

No. S230764
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

ROYAL BANK OF CANADA

PLAINTIFF

AND:

1206546 B.C. LTD. and THOMAS GEORGE JACKSON

DEFENDANTS

ORDER MADE AFTER APPLICATION
(FEE APPROVAL & DISCHARGE)

BEFORE) THE HONOURABLE JUSTICE GOMERY)
BEFORE)) January 30, 2025
BEFORE))

ON THE APPLICATION OF Deloitte Restructuring Inc., in its capacity as receiver and receiver-manager (in such capacity the “Receiver”) of 1206546 B.C. Ltd. coming on for hearing at Vancouver, British Columbia, on this day, AND ON HEARING Mishaal Gill, counsel for the Receiver, those counsel listed in Schedule “A” hereto, and no one else despite being served; AND UPON READING the materials filed, including the Second Report of the Receiver to the Court dated March 19, 2024, the Third Report of the Receiver to the Court dated June 11, 2024 and the Fourth Report of the Receiver to Court dated January 27, 2025 (the “**Fourth Report**”);

THIS COURT ORDERS that:

1. The activities of the Receiver as described in the Fourth Report be and are hereby approved, provided however that only Deloitte Restructuring Inc. in its personal capacity and only with respect to its own personal liability shall be entitled to rely upon or utilize in any way such approval.
2. The Receiver’s statement of receipts and disbursements, in the form attached as Appendix “A” to the Fourth Report, be and is hereby approved.

3. After payment of: (i) the amounts due and owing to FTI Consulting Canada Inc., DLA Piper (Canada) LLP and Clark Wilson LLP in respect of the amounts respectively owed to them, to the maximum aggregate amount of \$171,255.00, for professional fees and secured by the administration charge granted in the Amended and Restated Initial Order made March 17, 2023, as amended, in Supreme Court of British Columbia Action number 231354 (Vancouver Registry); (ii) the amount of \$67,139.00 to Canada Revenue Agency in respect of its deemed trust claim for unremitted source deductions; (iii) the amount of \$9,725.00 to Service Canada in respect of its claim for amounts owing under the *Wage Earner Protection Program Act*, S.C. 2005, c. 47, s. 1; (iv) repayment of the amounts due and owing to Royal Bank of Canada (“**RBC**”) under the Receiver’s Borrowings Charge (as defined in the Receivership Order granted herein August 29, 2023 (the “**Receivership Order**”)); (v) the Completion Costs (as defined in the Fourth Report) respectively due to the Receiver and Fasken Martineau DuMoulin LLP for professional fees and secured by the administration charge granted in the Receivership Order; (vi) the amount of \$27,383.00 to Business Development Bank of Canada; (vii) the amount of \$15,000.00 to the Receiver for costs incurred in relation to the assignment into bankruptcy of 1206546 B.C. Ltd., the Receiver shall pay to the Petitioner, RBC, all funds remaining in its hands, subject to the Receiver maintaining sufficient funds to complete the administration of the receivership.
4. Upon payment of the amounts set out in paragraph 3 hereof and upon the Receiver filing a certificate certifying that it has completed the remaining outstanding activities described in the Fourth Report, the Receiver shall be discharged as Receiver of the assets, undertakings and property of the Company, provided that notwithstanding its discharge herein: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and (b) the Receiver shall continue to have the benefit of the provisions of all orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Deloitte Restructuring Inc. in its capacity as Receiver.
5. Deloitte Restructuring Inc., in its capacity as Receiver, shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of any order made in these proceedings, save and except:


- (a) any gross negligence or wilful misconduct on its part; or
- (b) amounts in respect of obligations imposed specifically on receivers by applicable legislation.

Nothing in this Order shall derogate from the protections afforded Deloitte Restructuring Inc., in its capacity as Receiver, by section 14.06 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “BIA”), or by any other applicable legislation.

- 6. Notwithstanding any provision herein, this Order shall not affect any person to whom notice of these proceedings was not delivered as required by the BIA and regulations thereto, any other applicable enactment or any other Order of this Court.
- 7. The Receiver may apply to this Court for advice and directions in relation to this order and any related matters.
- 8. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

9. Endorsement of this Order by counsel appearing, other than counsel for the Receiver, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT.



Signature of Mishaal Gill
Lawyer for the Receiver

BY THE COURT



REGISTRAR

FORM
CHECKED


SCHEDULE "A"

List of Counsel

	Royal Bank of Canada

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PETITIONER

AND:

1206546 B.C. LTD and THOMAS GEORGE JACKSON

RESPONDENT

ORDER MADE AFTER APPLICATION

(DISTRIBUTION & DISCHARGE)

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Counsel: Mishaal Gill
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