restructuring Inc. ("**Deloitte**") was appointed as the Monitor (the "**Monitor**") in the CCAA proceedings and a stay of proceedings was granted in favour of the Applicants. On June 13, 2016, the Court extended the stay of proceedings until August 31, 2016. On August 17, 2016, the Court

further extended the stay of proceedings until January 1, 2017. On December 22, 2016, the Court further extended the stay of proceedings until June 12, 2017. On May 31, 2017, the Court further extended the stay of proceedings until December 24, 2017. On December 20, 2017, the Court further extended the stay of proceedings until June 17, 2018. On June 1, 2018, the Court further extended the stay of proceedings until October 1, 2018. On August 30, 2018, the Court further extended the stay of proceedings until March 4, 2019. On February 22, 2019, the Court further extended the stay of proceedings until May 6, 2019. On April 26, 2019 the Court further extended the stay of proceedings until May 31, 2019. MLT Aikins are lawyers of record for Deloitte in its capacity as Monitor.

3. Attached and marked as Exhibit "A" to this Affidavit is a true copy of the twenty-eighth interim invoice rendered by MLT Aikins in respect of its work during the period from April 3, 2019 to April 26, 2019 (the "**Subject Invoice**").

4. The Subject Invoice describes in detail the professional fees (including details of the time spent by each staff person for the tasks fulfilled on each particular date), disbursements, GST and PST charged by MLT Aikins in these proceedings.

5. Attached and marked as Exhibit "B" to this Affidavit is a schedule summarizing the Subject Invoice comprising Exhibit "A" to this Affidavit, the total billable hours charged, the total fees charged, and the average hourly rate charged. MLT Aikins expended a total of 15.3 hours in connection with this matter during the period from April 3 to April 26, 2019, giving rise to fees and disbursements totalling \$12,690.79, including GST and PST.

6. To the best of my knowledge, based upon my communications with senior insolvency lawyers from other Western Canadian law firms, MLT Aikins' rates and disbursements are consistent with those charged in the market for these types of matters. Further, the hourly billing rates charged by the MLT Aikins lawyers who have worked on this matter are the normal rates charged by such lawyers for services rendered in similar proceedings.

7. I swear this Affidavit for filing in a matter on which I intend to appear as counsel on the basis that the matters herein deposed to by me are mere formalities which are uncontroverted.

SWORN BEFORE ME at the City of
Saskatoon, in the Province of Saskatchewan,
this 22nd day of May, 2019.

A COMMISSIONER FOR OATHS for the
Province of Saskatchewan.
My Commission expires September 30, 2021

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)
)



JEFF LEE

This is Exhibit "A" referred to in the

Affidavit of Jeff Lee

sworn before me this 22nd

day of May, 2019

A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

A Commissioner for Oaths for
the Province of Saskatchewan
My Commission expires: September 30, 2021

May 21, 2019
Invoice #6040212

INVOICE

Deloitte Restructuring Inc.
2300, 360 Main Street
Winnipeg, MB R3C 3Z3
Canada
Brent Warga

TO PROFESSIONAL SERVICES RENDERED TO AND INCLUDING 04/30/19 AS FOLLOWS

RE: Restructuring of 101133330 Saskatchewan Ltd. and 101149825 Saskatchewan Ltd.
FILE: 0056074-00009

Date	Initials	Hours	Narrative
Apr 03/2019	JML	0.20	Telephone attendance on counsel for proposed purchaser regarding Sale Process
Apr 04/2019	JML	0.10	Reviewing correspondence from K. Remarchuk and prepare correspondence to Deloitte
Apr 04/2019	JML	0.40	Correspondence to K. Remarchuk regarding inquiries pertaining to Sale Process
Apr 04/2019	JML	0.20	Reviewing correspondence from K. Remarchuk and prepare correspondence to B. Warga
Apr 04/2019	JML	0.10	Reviewing correspondence from B. Warga to K. Remarchuk regarding delivery of Bank Draft and Binding Offer
Apr 04/2019	JML	0.10	Reviewing correspondence from B. Warga to K. Remarchuk regarding replies to outstanding due diligence inquiries
Apr 07/2019	JML	0.20	Correspondence to Applicants' counsel regarding request to schedule court conference call for Tuesday, April 9 to provide update regarding status of Stalking Horse Sale Process
Apr 07/2019	JML	0.30	Reviewing Monitor's Analysis of Phase II Bids in detail and prepare correspondence to B. Warga regarding next steps
Apr 07/2019	JML	0.30	Correspondence to counsel for Affinity Credit Union regarding Summary of results of Phase II Bid Process
Apr 07/2019	JML	0.10	Reviewing correspondence from B. Warga and prepare reply correspondence

