

CLERK'S STAMP

COURT FILE NUMBER 1201-05843

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, RSC 1985, c-36, AS AMENDED AND IN
THE MATTER OF UBG BUILDERS INC., ALBERTA
BUILDERS CAPITAL INC., ALPINE HOMES (2006) INC.,
AMERICAN BUILDERS CAPITAL (US) INC., EDGEWATER AT
GRIESBACH INC., ELITE HOMES (2006) LTD., EVOLUTION
BY GREENBORO INC., GREENBORO COMMUNITIES (2006)
INC., GREENBORO ESTATE HOMES (2006) LTD.,
GREENBORO HOMES (2006) LTD., GREENBORO LUXURY
HOMES INC., HIGH POINTE INC., MOUNTAINEERS
VILLAGE (2006) INC., MOUNTAINEERS VILLAGE II INC.,
ORIGINS AT CRANSTON INC., SOUTH TERWILLEGAR
VILLAGE INC., THE BRIDGES MANAGEMENT INC., THE
LEDGES INC., TIMBERLINE LODGES (2006) INC., TODAY'S
COMMUNITIES (2006) INC., TODAY'S HOMES (2006) INC.,
TUSCANY DEVELOPMENTS (2006) INC., UBG ALBERTA
BUILDERS (2006) INC., UBG ALPINE HOMES (2006) LTD.,
UBG BRIDGES INC., UBG BUILDERS (USA) INC., UBG
COMMERCIAL INC., UBG LAND INC., UBG LOT DEPOSIT
CORP., UBG 4500 CALGARY INC., UBG 75 CANMORE INC.,
UBG 808 CALGARY INC., UNITY INVESTMENTS (2012) INC.,
VALMONT AT ASPEN STONE INC., VALOUR PARK AT
CURRIE INC., VILLAGE AT THE HAMPTONS INC., VILLAGE
ON THE PARK INC., WILDERNESS HOMES BY RIVERDALE
INC., WILDERNESS RIDGE AT STEWART CREEK INC.
(COLLECTIVELY, THE "UBG GROUP OF COMPANIES")

DOCUMENT: **APPLICATION (DISALLOWING UNSECURED CLAIM /
APPROVING FEES AND DISBURSEMENTS /
APPROVING INTERIM DISTRIBUTION)**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT:

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855-2nd Street SW
Calgary, Alberta T2P 4K7

Attention: Kelsey Meyer / Luc Rollingson
Telephone No.: (403) 298-3323
Facsimile No.: (403) 265-7219
Our File: 76797.1

NOTICE TO RESPONDENTS

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

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

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

Date: March 18, 2024
Time: 3:00pm
Where: Calgary Courts Centre (via Webex)
Before Whom: The Honourable Justice K. M. Horner on the Commercial List

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

This Application is being made by Deloitte Restructuring Inc. in its capacity as the Court-appointed Receiver of certain of the UBG Group of Companies, and in accordance with its ancillary powers as the former Monitor of the UBG Group of Companies.

REMEDIES CLAIMED OR SOUGHT

1. Deloitte Restructuring Inc. (“**Deloitte**”), in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of certain of the UBG Group of Companies, and in accordance with its ancillary powers (post-discharge) as Monitor of the UBG Group of Companies, seeks the following Orders:

- (a) An Order deeming service good and sufficient;
- (b) An Order substantially in the form attached as **Schedule “1”**:
 - (i) approving the Receiver’s / former Monitor's disallowance of a claim made by the unsecured creditor Steve Ulsifer (“**Disallowance Order**”);

- (c) An Order substantially in the form attached as **Schedule “2”**:
- (i) approving the Receiver’s statement of receipts and disbursements as set out in the Fifth Report of the Receiver, to be filed (“**Fifth Report**”);
 - (ii) approving the actions of the Receiver as reported in the Fifth Report;
 - (iii) approving the professional fees of the Receiver and its legal counsel, Bennett Jones LLP, as summarized in the Fifth Report;
 - (iv) approving the interim distribution of funds to the creditors of the UBG Group of Companies as set out in the Fifth Report; and
 - (v) such further and other relief as counsel may advise and this Court deems just;
- (collectively, the “**Interim Distribution Order**”).

