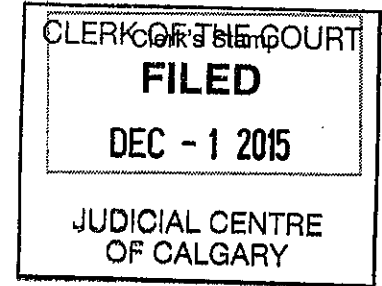


COURT FILE NUMBER 1501-00955  
COURT COURT OF QUEEN'S BENCH  
OF ALBERTA  
IN BANKRUPTCY AND INSOLVENCY  
JUDICIAL CENTRE CALGARY



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

APPLICANTS LUTHERAN CHURCH – CANADA, THE  
ALBERTA – BRITISH COLUMBIA DISTRICT,  
ENCHARIS COMMUNITY HOUSING AND  
SERVICES, ENCHARIS MANAGEMENT AND  
SUPPORT SERVICES, AND LUTHERAN  
CHURCH – CANADA, THE ALBERTA – BRITISH  
COLUMBIA DISTRICT INVESTMENTS LTD.

DOCUMENT **APPROVAL AND VESTING ORDER  
(319 Triune Bay)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Bishop & McKenzie LLP  
Barristers & Solicitors  
1700, 530 - 8<sup>th</sup> Avenue SW  
Calgary, Alberta T2P 3S8

Attention: Francis N. J. Taman / Ksena J. Court

Telephone: 403-237-5550  
Fax: 403-243-3623

File No.: 103,007-003

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**DATE ON WHICH ORDER WAS PRONOUNCED: MONDAY, NOVEMBER 30, 2015**  
**LOCATION WHERE ORDER WAS PRONOUNCED: CALGARY, ALBERTA**  
**NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE B.E.C. ROMAINE**

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**UPON THE APPLICATION** of Lutheran Church – Canada, the Alberta – British Columbia District, Encharis Community Housing and Services (“ECHS”), EnCharis Management and Support Services, and Lutheran Church – Canada, the Alberta – British Columbia District Investments Ltd. (collectively the “Applicants”); **AND UPON HAVING READ** the Application, the

Affidavits of Cameron Sherban; **AND UPON READING** the Reports of the Monitor; **AND UPON HEARING** counsel for the Applicants, counsel for the Monitor, and other interested parties;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE**

1. Service of notice of the application for this Order, and all supporting materials, as set out in the Affidavit of Charlene Everett respecting the Application filed November 23, 2015 is good and sufficient, and the time for notice hereof is shortened to the time actually given.

2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted by the Honourable Justice K.D. Yamauchi in this Action dated January 23, 2015 (the "Initial Order").

**TRANSFER OF LANDS**

3. In this Order the following terms shall have the following meaning:

(a) "Beneficiaries of the Charges" means the beneficiaries of the Administration Charge, and the Directors' Charge;

(b) "Lands" means the lands legally described as:

Condominium Plan 0011410

Unit 51

And 43 undivided one ten thousandth shares in the common property

**EXCEPTING THEREOUT ALL MINES AND MINERALS**

which is municipally known as 319, Triune Bay, Calgary, Alberta;

(c) "Payment" means the sum of \$3,000.00;

(d) "Transferees" mean George Robinson, Inez Robinson, Gerald Robinson and Connie Robinson.

4. Upon the Transferees paying to ECHS the Payment, the transfer of the Lands to the Transferees is hereby authorized and approved. For greater certainty, but without otherwise limiting the generality of the forgoing, the Payment shall be held in trust by ECHS' solicitors for the benefit of the DIL Depositors.

5. ECHS and the Monitor are hereby authorized and directed to execute all deeds, documents, and agreements, and to do all things reasonably necessary to complete the transfer of the Lands and to carry out the terms of this Order.

6. Upon filing a certified copy of this Order (either with or without the Schedule) in the Alberta Land Titles Office together with a letter from the lawyer for the Applicants authorizing such registration and subject to the terms of this Order, the Lands shall vest in the Transferees, free and clear of any estate, right, title, interest, equity of redemption, and other claims of the parties, together with any other charges, liens, encumbrances, caveats, or certificate of pending litigation registered against the Lands, and the Registrar of Land Titles in and for the Province of Alberta shall register the Lands in the name of the Transferees subject to the reservations, provisos, exceptions, and conditions expressed in the original grants thereof from the Crown, and shall discharge all encumbrances except for:

- (a) 981 274 372 Easement;
- (b) 001 042 374 Easement;
- (c) 001 150 641 Restrictive Covenant;
- (d) 001 150 642 Agreement;
- (e) 001 150 643 Restrictive Covenant.

7. Upon the Monitor delivering a certificate (the "Monitor's Certificate") to the Court in the form attached as Schedule "A" certifying that the transfer of the Lands has been completed and the Payment has been tendered to ECHS then:

- (a) the Lands shall be vested in the name of the Transferees, free of all estate, right, title, interest, rental, and equity of redemption of ECHS and all persons who claim by, through or under ECHS in respect of the Lands;
- (b) ECHS and all persons who claim by, through or under ECHS shall stand absolutely barred and foreclosed from all estate, right, title, interest, rental, and equity of redemption of the Lands and, to the extent that any such person remains in possession or control of any of the Lands, they shall forthwith deliver possession of same to the Transferees or their nominee; and
- (c) the Transferees shall be entitled to enter into and upon, hold and enjoy the Lands for their own use and benefit without any interference of or by ECHS, or any person claiming by or through or against ECHS on any of the Lands.