Date	Initials	Hours	Narrative
Apr 08/2019	JML	0.30	Reviewing correspondence from B. Warga and telephone B. Warga to discuss and prepare correspondence to I. Sutherland
Apr 08/2019	JML	0.10	Telephone attendance on I. Sutherland regarding April 9 conference call with Justice Meschishnick
Apr 08/2019	JML	0.10	Reviewing correspondence from C. Frith regarding proposed court application and prepare reply correspondence
Apr 08/2019	JML	0.10	Reviewing correspondence from B. Warga regarding proposed communication with Pinnacle Developments Inc. and prepare reply correspondence
Apr 09/2019	JML	0.40	Court appearance before Mr. Justice Meschishnick on Court Conference Call regarding Sale Process Update and setting further hearing date
Apr 09/2019	JML	0.10	Correspondence to B. Warga regarding proposed notice to counsel for Pinnacle Developments Inc.
Apr 09/2019	JML	0.50	Correspondence to I. Sutherland regarding request for 3330 to execute Asset Purchase Agreement and prepare correspondence to K. Remarchuk regarding proposed court application for Sale Approval and Vesting Order in regard to Pinnacle Offer
Apr 10/2019	JML	0.20	Attending to circulate fully executed signature page to Asset Purchase Agreement and prepare reply correspondence to Purchaser's counsel in response to April 10 inquiry on closing logistics
Apr 10/2019	JML	0.10	Reviewing correspondence from Saskatoon QB Registrar regarding scheduling issues for SAVO application hearing
Apr 11/2019	JML	0.40	Reviewing correspondence from C. Frith regarding proposed court application materials and prepare reply correspondence
Apr 11/2019	JML	0.10	Reviewing correspondence from C. Frith and prepare reply correspondence
Apr 12/2019	JML	0.10	Reviewing Notice of Application for April 26 application
Apr 16/2019	JML	0.20	Telephone attendance on J. Odling regarding anticipated treatment of City of Regina property taxes in Sale Approval and Vesting Order
Apr 17/2019	JML	0.10	Reviewing correspondence from B. Warga and prepare reply correspondence regarding preparation of Monitor's Report

Date	Initials	Hours	Narrative
Apr 17/2019	JML	1.10	Revising draft Sale Approval & Vesting Order
Apr 18/2019	JML	0.10	Reviewing Firm Capital Order Nisi as against 825 Lands
Apr 18/2019	JML	0.10	Correspondence to C. Frith regarding adding Orr Centre tenants to the Service List
Apr 22/2019	JML	0.10	Telephone attendance on R. Sandbeck regarding request to allocate DIP Financing against all assets of debtor companies
Apr 22/2019	JML	0.10	Reviewing correspondence from C. Frith and B. Warga regarding including counterparties to assigned contracts on the Service List
Apr 22/2019	JML	0.10	Reviewing correspondence from I. Sutherland to R. Sandbeck regarding proposed payment of success fee to Northridge
Apr 22/2019	JML	0.30	Reviewing correspondence from R. Sandbeck regarding allocation issues and prepare correspondence to Applicants' counsel and Deloitte regarding proposed conference call
Apr 22/2019	JML	0.50	Telephone attendance on Applicants' counsel and Deloitte regarding allocation of DIP costs and termination of CCAA proceedings
Apr 22/2019	JML	0.60	Telephone attendance on R. Sandbeck, S. Joyce and B. Warga regarding DIP allocation issues
Apr 22/2019	JML	0.10	Telephone attendance on B. Warga regarding allocation issues
Apr 22/2019	JML	0.50	Revising draft Eleventh Report of the Monitor and Confidential Supplement to Draft Eleventh Report of the Monitor
Apr 23/2019	JML	0.20	Revising Eleventh Report of the Monitor
Apr 23/2019	JML	0.10	Reviewing correspondence from K. Remarchuk regarding edits to proposed Sale Approval and Vesting Order
Apr 23/2019	JML	0.10	Reviewing correspondence from R. Sandbeck regarding North Ridge claim for success fee
Apr 23/2019	JML	0.10	Reviewing draft Affidavit of J. Orr and prepare correspondence to C. Frith
Apr 23/2019	JML	0.10	Reviewing and commenting upon Draft Sale Approval & Vesting Order
Apr 23/2019	JML	0.20	Reviewing correspondence from Miller Thomson regarding April 26 court application and prepare correspondence to B. Warga