GROUND FOR MAKING THIS APPLICATION

Background

2. On May 9, 2012, the Court of King’s Bench (“**Court**”) issued an Order (“**Initial Order**”) granting the UBG Group of Companies protection pursuant to the *Companies Creditors Arrangement Act* (“**CCAA Proceedings**”). Ernst & Young Inc. (“**EY**”) was appointed monitor (the “**Monitor**”) under the Initial Order.
3. On June 15, 2012, the Court issued an Order that established a claims procedure in which affected creditors could file a proof of claim (“**Claim Procedure Order**”). The Claim Procedure Order gave the Monitor the power to accept, revise, or reject the proof of claim.
4. On August 10, 2016, the Court issued an Order substituting Deloitte as Monitor in place of EY.

5. On December 12, 2017, Deloitte was appointed as receiver and manager of the property, undertakings and assets of certain of the UBG Group of Companies, who were unable to proceed with plans of Compromise and Arrangement in the CCAA Proceedings (“**Receivership Order**”).

6. On August 17, 2022, the Court granted an Order in the CCAA Proceedings discharging the Monitor and terminating the CCAA Proceedings, along with other relief (“**Discharge Order**”). The Discharge Order states that "Deloitte shall remain the Monitor for the performance of such incidental duties as may be required to complete the administration of the receivership herein."

The Disallowance Order

7. The Receiver understands that Steve Ulsifer is a former employee of UBG Builders Inc., one of the entities included in the UBG Group of Companies. Pursuant to the process laid out in the Claim Procedure Order, Mr. Ulsifer returned a completed proof of claim to the Monitor on July 26, 2012. Mr. Ulsifer claimed that he was owed working notice pay and severance pay totaling \$71,942.31 in connection with his termination from UBG Builders Inc.

8. On May 29, 2023, via letter, Deloitte, in its capacity as both Receiver and in accordance with its ancillary powers as discharged Monitor, wrote to Mr. Ulsifer and notified him it had disallowed his claim because it had insufficient documentation to verify his claim (“**Notice of Disallowance**”).

9. On June 15, 2023, Mr. Ulsifer delivered the Dispute Notice to Deloitte via facsimile. The Dispute Notice provided no new or additional documentation and simply restated what was in Mr. Ulsifer’s proof of claim.

10. Deloitte, in its capacity as Receiver and in accordance with its ancillary powers as Monitor pursuant to the Discharge Order, seeks an Order of this Court approving its decision to disallow Mr. Ulsifer’s claim because there is insufficient documentation to prove the claim.

Activities of the Receiver

11. As set out in the Fifth Report, the Receiver has:

- (a) collected substantially all outstanding accounts receivable of those of the UBG Group of Companies in receivership, except where the Receiver has determined that such amounts are uncollectible;
- (b) realized on the assets, undertakings and property of those of the UBG Group of Companies in receivership;
- (c) corresponded with various creditors, employees, and other interested parties with respect to the receivership proceedings;
- (d) addressed post-receivership Goods and Services Tax (“GST”) filings;
- (e) corresponded with various joint venturers;
- (f) completed a detailed review of claims filed against UBG Inc. and issued Notices of Revision or Disallowance (“NORs”);
- (g) completed a review of claims filed against Tuscan Development (2006) Inc. and Tuscan Development LP (collectively “Tuscany”);
- (h) corresponded with Bennett Jones, the Receiver’s independent legal counsel on various legal matter relating to the receivership;
- (i) responded to various inquiries from creditors and other stakeholders as appropriate;
- (j) attended to matters of both general and specific nature required over the course of the receivership proceedings not referred to above; and
- (k) prepared, reviewed and finalized the Fifth Report.

Approval of Distributions

12. The Receiver completed its review of the 52 claims filed against UBG Builders Inc. totaling \$403,037,421. 26 claims totaling \$394,398,7112 were disallowed including:

- (a) Six (6) claims totaling \$341,729,709 were filed against multiple entities within the UBG Group of Companies and were previously disallowed in 2015 and in 2022 through the claims processes in relation to the other entities within the UBG Group of Companies, which disallowances were approved by this Court;
- (b) On May 29, 2023, Deloitte disallowed twenty (20) additional claims totaling \$52,669,003, and received one (1) dispute notice from Mr. Ulsifer, a former employee of UBG. Based on Deloitte's review of the dispute notice, and as set out above, the claim of Mr. Ulsifer should remain disallowed.

