



Crocus Investment Fund

June 30, 2019 Quarterly Report

July 26, 2019

Table of contents

1.0	Background	1
2.0	Activities of the Receiver	2
3.0	Operations.....	3
4.0	Financial position.....	4
5.0	Portfolio	5
5.1	Background	5
5.2	Status.....	5
6.0	Commitments and contingencies.....	7
7.0	Share value	8
8.0	Interim distributions	9
8.1	First interim distribution	9
8.2	Second interim distribution	9
8.3	Third interim distribution	9
8.4	Unclaimed interim distributions	9
8.5	Future distributions.....	10
9.0	Shareholder communication	11
10.0	General.....	12
	Appendix 1 – Crocus financial information as at June 30, 2019	
	Appendix 2 – Statement of receipts and disbursements to June 30, 2019	

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 of Manitoba (the "Court") made an Order (the "Receiving 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 Receiving 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 March 31, 2019 Quarterly Report.

The financial information herein has not been audited and therefore the Receiver does not express any opinion on (a) the financial statements as of any date or for any period or (b) any financial data or other information referred to in this Report. The reader is cautioned that this Report may not disclose all matters and details about the ongoing Receivership proceedings. The Receiver 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. Any use which any party makes of this Report, or any reliance or decision to be made based on this Report, is the sole responsibility of such party.

2.0 Activities of the Receiver

The following summarizes the major activities of the Receiver since March 31, 2019:

- Preparing the March 31, 2019 and June 30, 2019 Quarterly Reports;
- Administering the interim distributions of funds as outlined in the Court Orders of September 4, 2009, December 12, 2011, and October 14, 2014;
- Corresponding with numerous shareholders, brokers, dealers, and intermediaries regarding the distributions and status of the Fund;
- Supervising and directing agents retained by the Receiver;
- Meeting and corresponding with individual Crocus shareholders;
- Corresponding with, and reporting to, the bare trustee for the Fund;
- Ongoing monitoring and realization 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;
- Fulfilling the duties of Crocus as General Partner of the Manitoba Science & Technology Fund ("MS&T"); and
- Corresponding and meeting with the Receiver's counsel with respect to certain litigation with one of the investees.

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.

4.0 Financial position

Financial information for Crocus has been prepared by the Receiver for the third fiscal quarter ended June 30, 2019, and is attached as Appendix 1.

The following are the more significant assets remaining in the Fund:

- Investments in cash and cash equivalents of approximately \$1.4 million. This excludes unclaimed funds of approximately \$2.0 million held in trust for shareholders relating to prior distributions; and
- Net carrying value of the remaining Crocus portfolio of investees of approximately \$5.0 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 June 30, 2019, 41 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 \$60.7 million for investments with a June 28, 2005 book value of approximately \$59.3 million, representing a recovery of approximately 102%. Crocus' carrying value for these investments, when it ceased trading in December 2004, was approximately \$95.1 million, which would represent a recovery of approximately 64%. 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 previously entered into a long-term agreement for the repayment of the indebtedness, with the final debt payment due on or before September 1, 2019.

Manitoba Science & Technology Fund, 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' holdings include Genesys Ventures Inc. and ST Partnership, and MS&T's holdings include Genesys Ventures Inc. and other science and technology investments. 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")

On June 19, 2014, the Receiver caused Crocus to commence proceedings against Leon Norman Ledohowski ("Leo"), LRC Holding Corporation Inc., and Canad Corporation Ltd. ("Canad") as Respondents in a Court of Queen's Bench filing. In its Notice of Application, Crocus sought various forms of relief including declarations that Leo had exercised his powers as a director of Canad, and that Canad had conducted its business and affairs in a manner that was oppressive of, or unfairly prejudicial to, or which unfairly disregarded, the interests of Crocus as a shareholder of Canad. The Notice of Application also sought an Order that Canad be liquidated and dissolved and that the proceeds from such liquidation be distributed to the shareholders of Canad. The Notice of Application was supported by an affidavit sworn by Steven P. Peleck (the "Peleck Affidavit"), in his capacity as Senior Vice-President of the Receiver. Counsel for Canad filed a motion seeking an order expunging certain parts of the Peleck Affidavit. The motion was heard on May 27, 2015 and, during submissions before Madam Justice Pfeutzner, it was agreed that the Notice of Application and the Peleck Affidavit would be expunged with leave to file amended documents.

