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TWENTIETH REPORT OF THE MONITOR

COURT OF QUEEN'S BENCH OF ALBERTA

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 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.

DATED JUNE 14, 2016

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Counsel

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Monitor

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SCHEDULES

Schedule 1 Minutes of the reconvened meeting of the creditors of the District held on June 10, 2016

Introduction and Notice to Reader

Introduction

- On January 23, 2015 (the "Filing Date"), Lutheran Church Canada, the Alberta British Columbia District (the "District"), Encharis Community Housing and Services ("ECHS"), Encharis Management and Support Services ("EMSS") and Lutheran Church – Canada, the Alberta – British Columbia District Investments Ltd. ("DIL", collectively the "Applicants" or the "District Group") obtained an Initial Order (the "Initial Order") from the Court of Queen's Bench of Alberta (the "Court") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"). Deloitte Restructuring Inc. ("Deloitte") was appointed as Monitor (the "Monitor") in the CCAA proceedings.
- 2. For clarity, the District includes the Church Extension Fund ("CEF"), which was originally created to allow District members to loan their money and earn interest in faith-based developments. CEF was operated under the purview of the District's Department of Stewardship and Financial Ministries and was not created as a separate legal entity. As such, depositors to CEF are creditors of the District (the "District Depositors"). Depositors to DIL will be referred to as the "DIL Depositors". The District Depositors and the DIL Depositors will collectively be referred to as the "Depositors".
- 3. The Initial Order provided for an initial stay of proceedings (the "Stay") until February 20, 2015. The Court has now granted seven extensions of the Stay. The most recent Order was granted at an application on April 27, 2016 and extended the Stay until June 30, 2016 (the "Extension").
- 4. Prior to the Initial Order being granted, Deloitte prepared a Pre-Filing Report of the Proposed Monitor dated January 22, 2015 (the "Pre-Filing Report"). The Monitor subsequently filed the following reports:
 - 4.1. the First Report of the Monitor dated February 17, 2015;
 - 4.2. the Second Report of the Monitor dated March 23, 2015 (the "Second Report");
 - 4.3. the Third Report of the Monitor dated June 16, 2015;
 - 4.4. the Fourth Report of the Monitor dated June 24, 2015 (the "Fourth Report");
 - 4.5. the Fifth Report of the Monitor dated August 24, 2015 (the "Fifth Report");
 - 4.6. the Sixth Report of the Monitor dated September 9, 2015;
 - 4.7. the Seventh Report of the Monitor dated October 20, 2015;
 - 4.8. the Eighth Report of the Monitor dated October 30, 2015;
 - 4.9. the Ninth Report of the Monitor dated November 26, 2015;

- 4.10. the Tenth Report of the Monitor dated December 22, 2015;
- 4.11. the Eleventh Report of the Monitor dated January 11, 2016;
- 4.12. the Twelfth Report of the Monitor dated January 27, 2016;
- 4.13. the Thirteenth Report of the Monitor dated February 4, 2016;
- 4.14. the Fourteenth Report of the Monitor dated February 18, 2016;
- 4.15. the Fifteenth Report of the Monitor dated February 25, 2016 (the "Fifteenth Report");
- 4.16. the Sixteenth Report of the Monitor dated March 14, 2016;
- 4.17. the Seventeenth Report of the Monitor dated March 18, 2016 (the "Seventeenth Report");
- 4.18. the Eighteenth Report of the Monitor dated April 25, 2016; and
- 4.19. the Nineteenth Report of the Monitor dated May 27, 2016 (the "Nineteenth Report", together with the Pre-Filing Report, the reports listed in 4.1 to 4.19 will collectively be referred to as the "Reports").
- 5. The Monitor also filed a confidential supplement to the Second Report dated March 25, 2015, a confidential supplement to the Fourth Report dated June 25, 2015, a confidential supplement to the Fifth Report dated August 26, 2015, a confidential supplement to the Fifteenth Report dated February 26, 2016 and a Confidential Supplement to the Seventeenth Report dated March 18, 2016 (collectively the "Supplements"). The Supplements have been sealed by the Court.
- 6. In addition to the Reports and the Supplements, the Monitor prepared a First Report to the Creditors of ECHS and EMSS dated November 10, 2015 (the "Encharis Report"), a First Report to the Creditors of DIL dated December 8, 2015 (the "DIL Report") and a First Report to the Creditors of the District dated March 28, 2016 (the "District Report"). All of the Encharis Report, the DIL Report and the District Report were prepared for the purpose of providing creditors of the corresponding entities with specific information related to the respective plans of compromise and arrangement for ECHS, EMSS, DIL and the District (respectively the "ECHS Plan", the "EMSS Plan", the "DIL Plan" and the "District Plan", collectively the "Applicant Plans"), all as subsequently amended.
- 7. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Reports and in the Supplements.
- Information on the CCAA proceedings can be accessed on Deloitte's website at www.insolvencies.deloitte.ca under the link entitled "Lutheran Church – Canada, the Alberta – British Columbia District et. al.".

