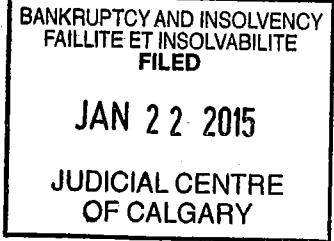


Form 27  
[Rule 6.3 and 10.52(1)]



Clerk's stamp:

COURT FILE/ESTATE NO.	<b>25-1859192</b>
COURT	<b>COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY</b>
JUDICIAL CENTRE	<b>CALGARY</b>
	<b>IN THE MATTER OF THE PROPOSAL OF 3 EAU CLAIRE DEVELOPMENTS INC.</b>
APPLICANT	<b>DELOITTE RESTRUCTURING INC., in its capacity as court-appointed receiver and manager of 3 EAU CLAIRE DEVELOPMENTS INC.</b>
DOCUMENT	<b><u>APPLICATION (RECEIVER'S DISCHARGE AND FINAL DISTRIBUTION)</u></b>
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	<b>BLAKE, CASSELS &amp; GRAYDON LLP 3500, 855 – 2<sup>nd</sup> Street S.W. Calgary, AB T2P 4J8 Attn: Kelly Bourassa Telephone: 403-260-9697 Facsimile: 403-260-9700 Email: <u>kelly.bourassa@blakes.com</u></b>

**File Ref.: 38358/97**

**NOTICE TO RESPONDENT(S)**

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

You have the right to state your side of this matter before the Master / Justice.

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

Date	<u>January 27, 2015</u>
Time	<u>10:30 a.m.</u>
Where	<u>Calgary Courts Centre, 601 - 5<sup>th</sup> Street S.W., Calgary, AB, T2P 5P7</u>
Before Whom	<u>The Honourable Justice A.D. Macleod</u>

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

**Remedy claimed or sought:**

1. Deloitte Restructuring Inc. ("**Deloitte**"), in its capacity as court-appointed receiver and manager (the "**Receiver**") of 3 Eau Claire Developments Inc. (the "**Debtor**") is seeking an Order, substantially in the form attached hereto as Schedule "A":
  - (a) abridging the time for, and validating service of, this Application and the third report of the Receiver dated January 22, 2015 (the "**Third Report**") on the parties set out in the Service List attached hereto as Schedule "B", if necessary, and dispensing with service on any party not served;
  - (b) authorizing the Receiver to make distribution to Bosa Properties (Eau Claire) Inc. ("**Bosa**") as set out in paragraph 40 of the Third Report;
  - (c) approving the actions, conduct and activities of the Receiver to date, as outlined in the Third Report;
  - (d) approving Deloitte's Statement of Receipts and Disbursements for the period ended January 14, 2015, attached as Schedule 1 the Third Report;
  - (e) approving Deloitte's accounts and the accounts of its independent legal counsel, inclusive of all accrual for the fees and disbursements of Deloitte and those of its legal counsel in connection with the completion of these proceedings, including costs of this Application;
  - (f) declaring that Deloitte has duly and properly discharged its duties, responsibilities and obligations as Receiver;
  - (g) discharging and releasing Deloitte from any and all further obligations as Receiver and any and all liability in respect of any act done by Deloitte in these receivership proceedings, and its conduct as Receiver pursuant to its appointment in accordance with the Receivership Order (as defined below), or otherwise; and

- (h) such further and other relief as may be sought by the Receiver and this Honourable Court may deem appropriate.

**Grounds for making this application:**

- 2. The grounds upon which the Receiver relies in making the within Application are as follows:
  - (a) Deloitte was appointed as Receiver pursuant to an Order of the Honourable Justice P.R. Jeffrey dated August 15, 2014 as amended and restated by an Order of the Honourable Justice B.E.C. Romaine dated September 25, 2014 (the "**Receivership Order**");
  - (b) Bosa holds valid and enforceable security over the Property (as defined in the Receivership Order) of the Debtor;
  - (c) Deloitte has performed its mandate as Receiver under the Receivership Order and it is now appropriate that Deloitte be discharged as Receiver of the Debtor;
  - (d) the reasons described in the Third Report; and
  - (e) such further and other grounds as counsel may advise and this Honourable Court may permit.

**Material or evidence to be relied on:**

- 3. The Receiver intends to rely upon the following materials:
  - (a) the Third Report and all previous reports filed by Deloitte in these receivership proceedings; and
  - (b) such further and other materials as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

4. The Receiver will rely upon and refer to the *Alberta Rules of Court* during the making of the Application.

**Applicable Acts and Regulations:**

5. The Receiver will rely upon and refer to the provisions of the *Bankruptcy & Insolvency Act*, RSC 1985, c B-3, and such further and other acts and regulations as counsel for the Receiver may advise during the making of this Application.

**Any Irregularity Complained of or Objection Relied on:**

6. There are no irregularities complained of or objections relied on.

**How the Application is Proposed to be Heard or Considered:**

7. The Receiver proposes that the application be heard in person with one, some, or all of the parties present.

**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 "A"**

Clerk's stamp:

COURT FILE NUMBER: **25-1859192**

COURT COURT OF QUEEN'S BENCH OF ALBERTA  
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE PROPOSAL OF 3 EAU  
CLAIRE DEVELOPMENTS INC.

APPLICANT: DELOITTE RESTRUCTURING INC., in its  
capacity as court-appointed receiver and manager of  
3 EAU CLAIRE DEVELOPMENTS INC.

DOCUMENT: **ORDER - RECEIVER'S DISCHARGE AND  
FINAL DISTRIBUTION**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT **BLAKE, CASSELS & GRAYDON LLP**  
3500, 855 – 2<sup>nd</sup> Street S.W.  
Calgary, AB T2P 4J8  
Solicitor: Kelly J. Bourassa  
Telephone: (403) 260-9697  
Facsimile: (403) 260-9700  
Email: kelly.bourassa@blakes.com  
File Number: 38358/97

**DATE ON WHICH ORDER WAS PRONOUNCED:** January 27, 2015

**NAME OF JUDGE WHO MADE THIS ORDER:** The Honourable Justice A.D. Macleod

**LOCATION OF HEARING:** Calgary Courts Centre, 601 – 5<sup>th</sup> Street  
S.W., Calgary, AB T2P 5P7

UPON the application of Deloitte Restructuring Inc. ("**Deloitte**") in its capacity as court-appointed receiver and manager (the "**Receiver**") of 3 Eau Claire Developments Inc. (the "**Debtor**"); **AND UPON** having read the Application, the Third Report of the Receiver dated January 22, 2015 (the "**Third Report**"), filed; **AND UPON** having read the Affidavit of Service of Carol Benish sworn January [●], 2015, filed; **AND UPON** hearing counsel for the Debtor,

Bosa Properties (Eau Claire) Inc. ("**Bosa**") and counsel for other interested parties; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Amended and Restated Receivership Order granted September 25, 2014 by the Honourable Justice B.E.C. Romaine (the "**Receivership Order**") and the Third Report.
2. The time for service of the Application and materials in support thereof is hereby abridged, if necessary, such that the Application is properly returnable today and all parties entitled to notice of this Application have been properly served and further service is hereby dispensed with.

#### **DISTRIBUTION**

3. The \$5,000,000.00 mortgage dated September 12, 2013, and amended by mortgage amending agreement dated December 2, 2013 granted by the Debtor to Bosa (collectively, the "**Security**"), constitute valid and enforceable obligations of the Debtor.
4. The Security, creates a valid charge on the Property ranking in priority to all other liens, claims and encumbrances of any kind over the property, assets and undertaking of the Debtor, other than (i) the court ordered charges created under paragraph 20 of the Limited Receivership and Extension Order granted August 15, 2014 of the Honourable Justice P.R. Jeffrey and paragraph 18 of the Receivership Order, and (ii) any lien, claim or encumbrance which has arisen or may arise by operation of statute or law to the extent these are determined (by agreement of the secured lenders or by further order of this Court) to be payable in priority to the Security.
5. There is indebtedness owing by the Debtor to Bosa under the Security and allowed by the Receiver in the amount of approximately \$1,424,258 plus interest and fees accrued to the date of payment in full of such amounts (the "**Indebtedness**"). The Receiver is hereby authorized and directed to make distributions to Bosa up to the full amount of the Indebtedness.