On July 17, 2015, an Amended Notice of Application was filed seeking similar relief as was sought by the Receiver in June 2014. The Amended Notice of Application was supported by an affidavit sworn by Brent Warga ("Mr. Warga"), in his capacity as Senior Vice-President of the Receiver. The Respondents filed affidavit evidence on May 31, 2016. Cross-examinations on affidavits, which were rescheduled from March 2016 to May 2016 at the request of the Respondents, did not occur.

On September 12, 2016, the Receiver, along with its legal counsel, Thompson Dorfman Sweatman Law ("TDS"), met with Canad to revisit whether an exit strategy for Crocus could be mutually agreed upon. Although continued dialogue between the Receiver and Canad did occur subsequent to this meeting, an exit strategy was not reached. Accordingly, in response to the Respondents' affidavit evidence, a supplemental affidavit was sworn by Mr. Warga on November 7, 2017 and was filed with the Court, in continuance of the litigation proceedings.

On January 7, 2019, TDS sent correspondence to the Honourable Chief Justice Glenn D. Joyal describing the need for case management ("Case Management") pursuant to *Queen's Bench Rule* 50.1, and requesting that the parties be ordered to attend one or more case conferences. The Receiver and TDS were of the view that Case Management was appropriate in order to minimize the likelihood of further delays in the litigation proceedings, and to ensure that the most expeditious and least expensive determination or disposition of these proceedings is achieved.

On March 13, 2019, TDS and Canad's legal counsel met with the Honourable Chief Justice Glenn D. Joyal, at which time it was determined that Case Management was appropriate in the circumstances. The Honourable Justice Chris Martin ("Justice Martin") was subsequently appointed as Case Management Judge, and the parties had their initial appearance before Justice Martin on May 29, 2019.

After obtaining a preliminary understanding of the parties' positions, Justice Martin concluded that with the Receiver wanting to liquidate its position in Canad, and with Canad having some willingness to do so, the parties should concentrate on trying to come to an agreement rather than simply moving forward through the formal litigation process. Justice Martin suggested that he be invited to attempt to mediate a settlement through a judicially assisted dispute resolution ("JADR") process, conditional on both the Receiver and Canad participating in the mediation with the true objective of reaching a settlement. The JADR process is scheduled to commence on September 13, 2019.

6.0 Commitments and contingencies

The only remaining known contingency relates to an indemnity provided by Crocus to an investee company. This indemnity does not create a requirement for Crocus to fund the investee but does potentially alter the rights of Crocus and other shareholders of the investee.

7.0 Share value

The estimated net asset value of the Class A and Class I shares (the "Share Value") as at June 30, 2019 was \$0.45 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 it takes 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 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 Interim distributions

8.1 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 in the amount of approximately \$6.8 million. Class A and Class I shareholders received \$3.83 per share from the approved distribution plus their portion of the Class Actions settlements.

As at June 30, 2019, the Receiver had paid out approximately \$53.7 million, or approximately 98%, of the first interim distribution, and approximately \$6.7 million of the Class Actions settlements. There remains approximately \$1.1 million in unclaimed distributions.

8.2 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 June 30, 2019, the Receiver had paid out approximately \$8.6 million, or 96%, of the second interim distribution, however, there remains approximately \$0.4 million in unclaimed distributions.

8.3 Third interim distribution

On October 14, 2014, the Court issued an Order authorizing a third interim distribution of \$0.60 per share to the Class A and Class I shareholders, or approximately \$8.6 million. Concurrent with the distribution, the Receiver also distributed the remaining Class Actions settlements proceeds of approximately \$0.7 million.

Mailings for the distribution took place in October and November 2014. As at June 30, 2019, the Receiver had paid out approximately \$8.0 million, or 93%, of the third interim distribution and approximately \$0.6 million of the remaining Class Actions settlements. There remains approximately \$0.6 million in unclaimed distributions.

8.4 Unclaimed interim distributions

On December 9, 2016, the Receiver sent correspondence to all shareholders with any unclaimed funds from one (1) or more of the three (3) interim distributions. The correspondence was customized for each shareholder depending on the nature of the account held and the funds that remained unclaimed. The Receiver requested that shareholders follow the detailed instructions in the correspondence to claim their distribution entitlements at their earliest opportunity, and by no later than February 28, 2017. Shareholders were further advised that any funds remaining unclaimed subsequent to February 28, 2017 may be paid to the Minister of Finance, following which shareholders will be obligated to prove their entitlement to the funds.

In total 6,690 letters were sent to shareholders with unclaimed funds. Responses were received from approximately 40% (2,661) of these shareholders resulting in approximately \$1.3 million in funds being distributed.

The Receiver is currently assessing the costs associated with a final mailing to the approximately 4,029 shareholders with unclaimed funds prior to paying these funds to the Minister of Finance.

8.5 Future distributions

The majority of the Crocus assets have been realized upon with net proceeds of approximately \$72.3 million being approved by the Court for distribution to the Crocus shareholders. In addition, shareholders have been paid their portions of the Class Actions settlements and the Class Actions have been finalized.

As noted above, the Receiver currently has approximately \$1.4 million of cash and cash equivalents available to fund shareholder services operations and to continue to realize on the remaining five (5) investments. Given the illiquidity of the remaining investments, as well as the ongoing litigation with Canad, the Receiver is of the view that any future distribution will be based on the settlement or outcome of the Canad litigation. Accordingly, the Receiver is unable to determine when, or if, any future distributions will take place.

9.0 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.

10.0 General

A Statement of Receipts and Disbursements for the period from June 28, 2005 to June 30, 2019 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-October 2019.

Respectfully submitted this 26th day of July, 2019.

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



Per: Brent Warga, CPA, CA, CIRP, LIT
Senior Vice-President

Appendix 1 –
Crocus financial information as
at June 30, 2019

Crocus Investment Fund
Consolidated Statement of Net Assets
As at June 30, 2019 (unaudited)

ASSETS

	June 30, 2019
Cash and equivalents	\$ 1,408,611
Cash in Trust - Unclaimed Interim Distributions	2,028,578
Investments in Manitoba businesses	<u>5,013,714</u>
	8,450,903

Accounts receivable	<u>35,851</u>
	8,486,754

LIABILITIES

Accounts payable and accrued liabilities	9,162
Due to Shareholders - Interim Distributions	<u>2,028,578</u>

NET ASSETS

\$	<u><u>6,449,014</u></u>
----	-------------------------

SHAREHOLDERS' EQUITY

Share capital	\$ 188,014,669
Deferred selling costs adjustment	(9,134,637)
Interim Distributions - Class "A" shares	(71,951,299)
Interim Distributions - Class "I" shares	(349,771)
Interim Distributions - Class "L" shares	(200)
Deficit	<u>(100,129,748)</u>
	<u><u>\$ 6,449,014</u></u>

NET ASSET VALUE PER SHARE

Net assets	\$ 6,449,014
------------	--------------

Balance attributed to the Class "A" Common and Series Two Class "I" Special Shares	<u>\$ 6,449,014</u>
--	---------------------

Number of issued Class "A" Common Shares	14,220,000
Number of issued Series Two Class "I" Special Shares	<u>69,126</u>

14,289,126

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

\$	<u>0.45</u>
----	-------------

**Crocus Investment Fund
Consolidated Statement of Investment Portfolio
As at June 30, 2019 (unaudited)**

INVESTMENTS IN MANITOBA BUSINESSES

Canad Corporation of Canada Inc.