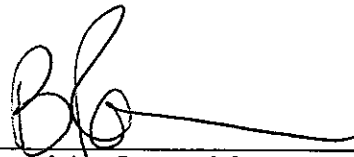
8. ECHS is authorized and empowered, in respect of the Lands, to execute and deliver:
  - (a) such additional, related or ancillary documents and assurances governing or giving effect to the sale of the Lands, which in ECHS' discretion are reasonably necessary or advisable to conclude the transactions contemplated in or in furtherance of the transfer of the Lands and/or this Order; and
  - (b) any and all instruments and documents in respect of the Lands as may be required by the Registrar of the Land Titles Office of Alberta or deemed reasonably necessary by ECHS, and the Registrar is hereby directed, notwithstanding section 191(1) of the *Land Titles Act* to effect registration of any such instrument or document so executed by ECHS or its solicitors.
9. Upon the filing of the Monitor's Certificate, the Monitor may discharge, or authorize the discharge of, any security registration or registrations in the Personal Property Registry of Alberta as may be required to properly convey clear title of the Lands to the Transferees.
10. Until further Order of this Honourable Court, Bishop & McKenzie LLP shall hold the Payment in trust and such Payment shall stand in the place and stead of the Lands transferred pursuant to this Order, and all claims of whatsoever nature or kind, including without limitation, all liens, claims, encumbrances, mortgages, proprietary claims, trust claims, lease claims, and other interests (the "Claims") shall attach solely to the Payment with the same validity, priority and in the same amounts and subject to the same defences that were or may have been available when the Claims were attached to the Lands itself.
11. Notwithstanding paragraph 9 of this Order, the Monitor is authorized, in its sole discretion and as it deems necessary or appropriate, to direct that any or all of the Payment be paid to valid and enforceable claims that exist in respect of the Payment; provided however, that adequate provision has been made for the Beneficiaries of the Charges.
12. Any provision made for the Beneficiaries of the Charges by the Monitor pursuant to paragraph 11 hereof shall be done with the consent of the Beneficiaries of the Charges and shall be without prejudice to any subsequent application to allocate Charges pursuant to paragraph 40 of the Initial Order.

13. Upon the Monitor's Certificate being filed, any claim of the Transferees against ECHS pursuant to the life lease registered as Instrument No. 051 370 310 is deemed satisfied.

14. Notwithstanding:

- (a) the pendency of these proceedings and the declaration of insolvency made herein;
- (b) any bankruptcy Order sought or issued pursuant to the *Bankruptcy and Insolvency Act* (the "*BIA*") in respect of any of the Applicants, and
- (c) the provisions under the *BIA*, or any other applicable federal or provincial legislation or common law,

the transfer of the Lands or any transaction contemplated hereby or coordinated therewith shall constitute legal, valid and binding obligations of the Applicants enforceable against them in accordance with the terms thereof, and neither the transfer of the Lands nor any transaction contemplated hereby or coordinated therewith will be void or voidable at the instance of creditors and claimants and do not constitute nor shall they be deemed to constitute settlements, fraudulent preferences, assignments, fraudulent conveyances, oppressive conduct, or other reviewable transactions under the *BIA*, or any other applicable federal or provincial legislation, or common law.



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Justice of the Court of Queen's Bench of Alberta

**SCHEDULE "A"**

COURT FILE NUMBER 1501-00955

COURT COURT OF QUEEN'S BENCH  
OF ALBERTA

IN BANKRUPTCY AND INSOLVENCY

JUDICIAL CENTRE CALGARY

Clerk's Stamp
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IN THE MATTER OF THE *COMPANIES'*  
*CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, as amended

APPLICANTS LUTHERAN CHURCH – CANADA, THE  
ALBERTA – BRITISH COLUMBIA DISTRICT,  
ENCHARIS COMMUNITY HOUSING AND  
SERVICES, ENCHARIS MANAGEMENT AND  
SUPPORT SERVICES, AND LUTHERAN  
CHURCH – CANADA, THE ALBERTA – BRITISH  
COLUMBIA DISTRICT INVESTMENTS LTD.

DOCUMENT **MONITOR'S CERTIFICATE  
(319 Triune Bay)**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS  
DOCUMENT

Gowling LaFleur Henderson LLP  
1600-521-7<sup>th</sup> Avenue SW  
Calgary, Alberta T2P 4K9  
Attn: Jeffrey Oliver  
Phone: 403-298-1000  
Fax: 403-263-9193

**RECITALS**

- A. Pursuant to an Order of the Honourable Justice K.D. Yamauchi of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "Court") dated January 23, 2015, Deloitte Restructuring Inc. was appointed as the Monitor of the Applicants.
- B. Pursuant to an Order of the Court dated November 30, 2015 (the "Approval and Vesting Order (319 Triune Bay)"), the Court approved the transfer of the Lands, as that term is defined in the Approval and Vesting Order (319 Triune Bay) and provided for the vesting in George Robinson, Inez Robinson, Gerald Robinson and Connie Robinson (collectively the "Robinsons") all of ECHS's right, title and interest in and to the Lands, which vesting is to be effective with respect to the Lands upon the delivery by the Monitor to the Robinsons of a certificate confirming the payment by the Robinsons of the Payment, as that term is defined in the Approval and Vesting Order (319 Triune Bay) to ECHS.

**THE MONITOR CERTIFIES THE FOLLOWING:**

1. The Robinsons have paid and ECHS has received the Payment;
2. The transfer of the Lands has been completed to the satisfaction of the Monitor;  
and
3. This Certificate was delivered by the Monitor at \_\_\_\_\_ on \_\_\_\_\_.

Deloitte Restructuring Inc.,  
In its capacity as Court-appointed Monitor of  
Lutheran Church – Canada, the Alberta – British  
Columbia District, Encharis Community Housing  
and Services, Encharis Management and Support  
Services, and Lutheran – Church – Canada, the  
Alberta – British Columbia District Investments Ltd.

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Jeff Keeble CA, CIRP, CBV  
Senior Vice-President