6. Deloitte is hereby unconditionally and absolutely discharged as Receiver of the Property (as such term is defined in the Receivership Order). The Receiver shall have no further duty, liability or obligation with respect to the Property. Notwithstanding the foregoing, the Receiver is authorized and empowered to take any steps necessary or actions that necessary to conclude the administration of the Property, including the matters outlined in greater detail in the Third Report.
7. As of the date of the Third Report and based on the evidence that is currently before this Honourable Court:
  - (a) the Receiver has acted honestly and in good faith, and has dealt with the Property in a commercially reasonable manner;
  - (b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver of the Property;
  - (c) the Receiver shall not be liable for any act or omission pertaining to the discharge of the Receiver's duties as receiver of the Property, save and except for any liability arising out of fraud or gross negligence or wilful misconduct on the part of the Receiver; and
  - (d) any and all claims against the Receiver arising from, relating to or in connection with the performance of the Receiver's duties and obligations as receiver of the Property, save and expect for claims based on fraud or gross negligence or wilful misconduct on the part of the Receiver, shall be forever barred and extinguished.
8. No action or proceedings arising from, relating to , or in connection with the performance of the Receiver's duties and obligations in respect of the Debtor and the Property may be commenced or continued without the prior leave of this Honourable Court, on notice to the Receiver and on such terms as this Honourable Court may direct.
9. Deloitte's Statement of Receipts and Disbursements for the period ended January 14, 2015, attached as Schedule 1 to the Third Report, is hereby approved.

10. Deloitte's accounts and the accounts of its independent legal counsel are hereby approved.
11. Service of this Order on the persons listed in the Service List attached as Schedule "B" to the Application by email, facsimile, courier, registered mail, regular mail or personal delivery shall constitute good and sufficient service of this Order, and no persons other than the persons listed on the Service List are entitled to be served with a copy of this Order.

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J.C.Q.B.A.



**SCHEDULE "B"**

COURT FILE NUMBER                    25-1859192

COURT                                    COURT OF QUEEN'S BENCH OF ALBERTA  
IN BANKRUPTCY AND INSOLVENCY

JUDICIAL DISTRICT                    CALGARY

IN THE MATTER OF THE PROPOSAL OF  
3 EAU CLAIRE DEVELOPMENTS INC.

**SERVICE LIST**

<i>Counsel</i>	<i>Telephone</i>	<i>Fax</i>	<i>Counsel For</i>
<b>3 EAU CLAIRE DEVELOPMENTS INC.</b> #102, 615 – 3 Ave SW Calgary, AB T2P 0G6  JAMES PARK E-mail: <a href="mailto:bicsta@gmail.com">bicsta@gmail.com</a>  ANDREW LEE E-mail: <a href="mailto:sjlee@3ecd.net">sjlee@3ecd.net</a>  JAMES KANG E-mail: <a href="mailto:jkang@3ecd.net">jkang@3ecd.net</a>	(403) 453-5004		
<b>MILLER THOMSON LLP</b> 3000, 700 – 9 Ave SW Calgary, AB T2P 3V4  NICOLE TAYLOR-SMITH E-mail: <a href="mailto:ntaylor-smith@millert-homson.com">ntaylor-smith@millert-homson.com</a>  JOSHUA SELBY E-mail: <a href="mailto:jiselby@millert-homson.com">jiselby@millert-homson.com</a>  JEFF SELBY E-mail: <a href="mailto:jhselby@millert-homson.com">jhselby@millert-homson.com</a>	(403) 298-2400		3 Eau Claire Developments Inc.
<b>DELOITTE RESTRUCTURING INC.</b> 700, 850 – 2 Ave SW Calgary, AB T2P 0R8  VANESSA A. ALLEN E-mail: <a href="mailto:vanallen@deloitte.ca">vanallen@deloitte.ca</a>  JEFF KEEBLE E-mail: <a href="mailto:jkeeble@deloitte.ca">jkeeble@deloitte.ca</a>	(403) 267-1777		Trustee

<p><b>BLAKE, CASSELS &amp; GRAYDON LLP</b> 3500, 855 – 2 St SW Calgary, AB T2P 4J8</p> <p>KELLY BOURASSA E-mail: <a href="mailto:kelly.bourassa@blakes.com">kelly.bourassa@blakes.com</a></p>	(403) 260-9600		Trustee
<p><b>DENTONS CANADA LLP</b> 1500, 850 – 2 St SW Calgary, AB T2P 0R8</p> <p>AFSHAN NAVEED E-mail: <a href="mailto:afshan.naveed@dentons.com">afshan.naveed@dentons.com</a></p> <p>JOHN SANDRELLI E-mail: <a href="mailto:john.sandrelli@dentons.com">john.sandrelli@dentons.com</a></p>	(403) 268-7000		Bosa Properties (Eau Claire) Inc.
<p><b>MMP STRUCTURAL ENGINEERING LTD.</b> 205, 1170 Kensington Crescent NW Calgary, AB T2N 1X6</p> <p>MINESH MODI E-mail: <a href="mailto:minesh@mmpengineering.com">minesh@mmpengineering.com</a></p>			Creditor
<p><b>1713744 ALBERTA LTD.</b> 340, 4723 – 1 St SW Calgary, AB T2G 4Y8</p> <p>E-mail: <a href="mailto:1713744@gmail.com">1713744@gmail.com</a></p>		(403) 262-1367	Creditor
<p><b>PM REC HOLDINGS INC.</b> c/o Suncor Energy Centre 3400 – 5 Ave SW Calgary, AB T2P 3Y7</p> <p>JAMES MCGINNIS E-mail: <a href="mailto:jmcginnis@parlee.com">jmcginnis@parlee.com</a></p> <p>JERRY HOCKIN E-mail: <a href="mailto:jhockin@parlee.com">jhockin@parlee.com</a></p>	(403) 294-7000		Creditor
<p><b>ROBERTSON &amp; ASSOCIATES ENGINEERING LTD.</b> c/o Carscallen LLP 1500, 407 – 2 St SW Calgary, AB T2P 2Y3</p> <p>NICOLAS M. RAMESSAR E-mail: <a href="mailto:ramessar@carscallen.com">ramessar@carscallen.com</a></p>	(403) 262-3775		Creditor

<p><b>DAVID WARKENTIN</b> 101, 1717 – 10 St NW Calgary, AB T2M 4S2</p> <p>E-mail: <a href="mailto:uptodate@telus.net">uptodate@telus.net</a></p>			Creditor
<p><b>PETRIFOND FOUNDATION COMPANY LIMITED</b> c/o Rose LLP Suite 810, 333 – 5 Ave SW Calgary, AB T2P 3B6</p> <p>JORDAN MILNE E-mail: <a href="mailto:Jordan.Milne@rosellp.com">Jordan.Milne@rosellp.com</a></p>			Creditor
<p><b>AVISON YOUNG</b> Eighth Avenue Place 1200, 585 – 8<sup>th</sup> Ave SW Calgary, AB T2P 1G1</p> <p>WALSH MANNAS E-mail: <a href="mailto:walsh.mannas@avisonyoung.com">walsh.mannas@avisonyoung.com</a></p>	(403) 232-4381	(403) 262-3325	
<p><b>OFFICE OF THE SUPERINTENDENT OF BANKRUPTCY</b></p> <p>OLUMIDE OYELESE E-mail: <a href="mailto:olumide.oyelese@ic.gc.ca">olumide.oyelese@ic.gc.ca</a></p> <p>JOHN BRADSHAW E-mail: <a href="mailto:John.Bradshaw@ic.gc.ca">John.Bradshaw@ic.gc.ca</a></p>	(403) 292-5385		
<p><b>BENNETT JONES</b> 4500, 855 – 2<sup>nd</sup> Street S.W. Calgary, AB T2P 4K7</p> <p>ALEXIS E. TEASDALE E-mail: <a href="mailto:teasdalea@bennettjones.com">teasdalea@bennettjones.com</a></p>	(403) 298-3067	(403) 265-6219	Avison Young