Notice to Reader

9. In preparing this report, the Monitor has relied on unaudited financial information, the books and records of the Applicants and discussions with the Applicants' employees, the Applicants' Chief

Restructuring Officer, interested parties and stakeholders. The Monitor has not performed an independent review or audit of the information provided.

- 10. 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 report.
- 11. All amounts included herein are in Canadian dollars unless otherwise stated.

Court Applications

- 12. At a hearing on June 2, 2016, the Court granted Orders including the following relief:
 - 12.1. Approving further amendments to the DIL Plan, the ECHS Plan and the EMSS Plan;
 - 12.2. Amending the settlement agreement (the "Settlement") between the creditors' committees for the District and DIL (respectively the "District Committee" and the "DIL Committee", collectively the "Committees") that was approved pursuant to an Order granted on January 4, 2016, such that certain funds payable by the District to DIL pursuant to the Settlement would be released as soon as reasonably practicable (the "Settlement Funds");
 - 12.3. Authorizing the Applicant's legal counsel, Bishop & McKenzie LLP, to release the Settlement Funds from proceeds held in trust from the sale of a property in Chestermere, Alberta and to release additional funds held in trust from the repayment of mortgages held by DIL to DIL;
 - 12.4. Amending an Order granted on November 5, 2015 (the "EFT Order") such that the return of funds to District Depositors who had withdrawals from their accounts by way of electronic funds transfers between April 7, 2014 (as opposed to March 1, 2014, the date set out in the EFT Order) and the date of the Initial Order, net of amounts paid to District Depositors during the same period, was approved;
 - 12.5. Approving the sale of lands located in Strathmore, Alberta (the "Strathmore Lands"); and
 - 12.6. Sealing the Confidential Affidavit of Cameron Sherban sworn on May 24, 2016, which contained specific information related to the sale of the Strathmore Lands in order to avoid tainting any future sale process that may be required should the sale of the Strathmore Lands fail to close.
- 13. This report represents the Twentieth Report of the Monitor (the "Twentieth Report"). The Twentieth Report is being prepared to provide the Court with information on the following:
 - 13.1. The outcome of the meeting of the District's creditors to consider the District Plan, which was adjourned on May 14, 2016 (the "District Meeting") and was reconvened on June 10, 2016 (the "Reconvened District Meeting");
 - 13.2. The District Group's application at a hearing scheduled for July 15, 2016 (the "July 15 Hearing") for an Order sanctioning the District Plan (the "District Sanction Order"), declaring that the District Plan is fair and reasonable and declaring that the District Plan and all associated steps, compromises, transactions, arrangements, assignments, releases and reorganizations

effected by the District Plan are approved, binding and effective upon those creditors affected by the District Plan (the Monitor notes that the application for an Order sanctioning the DIL Plan has already been heard and that the Court will be making a determination with respect to the sanction of the DIL Plan at the same time as they make a determination with respect to the sanction of the District Plan); and

13.3. The District Group's application at a hearing scheduled for June 21, 2016 (the "June 21 Hearing") seeking an Order extending the Stay until September 30, 2016 (the "Extension").

