

Crocus Investment Fund

March 31, 2014 Quarterly Report

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1.0 Background

On June 28, 2005, pursuant to an application made by the Manitoba Securities Commission (“MSC”) under Section 27 of The Securities Act, the Court of Queen’s Bench (the “Court”) made an Order appointing Deloitte Restructuring Inc. (formerly Deloitte & Touche Inc., hereafter referred to as “Deloitte” or the “Receiver”) as Receiver and Manager of the Crocus Investment Fund (“Crocus” or the “Fund”). The Receiving Order appointed Deloitte as Receiver over all of Crocus’ current and future assets, undertakings and properties and granted the Receiver powers to carry out its duties as outlined in the Order.

The purpose of this Report is to report on the activities of the Receiver as well as to provide an update on the financial position of the Fund. The Report will cover the Receiver’s operations and activities since the December 31, 2013 Quarterly Report.

2.0 Activities of the Receiver

The following summarizes the major activities of the Receiver since December 31, 2013:

- Preparing the December 31, 2013 and March 31, 2014 Quarterly Reports.
- Administering the interim distributions of funds as outlined in the Court Orders of September 4, 2009 and December 12, 2011.
- Corresponding with numerous shareholders, brokers, dealers and intermediaries regarding the second distribution.
- Supervising and directing agents retained by the Receiver.
- Corresponding with individual Crocus shareholders.
- Ongoing monitoring of the remaining investee companies and discussions with various stakeholders of the investees with respect to possible courses of action regarding Crocus' investment in the investees.
- Ongoing discussions and negotiations with certain of the investee companies about possible exit strategies for Crocus.
- Fulfilling the duties of Crocus as General Partner of the Manitoba Science & Technology Fund ("MS&T").
- Corresponding with Crocus' landlord and sub-tenants regarding ongoing tenancy and sub-tenancy issues, including matters related to building operating costs.
- Corresponding with the Receiver's counsel regarding the litigation with the landlord and attendance at an examination for discovery.

3.0 Operations

The ongoing activities related to Crocus consist of investment monitoring, financial reporting, shareholder services and tax reporting. The Receiver no longer employs any former employees of Crocus but has sub-contracted certain information technology and back office services.

The Receiver continues to occupy a portion of the Crocus premises at 211 Bannatyne Avenue in Winnipeg (the “Leased Property”). The majority of the balance of the space which Crocus leased has been sublet.

4.0 Financial position

Financial information for Crocus has been prepared by the Receiver for the first fiscal quarter ended March 31, 2014, and is attached as Appendix 1.

The following summarizes the financial position of the Fund:

- Investments in cash and cash equivalents (Guaranteed Investment Certificates and Government Bonds) of approximately \$10.6 million. This excludes funds held in trust for shareholders relating to prior distributions, Court ordered holdbacks, or other settlements.
- Accounts receivable of approximately \$0.3 million. The majority of the balance consists of the balance due from the sale of one (1) portfolio investment. In addition, the balance includes accrued interest on marketable securities and portfolio investments.
- Net carrying value of the remaining Crocus portfolio of investees of approximately \$6.1 million. The portfolio valuation is primarily carried at the June 28, 2005 value which was derived from the external valuations completed after Crocus ceased trading in December 2004.

5.0 Portfolio

5.1 Background

As at June 28, 2005, there were 46 individual investee companies in the Crocus portfolio with a gross carrying value of approximately \$64.1 million.

Cumulatively to March 31, 2014, 40 of the 46 investments within the Crocus portfolio have been realized upon or are considered closed.

In summary, since its appointment, the Receiver has realized proceeds of approximately \$59.9 million for investments with a June 28, 2005 book value of approximately \$58.0 million, representing a recovery of approximately 103%. Crocus' carrying value for these investments, when it ceased trading in December 2004, was approximately \$92.0 million, which would represent a recovery of approximately 65%. In addition, since its appointment, the Receiver has eliminated exposure on approximately \$2.3 million in guarantees that had been reserved by Crocus.

5.2 Status

The status of the remaining investments is as follows:

Novra Technologies Inc. ("Novra")

- Novra is an investment held by the Fund representing both equity and debt obligations due to Crocus. The Receiver and the investee have entered into a long term agreement for the repayment of the indebtedness.