Date	Initials	Hours	Narrative
Apr 23/2019	JML	0.10	Reviewing status of Confidential Supplement to Eleventh Report of the Monitor
Apr 23/2019	JML	0.10	Reviewing correspondence from R. Sandbeck regarding DIP Allocation and prepare reply correspondence
Apr 23/2019	JML	0.30	Preparing reply correspondence to R. Sandbeck regarding inquiry on DIP Financing Allocation and request for additional DIP Financing
Apr 24/2019	JML	0.10	Reviewing correspondence from I. Sutherland regarding North Ridge claim for success fee
Apr 24/2019	JML	0.20	Reviewing correspondence from K. Anderson regarding request to Monitor to reconsider DIP allocation and prepare correspondence to B. Warga
Apr 25/2019	JML	0.30	Telephone attendance on K. Anderson, telephone attendance on B. Warga and provide advice on Monitor's position regarding letter from counsel for Canadian Western Trust Company
Apr 25/2019	JML	0.20	Telephone attendance on C. Frith regarding April 26 hearing
Apr 25/2019	JML	0.10	Telephone attendance on G. Metivier regarding request for telephone participation by B. Warga at April 26 hearing
Apr 25/2019	JML	0.10	Correspondence to C. Frith requesting filed copy of Confidential Supplement to Eleventh Report of the Monitor
Apr 25/2019	JML	0.10	Reviewing correspondence from D. Gerecke requesting copy of Confidential Supplement to Eleventh Report of the Monitor and prepare reply correspondence
Apr 25/2019	JML	0.10	Telephone attendance on R. Sandbeck regarding Affinity Credit Union position on interim financing
Apr 25/2019	JML	0.10	Attending to schedule conference call with counsel for Affinity Credit Union
Apr 25/2019	JML	0.50	Telephone attendance on R. Sandbeck and B. Warga regarding April 26 court application
Apr 25/2019	JML	0.20	Reviewing correspondence from R. Sandbeck and C. Frith regarding April 26 court application
Apr 25/2019	JML	0.10	Reviewing correspondence from C. Frith regarding proposed edits to

Date	Initials	Hours	Narrative
			April 26 Court Order and prepare reply correspondence
Apr 25/2019	JML	0.20	Correspondence to R. Sandbeck and C. Frith regarding modification of paragraph 20(a) of April 26 Draft Order
Apr 25/2019	JML	0.10	Reviewing correspondence from K. Anderson regarding edit to proposed order to adjourn allocation issues to another day and prepare reply correspondence
Apr 26/2019	JML	2.20	Reviewing materials and prepare oral submissions for court application
Apr 26/2019	JML	1.00	Court appearance before Mr. Justice Meschishnick on application for Sale Approval and Vesting Order and related application

Total Fees: 11,092.50

SUMMARY OF PROFESSIONAL SERVICES

	HOURS	HOURLY RATE	AMOUNT
Jeffrey M. Lee	15.30	725.00	11,092.50
	<u>15.30</u>		<u>11,092.50</u>

DISBURSEMENTS AND OTHER CHARGES

Deliveries	19.51
Imaging Services	336.50
Long Distance Telephone	4.10
TOTAL TAXABLE	360.11
Sub-Total Disbursements:	360.11

