

THE QUEEN'S BENCH

WINNIPEG CENTRE

IN THE MATTER OF: The Appointment of a Receiver pursuant to Section 243
of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-
3, as amended, and Section 55 of *The Court of Queen's
Bench Act*, C.C.S.M. c. C280

BETWEEN:

ROYAL BANK OF CANADA,

Plaintiff,

- and -

6382330 MANITOBA LTD., PGRP PROPERTIES INC.
and 6472240 MANITOBA LTD.,

Defendants.

NOTICE OF MOTION (DISCHARGE ORDER)
BEFORE MR. JUSTICE EDMOND
ON TUESDAY, FEBRUARY 23, 2021 at 9:00 a.m.

Thompson Dorfman Sweatman LLP
Barristers and Solicitors
1700 – 242 Hargrave Street
Winnipeg MB R3C 0V1
(Matter No. 0169515 RAM)
(Ross A. McFadyen: 204-934-2378)
(Fax. No. 204-934-0538)
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IN THE MATTER OF: The Appointment of a Receiver pursuant to Section 243
of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-
3, as amended, and Section 55 of *The Court of Queen's
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BETWEEN:

ROYAL BANK OF CANADA,

Plaintiff,

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6382330 MANITOBA LTD., PGRP PROPERTIES INC.,
and 6472240 MANITOBA LTD.,

Defendants.

NOTICE OF MOTION (DISCHARGE ORDER)

Deloitte Restructuring Inc. (the "**Receiver**"), in its capacity as receiver and manager of the Defendants, will make a motion before Mr. Justice Edmond on Wednesday, the 23rd day of February, 2021 at 9:00 a.m., or as soon after that time as the motion can be heard at the Winnipeg Law Courts Building, 408 York Avenue in Winnipeg, Manitoba.

THE MOTION IS FOR an Order, substantially in the form attached hereto and marked as Schedule "A" (based on the Model Form of Discharge Order as adopted by this Honourable Court):

1. Validating or otherwise abridging the time for service of this notice of motion and the materials related thereto such that this motion is properly returnable on the stated hearing date with no further service required;
2. Approving of the Second Report of the Receiver dated February 12, 2021 (the “**Second Report**”) and the activities and conduct of the Receiver described therein, including the Receiver’s Statement of Receipts and Disbursements and the accounts of the Receiver and its counsel, and the further proposed final estimates of fees and disbursements of the Receiver and its counsel;
3. Providing for the discharge of the Receiver following a distribution to the Plaintiff, Royal Bank of Canada, as previously authorized by this Honourable Court; and
4. Such further and other relief as the circumstances of this proceeding may require and as this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

1. Pursuant to the Receivership Order, this Honourable Court appointed Deloitte Restructuring Inc. as Receiver of the Defendants, specifically with respect to the property located at 620 - 626 Ellice Avenue in Winnipeg, Manitoba.
2. Subject to the Receiver completing a further distribution to the Plaintiff, Royal Bank of Canada, as previously authorized by this Honourable Court, the

administration of the receivership estate will be complete, and it is therefore appropriate to make provision for the discharge of the Receiver.

3. The inherent jurisdiction of this Honourable Court.
4. Paragraphs 3, 18, 19 and 27 of the Receivership Order.
5. Section 95 of *The Corporations Act*, C.C.S.M. c. C225.
6. Rules 2.03, 3.02, 16.04, 16.08 and 37 of the *Queen's Bench Rules*, M.R. 553/88, as amended.
7. Rules 3, 4, 6, 11 and 13 of the *Bankruptcy and Insolvency General Rules*, C.R.C. c. 368.
8. Such further and other grounds as counsel for the Receiver may advise and as this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The First Report of the Receiver, dated December 10, 2020;
2. The Second Report of the Receiver, dated February 12, 2021; and

3. Such further and other documentary evidence as counsel for the Receiver may advise and as this Honourable Court may permit.

February 12, 2021

Thompson Dorfman Sweatman LLP
1700 – 242 Hargrave Street
Winnipeg MB R3C 0V1
Ross A. McFadyen
Telephone: 204-934-2378
Fax: 204-934-0538
E-mail: ram@tdslaw.com
Counsel for the Receiver, Deloitte
Restructuring Inc.