Manitoba Science & Technology Fund, Diamedica Inc., Genesys Ventures Inc., and ST Partnership

- Crocus is an investor in MS&T which is a limited partnership holding several science and technology investments. Crocus is the sole owner of the General Partner and the limited partners gave the General Partner a mandate to wind down the partnership. Crocus and MS&T's holdings include Diamedica Inc., Genesys Ventures Inc. and ST Partnership. There are numerous interrelationships amongst these entities. In some cases, the ability to negotiate divestitures of MS&T's science and technology investments is limited

given that certain of the companies are publicly traded with limited market liquidity. As a result, the timing of a complete disposition is unknown.

Canad Corporation Ltd. ("Canad")

- No exit agreement has been agreed upon with Canad.

6.0 Commitments and contingencies

The primary remaining obligation of the Fund is for the lease on the Leased Property which terminates on September 30, 2016. The agent for the landlord had previously notified the Receiver of a claim for past building operating costs of approximately \$0.2 million. The Receiver had several meetings with the agent regarding the quantification and potential settlement of the claim. No resolution was reached and on October 23, 2013, the agent for the landlord issued a statement of claim against Crocus and the Receiver for approximately \$0.1 million. The Receiver has filed a statement of defence and plead that as at October 31, 2013 it has overpaid building operating costs by approximately \$42,000. An examination for discovery took place on March 20, 2014.

There remains one known contingency for an indemnity provided by Crocus to an investee company.

7.0 Share value

The estimated net asset value of the Class A and Class I shares (the “Share Value”) as at March 31, 2014 was \$1.27 per share, as detailed in Appendix 1. As noted in previous reports, the Receiver emphasizes that the Share Value is an accounting book value partially based on the June 28, 2005 carrying value of the investment portfolio.

Future events will determine the ultimate realizable value of the portfolio. Such matters may have a material effect on the Share Value which is ultimately available for distribution to Crocus shareholders. The future events identified to date include:

- Possible further increases/reductions in the value of the portfolio as a result of ongoing investee performance;
- The length of time taken to realize on the portfolio;
- Professional costs incurred by the Receiver and its counsel as a result of current and future negotiations and litigation;
- Any provision for the difference between the head lease cost and sublease revenue for the Leased Property;
- Any additional guarantees or indemnities granted by Crocus which have not yet been identified; and/or
- All other costs of monitoring the portfolio and realizing on the assets.

The Receiver will continue to provide updates on the Share Value in future Quarterly Reports.

8.0 Class Action

Approximately two weeks following the appointment of the Receiver, a Class Action statement of claim (the “Class Action”) was issued against Crocus, Crocus Capital Inc. and 21 other defendants. The claim sought \$150 million in damages from the defendants for negligence and oppression, as well as punitive and exemplary damages. A second class action was subsequently filed against the Government of Manitoba (collectively referred to as the “Class Actions”). Certain of the defendants, namely certain former directors and officers of Crocus, Wellington West Inc., and BMO Nesbitt Burns Inc., claimed written or statutory indemnities from Crocus for any amounts which they might have been obliged to pay to the class action plaintiffs.

The parties in the Class Actions subsequently entered into various settlement agreements, the last of which was approved by Mr. Justice K. Hanssen on April 22, 2009.

As part of the settlements, the directors and officers assigned any claim for contribution and indemnity that they may have had to the Class Action plaintiff. Pursuant to this assignment, on June 25, 2010, the Class Action plaintiff filed a statement of claim against Fillmore Riley LLP (“Fillmore”) and Stafford F. Swain & Associates (“Stafford”). Fillmore had acted as counsel to the Fund and Stafford had provided valuation services. The claim was a representative action on behalf of the shareholder class and claimed damages of up to \$5.0 million, plus interest.

A settlement was reached and approved between the Class Action plaintiff and Stafford on November 15, 2011. The Receiver has received the settlement funds in the approximate amount of \$147,000.

Fillmore opposed and sought to have the claim against them struck. Fillmore’s motion was heard by the Court of Appeal and the claim by the Class Action plaintiff was upheld. The Class Action plaintiff had filed a motion to compel Fillmore to produce an affidavit of documents and to determine whether certain documents in Fillmore’s possession, including its solicitors’ file, are privileged. Subsequently, the Class Action plaintiff advised that a settlement with Fillmore has been reached in the approximate amount of \$35,000.