The Stay of Proceedings

- 14. As previously reported, at the June 21 Hearing, the District Group will be making an application requesting the Extension.
- 15. Based on the Monitor's dealings with Management and the Monitor's review of the District Group's operations and restructuring efforts to date, we can advise that:
 - 15.1. The District Group appears to be acting in good faith and with due diligence;
 - 15.2. The District Group is cooperating with the Monitor and is making efforts to advance the CCAA proceedings as follows:
 - 15.2.1. As set out below, the District Plan has been approved by the required majority of Eligible Affected Creditors (as defined below) and the application for the District Sanction Order has been scheduled for the July 15 Hearing;
 - 15.2.2. The DIL Plan has been approved by the required majority of DIL Depositors and the application to sanction the DIL Plan has been heard. The Court is to make a determination on the sanction of the DIL Plan at the same time as it makes a determination on the sanction of the District Plan; and
 - 15.2.3. The ECHS and EMSS Plans have been sanctioned and have been implemented other than to the extent that certain provisions of the ECHS and EMSS Plans are dependent on whether or not the District Plan becomes effective.
 - 15.3. The Monitor is of the view that the creditors of the District Group will not be materially prejudiced by the Extension.
- 16. Based on the above, the Monitor supports the Extension.

The District Meeting

Eligible Affected Creditors

- 17. The District Plan includes only one class of affected creditors consisting of District Depositors and trade creditors (the "Trades") with proven claims or disputed claims that have not yet been settled or adjudicated (the "Eligible Affected Creditors").
- At the Filing Date and, as subsequently confirmed by a claims process approved by the Court on February 20, 2016, there were 2,600 Eligible Affected Creditors, who had claims totalling approximately \$96.7 million. These claims can be broken down as follows:
 - 18.1. Approximately 2,592 District Depositors with proven claims of approximately \$95.7 million; and
 - 18.2. Approximately 12 Trades, four of whom are also District Depositors, with proven claims of approximately \$956,700.

Notice of the Reconvened District Meeting

- 19. On March 21, 2016, the Court granted an Order authorizing the District to file the District Plan, subject to any further amendments being made, and to present the District Plan to the Eligible Affected Creditors at the District Meeting (the "District Meeting Order"). As previously reported the District Meeting was held on May 14, 2016 but was adjourned and reconvened on June 10, 2016 (defined above as the "Reconvened District Meeting").
- 20. As set out in the Nineteenth Report, all notice requirements set out in the District Meeting Order were complied with. A notice of the Reconvened District Meeting was posted on the Monitor's website on May 20, 2016, sent by email to Eligible Affected Creditors who are congregations on May 20, 2016 and sent by regular mail to all Eligible Affected Creditors on May 24, 2016.

Amendments to the District Plan

- 21. The District Plan was originally dated February 12, 2016 and filed by the District on February 16, 2016. The District Plan was subsequently amended five times with the Fifth Amended District Plan being filed on June 10, 2016 (the definition of "District Plan" includes all subsequent amendments except where otherwise noted).
- 22. The Nineteenth Report included the following summary of amendments that were made to the District Plan, between the date of the District Report and the District Meeting:

- 22.1. An amendment to the definition of the Monitor's Legal Counsel to include Cassels, Brock and Blackwell LLP (the "Legal Counsel Amendment");
- 22.2. An amendment to Article 8.2 to clarify that the Monitor, the Monitor's legal counsel, the Applicants' legal counsel, the CRO, legal counsel for the District Committee and the District Committee members are not released from any actions or omissions, which are not related to the CCAA proceedings or their commencement;
- 22.3. An amendment to Article 8.4(e) to reflect a wording clarification requested by the directors' and officers' liability insurer. This amendment does not change the meaning of this paragraph; and
- 22.4. A wording change to NewCo's articles of incorporation (the "NewCo Articles") to reflect the fact that all share transfers are subject to the approval of its board of directors. This was previously included in the NewCo Articles but needed to be duplicated under "Restrictions on Share Transfers" for administrative purposes.
- 23. The Monitor notes that the latest version of the District Plan filed as at the date of the Nineteenth Report did not yet include the Legal Counsel Amendment. A further version of the District Plan, being the Fifth Amended District Plan, which did include the Legal Counsel Amendment was subsequently filed on June 10, 2016.

The District Meeting

- 24. The Reconvened District Meeting was held on June 10, 2016 at 10:00 a.m. at Deloitte's offices located at 700 Bankers' Court, 850 2nd Street SW in Calgary. There were 12 attendees at the Reconvened District Meeting.
- 25. The minutes of the District Meeting are attached to the Nineteenth Report as "Schedule 15". The minutes of the Reconvened District Meeting are attached hereto as "Schedule 1".
- 26. At the Reconvened District Meeting, the Eligible Affected Creditors voted to accept the District Plan. The Monitor received a total of 1,294 votes from Eligible Affected Creditors with claims totaling approximately \$85.1 million. Of these votes, 1,239 were received via election letters and 55 were received via written ballots submitted in person or by proxy at the District Meeting. In total, 50% of Eligible Affected Creditors voted and the claims of those Eligible Affected Creditors who voted represented 88% of the total proven claims of Eligible Affected Creditors.
- 27. Of the 1294 Eligible Affected Creditors who voted, 1,076 or approximately 83%, voted in favour of the District Plan and 218 Eligible Affected Creditors, or approximately 17%, voted against the District Plan. Those Eligible Affected Creditors who voted in favour of the District Plan had claims totalling approximately \$65.0 million, or approximately 76% of the voting claims, and those Eligible Affected Creditors who voted Plan had claims totalling approximately \$65.0 million, or approximately 76% of the voting approximately \$20.1 million, or approximately 24% of the voting claims. As such, the District Plan was approved by the required majority, being two-thirds in dollar value and a majority in number of voting Eligible Affected Creditors.

Pursuant to the resolution that was passed, the Eligible Affected Creditors agreed to and accepted the District Plan and requested that the Court sanction the District Plan.

28. The Monitor notes that one creditor, Riverbend Lutheran Church Endowment Fund (the "Endowment Fund"), had indicated that they may wish to dispute how their vote was recorded. Based on information provided to the Monitor, the Monitor was of the view that the claim of the Endowment Fund (the "Endowment Fund Claim") formed part of a larger claim by Riverbend Lutheran Church. This view was shared by Riverbend Lutheran Church, who submitted an election letter in respect of their entire claim, including the Endowment Fund Claim. The Endowment Fund expressed the view that the Endowment Fund Claim should be dealt with separately from the claim of Riverbend Lutheran Church and indicated that they wished to submit a different vote than the vote recorded for Riverbend Lutheran Church. The Monitor indicated that they would report this objection but notes that a change in the vote recorded in respect of the Endowment Fund Claim would not have impacted the overall voting results, which would have been identical on a percentage basis in terms of the value of claims voting for and against the District Plan.

Conclusion

- 29. The Monitor supports the application for the District Sanction Order based on the following:
 - 29.1. The Monitor supports the District Plan and is of the view that the District Plan is fair and reasonable and appears to be in the best interest of all parties; and
 - 29.2. At the Reconvened District Meeting, the Eligible Affected Creditors voted in favour of the District Plan and requested that the Court sanction the District Plan.
- 30. The Monitor supports the District Group's application for the Extension, to be made at the June 21 Hearing, for the reasons set out herein.