TO: THE ATTACHED SERVICE LIST (as of May 15, 2020)

AND TO: RICHARD DOERING, operating as “Pawn Traders” (via email)

AND TO: HILL SOKALSKI WALSH LLP
Litigation Counsel
2670 – 360 Main Street
Winnipeg MB R3C 3Z3
Kelsey M. McIntyre
Telephone: 204-943-6740
Fax: 204-943-3934
Email: kmcintyre@hillcounsel.com
Counsel for PGRP Properties Inc. and Patrick Vaughn Penner

AND TO: LEVENE TADMAN GOLUB LAW CORPORATION
Barristers and Solicitors
700 – 330 St. Mary Avenue
Winnipeg MB R3C 3Z5
Wayne M. Onchulenko
Telephone: 204-957-6402
Fax: 204-957-1696
Email: wonchulenko@ltglc.ca
Counsel for 6382330 Manitoba Ltd., 6472240 Manitoba Ltd., Stephen
Glen Collins and Paul Owen Arsenault

THE QUEEN'S BENCH
Winnipeg Centre

IN THE MATTER OF:

The Appointment of a Receiver pursuant to Section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended and Section 55 of *The Court of Queen's Bench Act*, C.C.S.M. c. C280

BETWEEN:

ROYAL BANK OF CANADA,

Plaintiff,

- and -

**6382330 MANITOBA LTD., PGRP PROPERTIES INC., and
6472240 MANITOBA LTD.**

Defendants.

**SERVICE LIST AS AT
May 15, 2020**

FILLMORE RILEY LLP

Barristers, Solicitors & Trademark Agents
1700 - 360 Main Street
Winnipeg, Manitoba R3C 3Z3

Telephone: 204-957-8319

Facsimile: 204-954-0319

J. MICHAEL J. DOW

File No. 180007-848/JMD

THE QUEEN'S BENCH
Winnipeg Centre

IN THE MATTER OF:

The Appointment of a Receiver pursuant to Section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended and Section 55 of *The Court of Queen's Bench Act*, C.C.S.M. c. C280

BETWEEN:

ROYAL BANK OF CANADA,

Plaintiff,

- and -

**6382330 MANITOBA LTD., PGRP PROPERTIES INC., and
6472240 MANITOBA LTD.**

Defendants.

SERVICE LIST

Party/Counsel	Telephone	Email	Party Representative
FILLMORE RILEY LLP 1700-360 Main Street Winnipeg, Manitoba R3C 3Z3 J. MICHAEL J. DOW Facsimile: 204-954-0319	204-957-8319	mdow@fillmoreriley.com	Counsel for Royal Bank of Canada
DELOITTE RESTRUCTURING INC. 2300-360 Main Street Winnipeg, Manitoba R3C 3Z3 BRENT WARGA Facsimile: 204-947-2689 JOHN FRITZ Facsimile 204-947-2689	204-944-3611 204-944-3586	bwarga@deloitte.ca jofritz@deloitte.ca	Receiver
THOMPSON DORFMAN SWEATMAN LLP 1700-242 Hargrave Street Winnipeg, Manitoba R3C 0V1 ROSS A. MCFADYEN Facsimile: 204-934-0538	204-934-2378	ram@tdslaw.com	Counsel for the Receiver

<p>6382330 MANITOBA LTD. 534 Stradbrook Avenue Winnipeg, Manitoba R3L 0J9</p> <p>GLEN COLLINS</p> <p>PATRICK PENNER</p>		<p>sglencollins@outlook.com</p> <p>pkharpenn@shaw.ca</p>	<p>The Debtor</p>
<p>PGRP PROPERTIES INC. 155 Foch Avenue Winnipeg, Manitoba R2C 5J1</p> <p>PATRICK PENNER</p>		<p>pkharpenn@shaw.ca</p>	<p>The Debtor</p>
<p>6472240 MANITOBA LTD. 534 Stradbrook Avenue Winnipeg, Manitoba R3L 0J9</p> <p>GLEN COLLINS</p>		<p>sglencollins@outlook.com</p>	<p>The Debtor</p>
<p>ADVANTAGE MORTGAGE CENTRE INC. #2-1761 Pembina Highway Winnipeg, Manitoba R3T 2G6</p> <p>WILLIAM D. (BILL) EVANS Facsimile: 204-987-5623</p>	<p>204-960-6848</p>	<p>wdevans@mts.net</p>	<p>Mortgagee</p>
<p>ADVANTAGE MORTGAGE CENTRE INC. 193 Henlow Bay Winnipeg, Manitoba R3Y 1G4</p> <p>DENIS BRUNET Facsimile: 204-987-5623</p>	<p>204-987-5620</p>	<p>dabrunet@shaw.ca</p>	<p>Mortgagee</p>
<p>MANITOBA JUSTICE – CROWN LAW DIVISION 730-405 Broadway Winnipeg, Manitoba R3C 3L6</p> <p>MARK STONYK</p>	<p>204-945-8409</p>	<p>Mark.Stonyk@gov.mb.ca</p>	<p>Director of Residential Tenancies</p>