One of the previous settlement agreements was with PriceWaterhouseCoopers LLP (“PwC”), the Fund’s former auditors. As part of the settlement agreement, the Class Action plaintiff was required to hold \$0.5 million (the “Holdback Amount”) in trust to compensate or reimburse PwC for reasonable fees, disbursements or other expenses or charges that PwC may incur subsequent to the settlement agreement as a result of the claim assigned to the Class Action plaintiff against Fillmore or any related proceeding, or its involvement in a proceeding commenced by the Receiver against any Crocus investee. Upon final disposition of the claim against Fillmore an application will be made to Court for an order for the distribution of the Holdback Amount.

9.0 Interim distributions

9.1 First interim distribution

On September 4, 2009, the Court issued an Order authorizing a rateable interim distribution of approximately \$54.7 million to the Class A and Class I shareholders. Concurrent with the distribution, the Receiver also began distributing the net proceeds of the Class Actions settlements. Class A and Class I shareholders received \$3.83 per share from the approved distribution plus their portion of the Class Actions settlement.

As at March 31, 2014, the Receiver had paid out approximately \$52.8 million, or approximately 97%, of the first interim distribution, however, there remains approximately \$1.9 million in unclaimed distributions which includes approximately \$0.2 million in unclaimed Class Action settlements.

9.2 Second interim distribution

On December 12, 2011, the Court issued an Order authorizing a second interim distribution of approximately \$9.0 million to the Class A and Class I shareholders.

Mailings for the distribution took place in January 2012. As at March 31, 2014, the Receiver had paid out approximately \$8.1 million, or 90%, of the second interim distribution, however, there remains approximately \$0.9 million in unclaimed distributions.

10.0 Shareholder communication

The Receiver has continued to post Court Orders, Receiver's Reports, Quarterly Reports, media statements and shareholder letters on its website at www.deloitte.com/ca/crocusfund.

11.0 General

A Statement of Receipts and Disbursements for the period from June 28, 2005 to March 31, 2014 is attached as Appendix 2.

The Receiver will continue to keep the Court apprised of ongoing developments with the next Quarterly Report to be filed in mid-July 2014.

Respectfully submitted this 15th day of April, 2014.

DELOITTE RESTRUCTURING INC., in its capacity as Receiver and Manager of Crocus Investment Fund and not in its personal capacity.

A handwritten signature in black ink that reads "Steven Peleck". The signature is written in a cursive style with a large, stylized initial 'S'.

Per: Steven P. Peleck
Senior Vice-President

Appendix 1 – Crocus financial information as at March 31, 2014

Crocus Investment Fund
Consolidated Statement of Net Assets
As at March 31, 2014 (unaudited)

ASSETS

	March 31, 2014
Cash and equivalents	\$ 10,599,906
Cash in Trust - Holdback	1,000,000
Cash in Trust - 1st Interim Distribution	1,715,017
Cash in Trust - Class Action Settlements	220,430
Cash in Trust - 2nd Interim Distribution	933,924
Cash in Trust - Class Action Settlements	147,328
Investments in Manitoba businesses	6,127,136
	<u>20,743,741</u>

Accounts receivable	299,572
Capital assets	134,474
	<u>21,177,787</u>

LIABILITIES

Accounts payable and accrued liabilities	15,248
Due to Shareholders - 1st Interim Distribution	1,715,017
Due to Shareholders - Class Action Settlements	220,430
Due to Shareholders - 2nd Interim Distribution	933,924
Due to Shareholders - Class Action Settlements	147,328
	<u>18,145,840</u>

NET ASSETS

\$ 18,145,840

SHAREHOLDERS' EQUITY

Share capital	\$ 188,014,669
Deferred selling costs adjustment	(9,134,637)
1st Interim Distribution - Class "A" shares	(54,462,836)
2nd Interim Distribution - Class "A" shares	(8,956,466)
1st Interim Distribution - Class "I" & "L" shares	(264,956)
2nd Interim Distribution - Class "I" shares	(43,539)
Deficit	(97,006,395)
	<u>\$ 18,145,840</u>

NET ASSET VALUE PER SHARE

Net assets \$ 18,145,840

Balance attributed to the Class "A" Common and Series Two Class "I" Special Shares \$ 18,145,840

Number of issued Class "A" Common Shares 14,220,000

Number of issued Series Two Class "I" Special Shares 69,126

14,289,126

**NET ASSET VALUE PER CLASS "A" COMMON SHARE and
 SERIES TWO CLASS "I" SPECIAL SHARE**

\$ 1.27

Crocus Investment Fund
Consolidated Statement of Investment Portfolio
As at March 31, 2014 (unaudited)

INVESTMENTS IN MANITOBA BUSINESSES

Canad Corporation of Canada Inc.