BILL SUMMARY

Total Fees	\$ 11,092.50
GST	\$ 554.63
SK PST	\$ 665.55
Total Disbursements	\$ 360.11

Page: 6
May 21, 2019
Invoice #6040212

GST	\$ 18.01
Subtotal	\$ 12,690.79
TOTAL AMOUNT DUE CDN DOLLARS:	\$ 12,690.79

JML/ TO

MLT Aikins LLP

To the extent possible, we have made every effort to include fees and disbursements for the current billing period. In the event further fees or disbursements are incurred on your behalf, a subsequent account will be forwarded.

"Other Charges" are based on rates established by MLT AIKINS LLP and may change from time to time. A schedule of those rates is available on request.

TERMS: DUE UPON RECEIPT

Interest at the rate of 14% per annum is added to all amounts overdue by 30 days or more.

REMITTANCE COPY

Deloitte Restructuring Inc.
2300, 360 Main Street
Winnipeg, MB R3C 3Z3
Canada
Brent Warga

GST # 121 975 544

Invoice #6040212
May 21, 2019

RE: Restructuring of 101133330 Saskatchewan Ltd. and 101149825 Saskatchewan Ltd.
FILE: 0056074-00009 JML

Total Current Billing	11,452.61
Total Tax	1,238.18
Subtotal::	12,690.79
Total Amount Due CDN :	12,690.79
Amount Remitted: \$	_____

PAYMENT OPTIONS:

By Cheque

Please make cheques payable to MLT AIKINS LLP and reference your file number.
Company Address: 3000 – 360 Main St, Winnipeg, Manitoba, R3C 4G1

In Person

Payments can be made in person at your local MLT AIKINS office.

Electronic Wire or EFT – Canadian Funds

For EFT payments, the required information for payments to the firm's bank account is as follows:

Pay through: Bank of Montreal
Receiving Bank: International Banking, Head Office, Montreal
Account With Institution: BANK OF MONTREAL
(Beneficiary's Bank) 335 Main Street, Winnipeg Manitoba R3C 1C2
Bank Code: 0001
Transit Number: 00037
Account Number: 1025-999
S.W.I.F.T. BIC CODE: BOFMCAM2
Direct Payment Routing Number CC000100037
Beneficiary Customer: MLT Aikins LLP
360 Main St 30th floor
Winnipeg, Manitoba R3C 4G1

Online – Canadian Funds

For your convenience payment is available via web banking at the following Canadian financial institutions:
TD Canada Trust, CIBC, Scotiabank, RBC, Conexus Credit Union & Telpay

Please note: The account number to be entered is the 12 digit file # indicated above (enter as one continuous number excluding the dash)

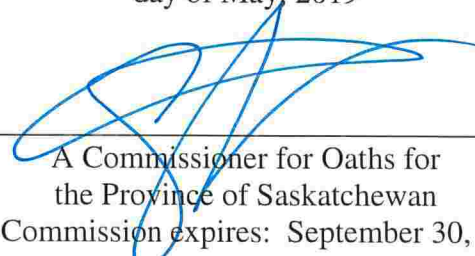
To ensure your payment is properly credited to your account, please return this remittance copy to Accounts Receivable by e-mail (receivables@mltaikins.com).

This is Exhibit "B" referred to in the

Affidavit of Jeff Lee

sworn before me this 22nd

day of May, 2019

A handwritten signature in blue ink, consisting of several overlapping loops and lines, positioned above a horizontal line.

A Commissioner for Oaths for
the Province of Saskatchewan

My Commission expires: September 30, 2021

EXHIBIT B

MLT's Invoice and Time Summary
for the period of March 28, 2019 to April 26, 2019

Invoice #	Date	Fees	Disbursements	GST	PST	Total	Hours	Average Rate
6040212	5/21/2019	\$ 11,092.50	\$ 360.11	\$ 572.63	\$ 665.55	\$ 12,690.79	15.3	\$ 725.00
Total		\$ 11,092.50	\$ 360.11	\$ 572.63	\$ 665.55	\$ 12,690.79	15.3	\$ 725.00