

COURT FILE NUMBER 1901-10871

Clare Steno

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT THE BANK OF MONTREAL

RESPONDENTS UWAMS SUPPORTIVE LIVING LTD., MAXWELL UWAGA and CAROL UWAGA

DOCUMENT **SECOND AFFIDAVIT OF TREVOR BAUER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
Cassels Brock & Blackwell LLP  
Suite 3810, Bankers Hall West  
888 3<sup>rd</sup> Street SW  
Calgary, Alberta, T2P 5C5  
Telephone 403-351-2921  
Facsimile 403-648-1151

File No. 33336-389

**Attention: Jeffrey Oliver**

AFFIDAVIT OF: TREVOR BAUER

SWORN ON: August 14, 2019

I, **TREVOR BAUER**, of the City of Calgary, in the Province of Alberta, SWEAR AND SAY THAT:

1. I am an Account Manager, SAMU with The Bank of Montreal ("**BMO**"), and as such have personal knowledge of the matters hereinafter deposed to except where stated to be based upon information and belief, and where so stated I do verily believe the same to be true.
2. I am authorized by BMO to swear this affidavit on its behalf.
3. This affidavit is being sworn in addition to my affidavit sworn on August 12, 2019 in the within proceedings ("**Bauer Affidavit No. 1**").

4. Since I swore Bauer Affidavit No. 1, I have engaged in various discussions with Deloitte Restructuring Inc. ("**Deloitte**"), the proposed receiver (the "**Proposed Receiver**") of UWAMS Supportive Living Ltd. ("**UWAMS**"). Those discussions were focused upon ensuring that quality care to the residents of the care facility (the "**Facility**") operated by UWAMS is maintained upon the potential appointment of the Proposed Receiver and the resulting transition of management.
5. During my discussions with the Proposed Receiver, the Proposed Receiver advised me that it required additional information with respect to the Facility, UWAMS and its operations in order to satisfy itself that it will be able to deliver consistent quality care to residents of the Facility.
6. As a result of those discussions, the Proposed Receiver and I concluded that, instead of the Proposed Receiver being appointed at this time with the full suite of powers typically granted in a traditional receivership appointment, it would be more appropriate to appoint the Proposed Receiver as an Interim Receiver (the "**Interim Receiver**") pursuant to section 47(1) of the *Bankruptcy and Insolvency Act*.
7. The basis for that view is as follows:
  - (a) an appointment as Interim Receiver will allow existing management of UWAMS to continue to operate the Facility (under the supervision of the Interim Receiver), which will hopefully minimize disruption to residents. The proposed form of order appointing the Interim Receiver does not contemplate that the Interim Receiver will come into the possession of any of the property or assets of UWAMS. Rather, it contemplates that the Interim Receiver will monitor, investigate and report upon the affairs of UWAMS to the court and to stakeholders;
  - (b) the Interim Receiver will initially be in their role for no more than 30 days, which will allow it time to review and understand the business of UWAMS and the Facility. If at the end of the 30 day period an expansion of the powers of the Interim Receiver to that of a fully empowered receiver is deemed necessary by the court, the Interim Receiver will be armed with better information to ensure that care to residents is not compromised. In addition, UWAMS will be afforded the opportunity to make submissions at a future hearing with respect to what should happen at the end of the initial 30 day period;

- (c) the initial 30 day period will allow UWAMS additional time in which to potentially find refinancing alternatives or other forms of solutions that may be acceptable to BMO; and
  - (d) while I am not aware of any issues with the quality of care currently being provided to residents of the Facility, the appointment of the Interim Receiver will permit an independent, arm's length party to advise the Court of any concerns it may have in that regard, should such concerns exist.
8. Deloitte has consented to act as interim receiver of the assets, undertakings and properties of UWAMS should an interim receiver be appointed.
  9. I swear this affidavit in support of an Order appointing Deloitte as the interim receiver of UWAMS.

SWORN BEFORE ME at the City of Calgary, in )  
 the Province of Alberta, this 14<sup>th</sup> day of August, )  
 2019 )

\_\_\_\_\_  
 Commissioner for Oaths/Notary Public in and for )  
 Alberta )

**Jeffrey Oliver**  
**Barrister and Solicitor**  
**A Commissioner for Oaths**  
**in and for Alberta**

  
 \_\_\_\_\_  
 TREVOR BAUER