<p>MANITOBA JUSTICE – CIVIL LEGAL SERVICES 730-405 Broadway Winnipeg, Manitoba R3C 3L6</p> <p>SEAN D. BOYD Facsimile: 204-948-2826</p> <p>SHELLEY L. HANER Facsimile: 204-948-2826</p>	<p>204-945-0165</p> <p>204-945-0243</p>	<p>sean.boyd@gov.mb.ca</p> <p>shelley.haner@gov.mb.ca</p>	<p>Counsel for the Province of Manitoba</p>
<p>DEPARTMENT OF JUSTICE 301-310 Broadway Winnipeg, Manitoba R3C 0S6</p> <p>PENNY L. PIPER Facsimile: 204-984-5434</p>	<p>204-984-1756</p>	<p>penny.piper@justice.gc.ca</p>	<p>Counsel for Her Majesty The Queen</p>
<p>STEINBACH CREDIT UNION 333 Main Street Steinbach, Manitoba R5G 1B1</p> <p>DORIS ANDRES</p>	<p>204-346-9221</p>	<p>DAndres@scu.mb.ca</p>	<p>Loss Prevention Officer</p>
<p>MANITOBA HYDRO 360 Portage Avenue Winnipeg, Manitoba R3C 0G8</p> <p>ARLIE PELLETIER</p>	<p>204-360-5700</p>	<p>MHBankruptcyInfo@hydro.mb.ca</p>	<p>Bankruptcy & Insolvency Representative, Credit & Recovery Services</p>
<p>DELOITTE 2300-360 Main Street Winnipeg, Manitoba R3C 3Z3</p> <p>JOHN R. FRITZ LIT Facsimile: 204-947-2689</p>	<p>204-942-0051</p>	<p>jofritz@deloitte.ca</p>	<p>Financial Advisory</p>
<p>COINAMATIC CANADA INC. 301 Matheson Boulevard W Mississauga, ON L5R 3G3</p> <p>MONIQUE KOPPENS Facsimile: 905-755-8885</p>	<p>905-755-1946 Ext. 2706</p>	<p>MKoppens@coinamatic.com</p>	<p>Law Clerk, Legal Affairs</p>

TYSON DUCHARME 18-709 Regent Avenue Winnipeg, MB R2C 1S2	204-250-8079	<u>Tysond42@gmail.com</u>	
GLEN COLLINS 1-534 Stradbrook Avenue Winnipeg, MB R3L 0J9	204-793-2334	<u>sglencollins@outlook.com</u>	

SCHEDULE A

File No. CI 19-01-23329

THE QUEEN'S BENCH

WINNIPEG CENTRE

IN THE MATTER OF: The Appointment of a Receiver pursuant to Section 243
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3, as amended, and Section 55 of *The Court of Queen's
Bench Act*, C.C.S.M. c. C280

BETWEEN:

ROYAL BANK OF CANADA,

Plaintiff,

- and -

6382330 MANITOBA LTD., PGRP PROPERTIES INC.
and 6472240 MANITOBA LTD.,

Defendants.

DISCHARGE ORDER

Thompson Dorfman Sweatman LLP
Barristers and Solicitors
1700 – 242 Hargrave Street
Winnipeg MB R3C 0V1

(Matter No. 0169515 RAM)
(Ross A. McFadyen: 204-934-2378)
(Fax. No. 204-934-0538)
(Toll Free: 1-855-483-7529)
(Email: ram@tdslaw.com)

THE QUEEN'S BENCH

WINNIPEG CENTRE

THE HONOURABLE) Tuesday, the 23rd day of February,
MR. JUSTICE EDMOND) 2021
)

IN THE MATTER OF: The Appointment of a Receiver pursuant to Section 243
of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-
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BETWEEN:

ROYAL BANK OF CANADA,

Plaintiff,

- and -

6382330 MANITOBA LTD., PGRP PROPERTIES INC.
and 6472240 MANITOBA LTD.,

Defendants.