Diamedica Inc.

Genesys Venture Inc.

Manitoba Science & Technology Fund

Novra Technologies Inc.

ST Partnership

INVESTMENTS IN MANITOBA BUSINESSES

\$	6,127,136
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Appendix 2 – Statement of receipts and disbursements to March 31, 2014

**Deloitte Restructuring Inc., Receiver and Manager of
CROCUS INVESTMENT FUND
Statement of Receipts and Disbursements
For the Period June 28, 2005 to March 31, 2014**

	June 28, 2005 to March 31, 2012	April 1, 2012 to March 31, 2014	Total
Receipts			
Cash and Short Term Investments on Hand	\$ 23,363,012	\$ -	\$ 23,363,012
Contract Back Office Services	518,463	-	518,463
Dividends-Portfolio	657,483	-	657,483
Income Tax Refund	283,503	184,171	467,674
Insurance Claim and Premium Refund	20,662	-	20,662
Interest-Portfolio	1,640,835	192,894	1,833,729
Interest-Short Term Investments	7,376,492	236,565	7,613,057
Investment Principal Repayments	2,890,163	135,394	3,025,557
Management Fees	1,118,517	88,263	1,206,780
Proceeds on Disposal of Investments	52,442,430	4,440,702	56,883,132
Rent/Sub-Lease	1,804,884	553,425	2,358,309
Sundry	297,476	-	297,476
Pre-Receivership Accounts Receivable	1,247,463	-	1,247,463
Class Action Settlements	6,812,978	147,328	6,960,306
Total Receipts	\$ 100,474,361	\$ 5,978,742	\$ 106,453,103
Disbursements			
Advances to Investees	\$ 265,132	\$ -	\$ 265,132
Capital Tax	200,257	-	200,257
Computer, Telephone and Office Expense	719,488	48,083	767,571
Consulting Fees	359,150	-	359,150
Employee Pension	442,922	-	442,922
Insurance - Indemnification	141,608	16,388	157,996
Investee Guarantee and Indemnification	1,344,677	-	1,344,677
Investment Expenses	218,497	245	218,742
Legal Fees	2,038,338	150,039	2,188,377
Disbursements	55,735	3,870	59,605
Taxes	261,922	18,456	280,378
Legal Fees - Indemnification	651,982	76,423	728,405
Disbursements	11,216	1,769	12,985
Taxes	50,057	9,254	59,311
Payroll & Benefits	1,735,550	-	1,735,550
Receiver and Manager Fees	7,130,967	766,037	7,897,004
Taxes	407,821	39,184	447,005
Rent	2,899,455	877,178	3,776,633
Settlements	579,116	-	579,116
Shareholder Services	1,317,222	412,662	1,729,884
Pre-Receivership Payables and Accruals	914,385	-	914,385
Total Disbursements	21,745,497	2,419,588	24,165,085
Excess of Receipts over Disbursements prior to:	78,728,864	3,559,154	82,288,018
1st Interim Distribution - Class "A" Shares	52,305,250	442,579	52,747,829
1st Interim Distribution - Class "I" & "L" Shares	264,955	-	264,955
Class Action Settlements	6,537,507	55,041	6,592,548
2nd Interim Distribution - Class "A" Shares	7,545,272	477,270	8,022,542
2nd Interim Distribution - Class "I" Shares	43,539	-	43,539
Excess of Receipts over Disbursements	\$ 12,032,341	\$ 2,584,264	\$ 14,616,605
Represented by:			
Short Term Investments and Bonds			\$ 10,599,906
Cash in Trust - Holdback			1,000,000
Cash in Trust - 1st Interim Distribution			1,715,017
Cash in Trust - 2nd Interim Distribution			933,924
Cash in Trust - Class Action Settlements			220,430
Cash in Trust - Class Action Settlements			147,328
			\$ 14,616,605

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