13. The Receiver will hold approximately \$4.6 million for distribution to the proven UBG Inc. creditors. The Receiver proposes to hold back approximately \$300,000 from the distribution on account of various expenses that will be incurred in connection with the interim distribution and continuing the administration of the UBG Inc. receivership estate including professional fees and costs.

Approval of the Actions of the Receiver

14. In the Fifth Report, the Receiver has set out a description of the activities undertaken by the Receiver since the date of the Fourth Report of the Receiver dated January 30, 2023 (the “Fourth Report”).

Approval of the Receipts and Disbursements of the Receiver

15. In the Fifth Report, the Receiver has set out a description of its receipts and disbursements since the date of the Fourth Report.

Approval of the Professional Fees of the Receiver and its Counsel

16. In the Fifth Report, the Receiver has set out a summary of its professional fees and those of its legal counsel since the date of the Fourth Report.

MATERIAL OR EVIDENCE TO BE RELIED ON

17. The pleadings and proceedings had and taken in this Action, including the Fifth Report.
18. Such further or other material or evidence as counsel may advise and this Honourable Court may permit.

APPLICABLE RULES

19. Part 6, Division 1 of the *Alberta Rules of Court*; and
20. Such further and other rules as counsel may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

21. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended;
22. *Judicature Act*, R.S.A. 2000, c. J-2, s. 13(2); and
23. Such further and other Acts and Regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

24. None.

How the application is proposed to be heard or considered:

25. Via Webex before Madam Justice K.M. Horner, as scheduled on the Commercial List.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes.

If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

Schedule “1”

CLERK'S STAMP

COURT FILE NUMBER 1201-05843
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF UBG BUILDERS INC., ALBERTA BUILDERS CAPITAL INC., ALPINE HOMES (2006) INC., AMERICAN BUILDERS CAPITAL (US) INC., EDGEWATER AT GRIESBACH INC., ELITE HOMES (2006) LTD., EVOLUTION BY GREENBORO INC., GREENBORO COMMUNITIES (2006) INC., GREENBORO ESTATE HOMES (2006) LTD., GREENBORO HOMES (2006) LTD., GREENBORO LUXURY HOMES INC., HIGH POINTE INC., MOUNTAINEERS VILLAGE (2006) INC., MOUNTAINEERS VILLAGE II INC., ORIGINS AT CRANSTON INC., SOUTH TERWILLEGAR VILLAGE INC., THE BRIDGES MANAGEMENT INC., THE LEDGES INC., TIMBERLINE LODGES (2006) INC., TODAY'S COMMUNITIES (2006) INC., TODAY'S HOMES (2006) INC., TUSCANY DEVELOPMENTS (2006) INC., UBG ALBERTA BUILDERS (2006) INC., UBG ALPINE HOMES (2006) LTD., UBG BRIDGES INC., UBG BUILDERS (USA) INC., UBG COMMERCIAL INC., UBG LAND INC., UBG LOT DEPOSIT CORP., UBG 4500 CALGARY INC., UBG 75 CANMORE INC., UBG 808 CALGARY INC., UNITY INVESTMENTS (2012) INC., VALMONT AT ASPEN STONE INC., VALOUR PARK AT CURRIE INC., VILLAGE AT THE HAMPTONS INC., VILLAGE ON THE PARK INC., WILDERNESS HOMES BY RIVERDALE INC., WILDERNESS RIDGE AT STEWART CREEK INC.
(COLLECTIVELY, THE "**UBG GROUP OF COMPANIES**")

DOCUMENT:

ORDER APPROVING DISALLOWANCE OF CLAIM

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT:

BENNETT JONES LLP
Barristers and Solicitors
4500, 855 – 2nd Street S.W.
Calgary, Alberta T2P 4K7
Attention: Kelsey Meyer / Luc Rollingson
Telephone No.: (403) 298-3323
Facsimile No.: (403) 265-7219
Our File: 76797.1

DATE ON WHICH ORDER WAS PRONOUNCED:

LOCATION OF HEARING OR TRIAL: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice K. M. Horner

UPON THE APPLICATION of Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of the UBG Group of Companies (the "**Debtor**") and in exercising its ancillary powers in its capacity as the former Court-appointed monitor (the "**Monitor**") of the Debtor for an Order to approve the disallowance of the proof of claim submitted by the unsecured creditor Steve Ulsifer; AND UPON having read the Receiver's Fifth Report dated March 11, 2024 (the "**Fifth Report**"); AND UPON noting that Steve Ulsifer's dispute notice did not provide sufficient documentation; AND UPON hearing counsel for the Receiver; AND UPON noting that notice of this application was served upon Steve Ulsifer; AND UPON being satisfied that it is appropriate to do so; **IT IS ORDERED THAT:**

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.
2. The Receiver and Monitor's disallowance of the proof of claim filed by Steve Ulsifer is approved by Order of this Court.
3. Service of this Order on any party not attending this application is hereby dispensed with.

Justice of the Court of King's Bench of Alberta

Schedule “2”

CLERK'S STAMP

COURT FILE NUMBER 1201-05843

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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

AND IN THE MATTER OF UBG BUILDERS INC., ALBERTA BUILDERS CAPITAL INC., ALPINE HOMES (2006) INC., AMERICAN BUILDERS CAPITAL (US) INC., EDGEWATER AT GRIESBACH INC., ELITE HOMES (2006) LTD., EVOLUTION BY GREENBORO INC., GREENBORO COMMUNITIES (2006) INC., GREENBORO ESTATE HOMES (2006) LTD., GREENBORO HOMES (2006) LTD., GREENBORO LUXURY HOMES INC., HIGH POINTE INC., MOUNTAINEERS VILLAGE (2006) INC., MOUNTAINEERS VILLAGE II INC., ORIGINS AT CRANSTON INC., SOUTH TERWILLEGAR VILLAGE INC., THE BRIDGES MANAGEMENT INC., THE LEDGES INC., TIMBERLINE LODGES (2006) INC., TODAY'S COMMUNITIES (2006) INC., TODAY'S HOMES (2006) INC., TUSCANY DEVELOPMENTS (2006) INC., UBG ALBERTA BUILDERS (2006) INC., UBG ALPINE HOMES (2006) LTD., UBG BRIDGES INC., UBG BUILDERS (USA) INC., UBG COMMERCIAL INC., UBG LAND INC., UBG LOT DEPOSIT CORP., UBG 4500 CALGARY INC., UBG 75 CANMORE INC., UBG 808 CALGARY INC., UNITY INVESTMENTS (2012) INC., VALMONT AT ASPEN STONE INC., VALOUR PARK AT CURRIE INC., VILLAGE AT THE HAMPTONS INC., VILLAGE ON THE PARK INC., WILDERNESS HOMES BY RIVERDALE INC., WILDERNESS RIDGE AT STEWART CREEK INC.
(COLLECTIVELY, THE "UBG GROUP OF COMPANIES")

DOCUMENT: **ORDER FOR INTERIM DISTRIBUTION, APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, AND APPROVAL OF RECEIVER'S ACTIVITIES**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT:

BENNETT JONES LLP

Barristers and Solicitors
4500, 855 – 2nd Street S.W.
Calgary, Alberta T2P 4K7

Attention: Kelsey Meyer / Luc Rollingson
Telephone No.: (403) 298-3323
Facsimile No.: (403) 265-7219
Our File: 76797.1

DATE ON WHICH ORDER WAS PRONOUNCED:

LOCATION OF HEARING OR TRIAL: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice K. M. Horner

UPON THE APPLICATION of Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of UBG Group of Companies (the “**Debtor**”) for an Order for the interim distribution of proceeds, approval of the Receiver's fees and disbursements, and approval of the Receiver's activities; AND UPON having read the Receiver's Fifth Report dated March 11, 2024 (the “**Fifth Report**”); AND UPON hearing counsel for the Receiver, counsel for the Debtor and counsel for various creditors; AND UPON being satisfied that it is appropriate to do so, **IT IS ORDERED THAT:**

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.
2. The Receiver's accounts for fees and disbursements, as set out in the Fifth Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel Bennett Jones LLP, for its fees and disbursements, as set out in the Fifth Report are hereby approved without the necessity of a formal assessment of its accounts.

4. The Receiver's activities as set out in the Fifth Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Fifth Report, are hereby ratified and approved.

5. The Receiver is authorized and directed to make the following distributions:

(a) The distributions set out in Appendix "C" to the Fifth Report; and

(b) The distributions set in Appendix "D" to the Fifth Report.

6. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

7. Service of this Order on any party not attending this application is hereby dispensed with.

Justice of the Court of King's Bench of Alberta