DELOITTE RESTRUCTURING INC.,

In its capacity as Court-appointed Monitor of The Lutheran Church – Canada, The Alberta – British Columbia District, Encharis Community Housing and Services, Encharis Management and Support Services and The Lutheran Church – Canada, The Alberta – British Columbia District Investments Ltd. and not in its personal or corporate capacity

adh

Jeff Keeble CA, CIRP, CBV Senior Vice-President

Schedules



IN THE MATTER OF THE PLAN OF COMPROMISE AND ARRANGEMENT FOR LUTHERAN CHURCH - CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT (the "District") MINUTES OF THE RECONVENED MEETING OF THE CREDITORS OF THE DISTRICT (the "Reconvened District Meeting")

DATE AND TIME:	June 10, 2016 @ 10:00 a.m.
LOCATION:	Deloitte, 700 Bankers' Court, 850 2nd Street SW, Calgary, AB
CHAIR:	Vanessa A. Allen, Deloitte Restructuring Inc. ("Deloitte" or the "Monitor")
PRESENT:	See Attached Attendance List

ATTENDANCE

The Monitor acted as chair of the Reconvened District Meeting (the "Chair"). The Chair proceeded to record the attendance of those individuals and creditors present or represented at the Reconvened District Meeting. The Reconvened District Meeting began at approximately 11:15 a.m.

The Chair called the Reconvened District Meeting to order. The Reconvened District Meeting was called pursuant to the Order of the Court of Queen's Bench of Alberta (the "Court") granted on March 21, 2016 (the "Meeting Order"). Pursuant to the Meeting Order, the District Meeting had been commenced on May 14, 2016 but had been properly adjourned pursuant to the Meeting Order. The Monitor indicated that the Chair was granted the authority to chair the Reconvened District Meeting District Meeting Order.

An attendee inquired as to whether any of the congregations had changed their votes between the District Meeting and the Reconvened District Meeting. The Monitor indicated that they could not report on specific voting results.

[Defined terms herein are as defined in the Monitor's First Report to the Creditors of the District, dated March 28, 2016.]

QUORUM

The Chair examined the proxies filed with the Monitor. Pursuant to paragraph 23 of the Meeting Order, the required quorum for the Reconvened District Meeting is two Eligible Affected Creditors

present in person or by proxy at the Reconvened District Meeting. Based on those in attendance, the Monitor determined that a quorum was present at the Reconvened District Meeting. The proxy holders present were as recorded on the attached Attendance List.

An attendee inquired as to how many Eligible Affected Creditors were present and the Chair indicated that there were three Eligible Affected Creditors in attendance either in person or via proxy.

<u>AGENDA</u>

The Chair reported that the planned agenda for the Reconvened District Meeting was as follows:

- 1. Overview of Procedures to be followed at the Reconvened District Meeting;
- 2. Notice of the Reconvened District Meeting;
- 3. Vote on the District Plan; and
- 4. Adjournment.

OVERVIEW OF THE PROCEDURES TO BE FOLLOWED AT THE RECONVENED DISTRICT MEETING

The Chair indicated that the procedures to be followed at the Reconvened District Meeting would be consistent with those followed at the District Meeting.

The Chair specifically noted the following with respect to voting at the Reconvened District Meeting:

- The only people eligible to vote at the Reconvened District Meeting were those whose claims had been proven pursuant to the Claims Process Order that had been approved by the Court on February 20, 2015 (i.e. Eligible Affected Creditors) or those who were properly approved proxy holders for such individuals.
- 2. The Monitor indicated that all voting at the Reconvened District Meeting would be done by way of written ballot. Each Eligible Affected Creditor should have received a written ballot upon entering the Reconvened District Meeting.
- 3. The Monitor noted that each Eligible Affected Creditor would only be allowed to submit one written ballot or Election Letter. As such, if an Eligible Affected Creditor had previously submitted a written ballot or Election Letter (collectively referred to as Election Letters) but was now in attendance at the Reconvened District Meeting, they did not need to submit a further written ballot unless, prior to the vote being called, they wished to amend the vote they had previously submitted in which case, they could submit a written ballot, which would be considered to take precedence to the Election Letter that they had previously provided to the Monitor.

4. The Monitor noted that where an Election Letter and a proxy had been submitted and the proxy submitted did not specify the Eligible Affected Creditor's preference for voting for or against the District Plan and the proxy holder present at the Reconvened District Meeting wished to submit a different vote on behalf of the Eligible Affected Creditor for whom they were acting (compared to what was reflected in the Election Letter), the vote submitted by the proxy holder at the Reconvened District Meeting would take precedence.

The Monitor indicated that the voting results would not be reported at the District Meeting. Pursuant to the Meeting Order, the Monitor was to file a report to the Court as to the results of the District Meeting (the "Meeting Report") within seven days of the District Meeting. The Meeting Report would be posted on the Monitor's Website early the following week.

NOTICE OF THE RECONVENED DISTRICT MEETING

The Meeting Order prescribed how the Eligible Affected Creditors were to receive notice of the District Meeting. The Monitor confirmed that the notice requirements set out in the Meeting Order were complied with.

A Notice of the Reconvened District Meeting was posted on the Monitor's website on May 20, 2016, emailed to congregations on May 20, 2016 and sent by regular mail to all Eligible Affected Creditors on May 24, 2016.

THE VOTE ON THE DISTRICT PLAN

The Chair proceeded to the vote and read the following resolution in regard to the District Plan:

WHEREAS the District has made an application pursuant to the *Companies Creditors' Arrangement Act, R.S.C. 1985, c. C-36, as amended* (the "CCAA") to reorganize its affairs for the benefit of its creditors;

AND WHEREAS the District filed a fifth amended version of the District Plan with respect to its creditors on June 10, 2016 (all references to the District Plan include all subsequent amendments);

AND WHEREAS the Eligible Affected Creditors of the District have considered the District Plan and such other material and information as they, in their individual discretion, feel is necessary and appropriate to consider; AND WHEREAS the Eligible Affected Creditors understand that should the District Plan be sanctioned by the Court, it will be binding upon all of the Eligible Affected Creditors, subject to the conditions precedent and other terms and conditions set out more fully in the District Plan;

AND WHEREAS the Eligible Affected Creditors wish to agree to the proposed compromises and arrangements set out in the District Plan;

The Eligible Affected Creditors resolve that:

- 1. The District Plan be and hereby is agreed to and accepted by the Eligible Affected Creditors in accordance with its terms; and
- 2. The Court is requested to sanction the District Plan.

The Chair called for a vote from the Eligible Affected Creditors present at the Reconvened District Meeting. The Monitor inquired as to whether those present wished to vote at the Reconvened District Meeting and all those in attendance indicated that they did not.

ADJOURNMENT

There being no further business, the Reconvened District Meeting was adjourned.

DELOITTE RESTRUCTURING INC., IN ITS CAPACITY AS MONITOR OF LUTHERAN CHURCH – CANADA, 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., AND NOT IN ITS PERSONAL CAPACITY

Vanessa A. Allen

In the Matter of the Plan of Compromise or Arrangement of Lutheran Church Canada, The Alberta – British Columbia District Investments Ltd. Deloitte Restructuring Inc., Monitor

June 10, 2016

10:00 AM

Deloitte

700 Bankers Court, 850 2nd Street SW, Calgary, AB

Name (Print)	Name (Sign)	Name of depositor for whom
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Christa Nicholson	Ane	Counsel for Bishops Mcker Dell's mis
JEFF OLIVY		Counsel te Deloitta
Vanessa Allen	Man	
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In the Matter of the Plan of Compromise or Arrangement of Lutheran Church Canada, The Alberta – British Columbia District Investments Ltd.

Deloitte Restructuring Inc., Monitor

Name (Print)	Name (Sign)	Name of depositor for
		whom you act as a proxy
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CAM SHERBAN KEITH HABERSTICK Leanne Zimmer	Ten Pitet	
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