Genesys Venture Inc.

Manitoba Science & Technology Fund

Novra Technologies Inc.

ST Partnership

INVESTMENTS IN MANITOBA BUSINESSES

\$	5,013,714
----	-----------

Appendix 2 –
Statement of receipts and
disbursements to June 30, 2019

**Deloitte Restructuring Inc., Receiver and Manager of
CROCUS INVESTMENT FUND
Statement of Receipts and Disbursements
For the Period June 28, 2005 to June 30, 2019**

	June 28, 2005 to March 31, 2016	April 1, 2016 to June 30, 2019	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	160,000	817,483
Income Tax Refund	520,196	20,388	540,584
Insurance Claim and Premium Refund	20,662	-	20,662
Interest-Portfolio	1,929,765	82,494	2,012,259
Interest-Short Term Investments	7,727,235	91,730	7,818,965
Investment Principal Repayments	3,182,022	277,505	3,459,527
Management Fees	1,295,043	129,123	1,424,166
Proceeds on Disposal of Investments	57,140,767	97,625	57,238,392
Rent/Sub-Lease	2,671,548	-	2,671,548
Sundry	301,676	-	301,676
Pre-Receivership Accounts Receivable	1,247,463	-	1,247,463
Class Action Settlements	7,494,924	-	7,494,924
Total Receipts	\$ 108,070,259	\$ 858,865	\$ 108,929,124
Disbursements			
Advances to Investees	\$ 265,132	\$ -	\$ 265,132
Capital Tax	200,257	-	200,257
Computer, Telephone and Office Expense	856,301	19,640	875,941
Consulting Fees	359,150	-	359,150
Employee Pension	442,922	-	442,922
Insurance - Indemnification	167,563	-	167,563
Investee Guarantee and Indemnification	1,344,677	-	1,344,677
Investment Expenses	223,133	7,560	230,693
Legal Fees	2,292,238	56,878	2,349,116
Disbursements	64,678	2,512	67,190
Taxes	294,107	7,515	301,622
Legal Fees - Indemnification	728,405	-	728,405
Disbursements	12,985	-	12,985
Taxes	59,311	-	59,311
Payroll & Benefits	1,735,550	-	1,735,550
Receiver and Manager Fees	8,804,347	429,731	9,234,078
Taxes	491,554	21,862	513,416
Rent	4,317,703	-	4,317,703
Settlements	775,991	-	775,991
Shareholder Services	2,164,467	664,764	2,829,231
Pre-Receivership Payables and Accruals	914,385	-	914,385
Total Disbursements	26,514,856	1,210,462	27,725,318
Excess of Receipts over Disbursements prior to:	81,555,403	(351,597)	81,203,806
Interim Distributions - Class "A" Shares	68,782,103	1,305,722	70,087,825
Interim Distributions - Class "I" & "L" Shares	349,970	-	349,970
Class Action Settlements	7,222,807	106,015	7,328,822
Excess of Receipts over Disbursements	\$ 5,200,523	\$ (1,763,334)	\$ 3,437,189
Represented by:			
Short Term Investments and Bonds			\$ 1,408,611
Cash in Trust - Interim Distributions			2,028,578
			\$ 3,437,189



www.deloitte.ca

Deloitte, one of Canada's leading professional services firms, provides audit, tax, consulting, and financial advisory services. Deloitte LLP, an Ontario limited liability partnership, is the Canadian member firm of Deloitte Touche Tohmatsu Limited.

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee, and its network of member firms, each of which is a legally separate and independent entity. Please see www.deloitte.com/about for a detailed description of the legal structure of Deloitte Touche Tohmatsu Limited and its member firms.

© Deloitte LLP and affiliated entities.