DISCHARGE ORDER

THIS MOTION, made by [Deloitte Restructuring Inc.](#) in its capacity as Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of the Defendants [6382330 Manitoba Ltd.](#), [PGRP Properties Inc.](#) and [6472240 Manitoba Ltd.](#) (collectively, the “**Debtors**”) acquired for, or used in relation to the [business carried on by the Debtors at the real property located at or about 620 – 626 Ellice Avenue in Winnipeg, Manitoba](#), for an Order discharging the Receiver and

other relief was heard this day at the Winnipeg Law Courts Building, 408 York Avenue in Winnipeg, Manitoba.

ON READING the First Report of the Receiver dated December 10, 2020 and the Second Report of the Receiver dated February 12, 2021 (the “Second Report”) and the Affidavit of Marlene Starenky sworn September 10, 2019, and on hearing the submissions of counsel for the Receiver, counsel for the Plaintiff, and _____, no one else appearing for any other person on the Service List, although served as evidenced by the Affidavit of Service of Ross A. McFadyen affirmed February 12, 2021, filed:

1. THIS COURT ORDERS that time for service of the Notice of Motion and the supporting materials is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

~~1.2.~~ THIS COURT ORDERS that the activities of the Receiver, as set out in the Second Report, including the Receiver’s Statement of Receipts and Disbursements, are hereby approved.

~~2.3.~~ THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel as set out in the Second Report, including the Estimated Receiver Fees and the Estimated Legal Fees (as defined in paragraphs 9 and 12, respectively, of the Second Report), are hereby approved.

~~3.4.~~ THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands to [the Plaintiff, Royal Bank of Canada](#).

~~4.5.~~ THIS COURT ORDERS that upon payment of the amount set out in paragraph 4 hereof and upon the Receiver filing a certificate substantially in the form attached hereto as Schedule A to this Order certifying that it has completed the other activities described in the Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtors, provided however that notwithstanding its discharge herein (a) the Receiver shall remain the 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 proceeding in favour of [Deloitte Restructuring Inc.](#) in its capacity as Receiver.

~~5.6.~~ THIS COURT ORDERS AND DECLARES THAT [Deloitte Restructuring Inc.](#) is hereby released and discharged from any and all liability that [Deloitte Restructuring Inc.](#) now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of [Deloitte Restructuring Inc.](#) while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, [Deloitte Restructuring Inc.](#) is hereby forever released and discharged from any and all liability

relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

~~6.7.~~ THIS COURT ORDERS AND DECLARES that no action or other proceeding shall be commenced against the Receiver, including its officers, directors, employees, solicitors and agents and assigns in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on notice to the Receiver, and upon such terms as this Court may direct.

February , 2021

I, ROSS A. MCFADYEN OF THE FIRM OF THOMPSON DORFMAN SWEATMAN LLP HEREBY CERTIFY THAT I HAVE RECEIVED THE CONSENTS AS TO FORM OF THE FOLLOWING PARTIES: THE PLAINTIFF AND 6382330 MANITOBA LTD., 6472240 MANITOBA LTD., STEPHEN GLEN COLLINS AND PAUL OWEN ARSENAULT, AS DIRECTED BY THE HONOURABLE MR. JUSTICE EDMOND.

SCHEDULE "A"

FORM OF RECEIVER'S CERTIFICATE

THE QUEEN'S BENCH

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BETWEEN:

ROYAL BANK OF CANADA,

Plaintiff,

- and -

6382330 MANITOBA LTD., PGRP PROPERTIES INC.
and 6472240 MANITOBA LTD.,

Defendants.

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to the Order of the Honourable Mr. Justice Edmond of the Manitoba Court of Queen's Bench (the "**Court**") dated September 26, 2019, Deloitte Restructuring Inc. was appointed as the receiver and manager (the "**Receiver**") of certain of the undertaking, property and assets of the Defendants.

B. Pursuant to an Order of the Court dated February 23, 2021 (the "**Discharge Order**"), the Court ordered that upon the Receiver filing with the Court a certificate certifying that it has completed the payment as directed by paragraph 4 of the said Discharge Order, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Defendants.

THE RECEIVER CERTIFIES the following:

1. The Receiver has completed the payment as directed by paragraph 4 of the Discharge Order; and
2. This Certificate was delivered by the Receiver at the City of Winnipeg, in Manitoba on the _____ day of _____, 2021.

Deloitte Restructuring Inc., in its capacity as Receiver of the undertaking, property and assets of the Defendants, and not in its personal capacity

per: _____
Name:
Title: