

COURT FILE NUMBER 1701-08644

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF CENTURION MORTGAGE CAPITAL CORPORATION

DEFENDANTS THE BRIDGES STEPS LIMITED PARTNERSHIP, by its general partner, GIUSTINI BRIDGES INC., GIUSTINI BRIDGES INC., ASSURED DEVELOPMENTS LTD., GIUSTINI DEVELOPMENT CORPORATION, SBG INVESTMENT CORP., 1670749 ALBERTA LTD., 1670759 ALBERTA LTD., CANTERRA CUSTOM HOMES INC., and JORDAN GIUSTINI

DOCUMENT **SECOND AND FINAL REPORT OF THE COURT APPOINTED RECEIVER AND MANAGER OF THE BRIDGES STEPS LIMITED PARTNERSHIP AND GIUSTINI BRIDGES INC.**

DATED NOVEMBER 19, 2018

PREPARED BY DELOITTE RESTRUCTURING INC.

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Counsel

Dentons Canada LLP
Bankers Court
15th Floor, 850 – 2nd Street S.W.
Calgary, AB T2P 0R8

Attention: David Mann/Afshan Naveed

Telephone/Facsimile: 403-268-7097 / 403-268-3100
File No.: 177191-2981

Receiver and Manager

Deloitte Restructuring Inc.
700, 850 – 2nd Street SW
Calgary, AB T2P 0R8

Attention: Robert J. Taylor

Telephone/Facsimile: 403-267-0501 / 403-718-3681
Email: bobtaylor@deloitte.ca

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INTRODUCTION

- 1) Pursuant to an Order (the "**Receivership Order**") of the Court of Queen's Bench of Alberta (the "**Court**") granted on July 25, 2017 (the "**Date of Receivership**"), Deloitte Restructuring Inc. ("**Deloitte**") was appointed receiver and manager (the "**Receiver**") of the land described as Plan 0512930 Block 7 Lot 1 (the "**Mortgaged Lands**") and of all the undertakings, property and assets of The Bridges Steps Limited Partnership ("**BSLP**") and Giustini Bridges Inc. ("**GBI**") (collectively the "**Debtors**") situated upon or relating to the Mortgaged Lands.
- 2) The Receivership Order was granted as a result of an application by Centurion Mortgage Capital Corporation ("**Centurion**"), who holds registered security over all of the Debtors' present and after-acquired real and personal property and by consent of counsel for the Defendants.
- 3) Following the issuance of the Receivership Order, the Receiver, on August 3, 2017, mailed to all known creditors of the Debtors, the Notice and Statement of the Receiver (the "**Notice to Creditors**") pursuant to subsections 245(1) and 246(1) of the *Bankruptcy and Insolvency Act* (Canada).
- 4) On November 27, 2017, the Court granted a Redemption Order as amended by the Consent Order granted on January 5, 2018 (collectively the "**Judicial Listing Order**") which set out certain terms and conditions including listing price and minimum listing period in connection to the sale process of the Mortgaged Lands by a realtor (the "**Judicial Sales Process**").
- 5) On April 10, 2018, the First Report of the Receiver (the "**First Report**") was filed in support of the Order pronounced on April 24, 2018 (the "**April 24 Order**"), approving a 90-day extension of the Judicial Sales Process, along with the actions of the Receiver.
- 6) On July 5, 2018, Centurion filed an affidavit in support of the Order pronounced on July 19, 2018 (the "**July 19 Order**"), approving the second 90-day extension of the Judicial Sales Process.
- 7) The Receivership Order, the Judicial Listing Order, related supplementary documents, the Notice to Creditors, the First Report, and this second and final report of the Receiver (this "**Second Report**") are posted on the Receiver's website at <http://www.insolvencies.deloitte.ca/en-ca/Pages/Bridges.aspx>
- 8) Unless otherwise stated, all other capitalized terms not defined in this Report are as defined in the Receivership Order, the Judicial Listing Order, and in the First Report.

Purpose

- 9) The purpose of this Report is to:
 - a) Provide the Court with an update of the Receiver's activities since the date of the First Report; and
 - b) Respectfully recommend that this Honourable Court:
 - i. Approve the actions of the Receiver as outlined in this Second Report;

- ii. Approve the Receiver's Combined Actual and Estimated Statement of Receipts and Disbursements for the period from July 25, 2017 to December 31, 2018 (the "**Final SRD**");
- iii. Approve the professional fees and disbursements of the Receiver over the course of the receivership, including the payment of estimated fees to the completion of the administration of the estate, as set out herein;
- iv. If necessary, approve an increase in the maximum outstanding principle amount of the Receiver's Borrowing Facility (as defined later in this Second Report) from \$375,000 to \$500,000 to continue maintenance and preservation activities in respect of the Mortgaged Lands for the duration of the Judicial Sales Process;
- v. Approve the discharge of the Receiver after disbursement of all funds held and concluding all administrative matters; and
- vi. Provide such further and other relief that the Court considers just and warranted in the circumstances.

Terms of Reference

- 10) In developing this Report, the Receiver has relied upon unaudited financial information prepared by the Debtors' management, the Debtors' books and records and discussions with its management. The Receiver has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the *Chartered Professional Accountants Canada Handbook* and, accordingly, the Receiver expresses no opinion or other form of assurance in respect of the information.

Currency

- 11) All dollar amounts in this Second Report are in Canadian dollars, unless otherwise indicated.

RECEIVER'S ACTIVITIES

- 12) The Receiver has undertaken the following activities since the date of the First Report:
 - a) Continued to monitor and maintain the Mortgage Lands while the Judicial Sales Process runs its course;
 - b) Provided interested parties access to the Mortgage Lands in connection with the Judicial Sales Process;
 - c) Corresponded with various parties on the status of the receivership;
 - d) Addressed GST matters;
 - e) Attended a consultation meeting, held by Centurion, with the purchase contract holders of units (the "**Purchasers**") in the development project of the Mortgaged Lands known as the Steps Bridges Project (the "**Project**");

- f) Prepared, reviewed, and finalized this Second Report including the Final SRD; and
- g) Addressed various additional matters as they arose from time to time.

PURCHASER'S CONTRACTS AND DEPOSITS

- 13) McLeod Law LLP ("**McLeod**") previously held total deposits of approximately \$2.6M in trust in respect of the Purchaser Contracts. Prior to the Date of Receivership, Aviva Insurance Company of Canada ("**Aviva**") authorized the release of \$2.3 million in deposits by McLeod for Project purposes. Aviva provided deposit protection to the Debtors to ensure that any deposits Aviva authorized to be released from trust are insured.
- 14) A deposit of approximately \$30,000 was paid into Court as a result of litigation proceedings commenced against the Debtors by a Purchaser prior to the Date of Receivership. The Receiver understands that the deposit is being held by the Court and accordingly, the Purchaser would have no claim against Aviva as the deposit remains with the Court.
- 15) McLeod continues to hold the remaining deposits of approximately \$239,000 until further direction is provided by the Receiver and/or the Court.
- 16) On October 11, 2018, Centurion held two consultation meetings with the Purchasers to advise of next steps in the foreclosure process and Centurion's intention to build out the Project. Centurion advised the Purchasers that it would like to retain all Purchase Contracts currently in place.
- 17) The Receiver understands that many of the Purchasers have indicated that they do not intend to close on their respective purchase contracts and wish to recover their deposits forthwith.
- 18) The Receiver takes no position regarding the Purchaser Contracts and the respective deposits.

JUDICIAL LISTING OF THE PROJECT

- 19) CBRE Limited ("**CBRE**") was retained to list the Mortgage Lands for sale in accordance with the Judicial Listing Order and the subsequent April 24 Order and July 19 Order. The listing price was reduced from \$19,500,000 to \$15,650,000, pursuant to the April 24 Order. The latest listing period expired on October 21, 2018.
- 20) CBRE undertook an extensive sales and marketing process deploying various marketing tools including, but not limited to, posting the listing on CBRE's commercial website, posting the listing on CBRE's in-house marketing database, posting the listing on online commercial real estate marketplaces such as LoopNet and Canada Plus (which are websites used to list multiple commercial properties), as well as featuring the Mortgaged Lands in CBRE's quarterly Property Update news letters.
- 21) CBRE has reported to Centurion that the Mortgaged Lands was marketed at the reduced listing price to approximately 2,522 prospective purchasers and interested parties using the marketing tools noted in paragraph 20 above.

- 22) 18 parties executed confidentially agreements ("CA") with CBRE in order to be able to review additional information and documentation relating to the Mortgaged Lands. Five of these parties toured the site.
- 23) At the expiry of the October 12, 2018 Judicial Listing, CBRE had received three formal written offers. All offers were not considered to be commercially reasonable by CBRE and Centurion.
- 24) CBRE has advised that the listing price is not achievable despite initial interest expressed by the parties who executed CAs and the desirable location of the Mortgaged Lands. Interested parties have advised that the value of the Mortgaged Lands is, in their view, less than the current listing price.
- 25) A copy of CBRE's marketing report dated November 14, 2018 is attached hereto as Appendix "A".

FEES AND DISBURSEMENTS OF THE RECEIVER

- 26) The Receiver's professional fees are calculated based on hours spent at rates established by each professional based on their respective qualifications and experience.
- 27) The Receiver's professional fees for administration of the receivership to date total approximately \$66,000 (excluding GST). This total includes interim invoices for the Receiver's professional fees from July 25, 2017 to October 20, 2018 totalling approximately \$65,000 (excluding GST) and work-in-progress for the period October 21, 2018 to November 9, 2018 in the amount of \$1,000 (excluding GST).
- 28) The Receiver estimates it will incur approximately an additional \$10,000 (excluding GST) in connection with providing this Second Report, attending the Court application, finalizing all administrative matters and obtaining its discharge. Copies of invoices rendered by the Receiver are attached as Appendix "B".
- 29) The Receiver did not retain independent legal counsel during the receivership proceedings, and accordingly, has incurred no legal fees.

STATEMENT OF RECEIPTS AND DISBURSEMENTS

- 30) Attached as Appendix "C" is the Final SRD, which reflects actual receipts and disbursement for the period July 25, 2017 to November 9, 2018 and estimated receipts and disbursements for the period November 10, 2018 to December 31, 2018.
- 31) As at November 9, 2018, the Receiver held approximately \$13,000 in its trust account. The Receiver estimates that the funds it holds will be applied against costs incurred to oversee the Mortgaged Lands until the judicial foreclosure process concludes such that no refund will be available for distribution. The balance of the Receiver's fees and costs will be paid by Centurion.
- 32) Additional costs to monitor and maintain the Mortgaged Lands will be incurred up to the date the judicial foreclosure process concludes. The Receiver estimates that, if necessary, additional costs to December 31, 2018 will average between \$69,000 and \$88,400, excluding Receiver's fees.

- 33) The Receiver will require funds exceeding the Borrowing Facility of \$375,000 as set out in the April 24 Order to continue to administer the receivership and to maintain and preserve the Mortgaged Lands during the judicial foreclosure process. Accordingly, the Receiver recommends that the Borrowing Facility be increased from \$375,000 to \$500,000.
- 34) Centurion agrees with the proposed Borrowing Facility increase, and will provide the necessary funds to the Receiver under Receiver's Certificates as and when required.

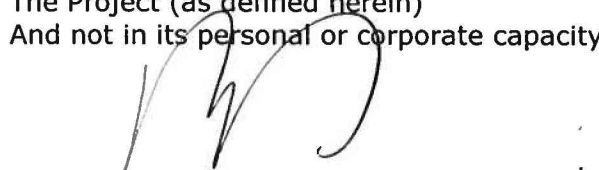
CONCLUSIONS AND RECOMMENDATIONS

- 35) The Receiver has concluded the majority of its administration of the receivership. Upon disbursing the remaining funds, completing the final GST returns, providing a final report to the Official Receiver and closing the Receiver's trust accounts, the Receiver is not aware of its services being required for any further purpose herein, and is therefore of the view that it should be discharged from its mandate.
- 36) Based on the foregoing, the Receiver respectfully recommends that this Honourable Court grant the relief detailed in Section 9 b) of this Report.

All of which is respectfully submitted at Calgary, Alberta this 19th day of November 2018.

DELOITTE RESTRUCTURING INC.

Solely in its capacity as
Court appointed Receiver and Manager of
The Project (as defined herein)
And not in its personal or corporate capacity



Robert J. Taylor, FCA, FCPA, CIRP, LIT, CFE
Senior Vice-President

Appendix A



CBRE Limited
#1220, 10180 101 Street
Edmonton, AB T5J 3S4

780 424 5475 Tel
780 426 1995 Fax

November 14, 2018

Deloitte Restructuring Inc.
&

Dentons Canada LLP

Attention: Robert J. Taylor/Naomi McGregor & David W. Mann/Afshan Naveed

Re: Judicial Listing Summary – Steps Bridgeland Development Site, Calgary, Alberta

The Judicial Listing of the Steps Bridgeland commenced on January 20, 2018. We have utilized numerous marketing methods including marketing campaigns via CampaignLogic, an in-house marketing database, forwarding the opportunity to our counterparts across Canada, posting the opportunity on LoopNet and Canada Plus, a CBRE proprietary online commercial listings source, as well as featuring the site in our Q1 through Q4 Property Updates.

Through CampaignLogic we launched our initial electronic marketing campaign on January 22, 2018 to approximately 2,206 qualified candidates. From this campaign, over 836 recipients viewed the marketing materials a total of 2,439 times. We launched a "Final Call for Submissions" campaign on March 26, 2018 to the same group of candidates, and over 809 recipients viewed the materials a total of 1,802 times.

We launched a second campaign with a "Reduced List Price" heading to 2,522 qualified candidates on April 26, 2018. Over 775 recipients viewed the marketing materials a total of 1,889 times. We then launched a "Call for Offers" on June 6, 2018 to the same group of candidates, and over 791 recipients viewed the materials a total of 1,753 times.

To date, 18 parties have expressed interest. Those parties include Anthem Properties, Bleinheim Realty, Carlisle Group, Condo Condo Holdings Inc., Copez Properties, First Capital, Fortress Residential Group, Investra Ltd., Jemm Properties LP, PK Developments, RMS, Rohit Ventures Land Inc., Slokker Canada West, Strategic Group, Span West Building Corporation, Take Two Real Estate, Trillium Realty Advisors, and Vericon Developments. Five of these parties were toured through the site: Jemm Properties LP on March 13th, 2018, Trillium Realty Advisor on March 16th, 2018, Take Two Real Estate on June 29, 2018, and Carlisle and PK Developments on July 2, 2018.

To date, we have received three offers, summarized as follows:

1. Trillium GP Inc. – April 19, 2018; Price \$9,000,000
2. Carlisle Development Inc. – May 18, 2018; Price \$9,500,000
3. Take Two Investments Inc. – October 23, 2018; Price \$10,500,000

The third phase of the listing was again consistent with feedback from earlier in the year. There has been strong interest in the opportunity and location however, due to pricing, softening of the condo market and concerns about rising inventory have kept offers at bay.

Online Marketing Campaigns

REFINANCED
MORTGAGE LENDING

Sent January 22, 2018

STEPS BRIDGELAND DEVELOPMENT SITE

OPPORTUNITY TO ACQUIRE 40,729 SQ. FT. MEDIUM DENSITY DEVELOPMENT SITE IN CENTRAL CALGARY

518 McPherson Square NE, Calgary, AB

THE SITE

Property Address: 518 McPherson Square NE, Calgary, AB
 Size: 40,729 sq. ft. (0.93 acres)

Current Status:
 This is a vacant building site with a gas main, a partially built gasline, an electrical main, a water main, and a sewer main.

THE OFFERING

The site is being offered for sale as a vacant building site with a gas main, a partially built gasline, an electrical main, a water main, and a sewer main. The site is located in the heart of the city of Calgary, in the heart of the city of Calgary, in the heart of the city of Calgary.

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CBRE

REFINANCED
MORTGAGE LENDING

Sent March 26, 2018

STEPS BRIDGELAND DEVELOPMENT SITE

OPPORTUNITY TO ACQUIRE 40,729 SQ. FT. MEDIUM DENSITY DEVELOPMENT SITE IN CENTRAL CALGARY

518 McPherson Square NE, Calgary, AB

THE SITE

Property Address: 518 McPherson Square NE, Calgary, AB
 Size: 40,729 sq. ft. (0.93 acres)

Current Status:
 This is a vacant building site with a gas main, a partially built gasline, an electrical main, a water main, and a sewer main.

THE OFFERING

The site is being offered for sale as a vacant building site with a gas main, a partially built gasline, an electrical main, a water main, and a sewer main. The site is located in the heart of the city of Calgary, in the heart of the city of Calgary, in the heart of the city of Calgary.

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CBRE

REFINANCED
MORTGAGE LENDING

Sent April 26, 2018

STEPS BRIDGELAND DEVELOPMENT SITE

OPPORTUNITY TO ACQUIRE 40,729 SQ. FT. MEDIUM DENSITY DEVELOPMENT SITE IN CENTRAL CALGARY

518 McPherson Square NE, Calgary, AB

THE SITE

Property Address: 518 McPherson Square NE, Calgary, AB
 Size: 40,729 sq. ft. (0.93 acres)

Current Status:
 This is a vacant building site with a gas main, a partially built gasline, an electrical main, a water main, and a sewer main.

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The site is being offered for sale as a vacant building site with a gas main, a partially built gasline, an electrical main, a water main, and a sewer main. The site is located in the heart of the city of Calgary, in the heart of the city of Calgary, in the heart of the city of Calgary.

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CBRE

REFINANCED
MORTGAGE LENDING

Sent June 6, 2018

STEPS BRIDGELAND DEVELOPMENT SITE

OPPORTUNITY TO ACQUIRE 40,729 SQ. FT. MEDIUM DENSITY DEVELOPMENT SITE IN CENTRAL CALGARY

518 McPherson Square NE, Calgary, AB

THE SITE

Property Address: 518 McPherson Square NE, Calgary, AB
 Size: 40,729 sq. ft. (0.93 acres)

Current Status:
 This is a vacant building site with a gas main, a partially built gasline, an electrical main, a water main, and a sewer main.

THE OFFERING

The site is being offered for sale as a vacant building site with a gas main, a partially built gasline, an electrical main, a water main, and a sewer main. The site is located in the heart of the city of Calgary, in the heart of the city of Calgary, in the heart of the city of Calgary.

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CBRE

Yours truly,



Cody Nelson
Associate Vice President
Land Advisory Services – Alberta
Ph: (780) 229 4689

Appendix B

**The Bridges Steps Limited Partnership - In Receivership
Summary of Receiver's Fees
As at November 9, 2018**

Invoice	Invoice Date	Fees	GST	Total
4525812	11/8/2017	26,317.50	1,315.88	27,633.38
8000281340	11/1/2018	38,821.50	1,941.08	40,762.58
		<u>65,139.00</u>	<u>3,256.95</u>	<u>68,395.95</u>



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Attention: Steve Stewart
Via Email: sstewart@centurion.ca
Centurion Mortgage Capital Corporation
25 Sheppard Avenue West, Suite 710
Toronto ON M2N 6S6

Date: November 8, 2017
Invoice Number: 4525812
Client/Mandate Number: 948201/1000001
Billing Partner: Robert Taylor

GST Registration Number: 122893605

Invoice

Professional services rendered:

For services rendered for the period July 25, 2017 to October 19, 2017 in connection with the receivership of Centurion Mortgage Capital Corporation.

Final Bill	Hours		
Timekeeper			
Robert Taylor	7.0	\$	4,200.00
Naomi McCreor	54.5		20,437.50
Grace Perales-Solis	5.6		1,680.00
		Our Fee	\$ 26,317.50
		GST @ 5%	1,315.88
		Amount Payable (CAD)	\$ 27,633.38



Sterling Bridge Mortgage Corp.
Time Detail
For the period July 25, 2017 to October 19, 2017

Date	Timekeeper	Hours	Narrative
7/25/2017	Taylor,Robert	0.3	Discuss with Naomi regarding appointment
7/27/2017	Taylor,Robert	0.3	Meet with Naomi
7/31/2017	Taylor,Robert	0.9	Discussion with Naomi, review of emails, letters regarding notices
8/1/2017	McGregor,Naomi	4.0	Correspondence with ITC regarding site clean up, review financial information provided, correspondence with J. Bryant, conference call regarding site access.
8/1/2017	Taylor,Robert	0.8	Conference call, discussion with Naomi, memo review, further follow up with Naomi
8/2/2017	Taylor,Robert	0.9	Discussion with Naomi, emails with Giustini legal counsel, security
8/2/2017	McGregor,Naomi	3.5	Correspondence with ITC regarding various matters, review of quotes received for site clean-up and security cameras, correspondence with J. Bryant regarding information requests, review daily report from ITC, draft Notice and Statement of Receiver.
8/3/2017	Taylor,Robert	0.9	Meet with Naomi, Receiver's notice, review deposit information
8/3/2017	McGregor,Naomi	3.5	Finalize notice and Statement of Receiver, complete mail out, review of information received, discussion with B. Taylor regarding various matters, review daily report from ITC, prepare notice for site location.
8/8/2017	Taylor,Robert	0.4	Update from Naomi, deposit matters
8/8/2017	McGregor,Naomi	1.0	Review daily report from ITC, schedule update call with Centurion and Dentons, correspondence regarding deposits in trust.
8/9/2017	Perales-Solis,Grace	0.0	Fax Notice of Receivership to OSB.
8/9/2017	Perales-Solis,Grace	0.8	Fax Form 87 to OSB. Estate banking.
8/9/2017	Taylor,Robert	0.2	Notice to purchasers
8/9/2017	Taylor,Robert	0.7	Conference call, Rec Cert.
8/9/2017	McGregor,Naomi	3.5	Review daily report from ITC, prepare for and attend conference call with Centurion and Dentons, prepared and sent notice to purchasers, review ITC draw #5, prepared Receiver Certificate #1, correspondence with G. Perales regarding CRA access, and OSB correspondence, correspondence with J. Bryant regarding project information.
8/10/2017	Perales-Solis,Grace	0.9	Prepare CRA authorization. Estate banking.
8/10/2017	McGregor,Naomi	0.5	Review daily report from ITC, correspondence with ITC regarding ENMAX work.
8/11/2017	McGregor,Naomi	3.0	Review daily report from ITC, draft Agency Agreement with ITC, correspondence with D. Carlton regarding the same, began review of purchasers deposits, discussion with b. Taylor regarding various matters.
8/12/2017	McGregor,Naomi	3.0	Prepared for and attended Court, discussions with Dentons, completed corporate and other searches.
8/13/2017	McGregor,Naomi	6.0	Conference call with Dentons, Centurion, and ITC, correspondence regarding matters discussed, attended project site with ITC, prepared website, reviewed property registry searches, correspondence regarding request for books and records.
8/13/2017	McGregor,Naomi	2.0	Correspondence regarding books and records, began review of information received.
8/13/2017	McGregor,Naomi	1.5	Correspondence with Centurion and ITC regarding site clean and requests for information.
8/14/2017	Perales-Solis,Grace	0.8	Update website. Update ascend.
8/14/2017	McGregor,Naomi	2.0	Correspondence with ITC, review daily report, correspondence with creditors and purchasers.
8/15/2017	McGregor,Naomi	1.5	Correspondence with S. Stewart regarding permits and City of Calgary inspections, correspondence with creditors and purchasers, review daily report.
8/16/2017	McGregor,Naomi	2.0	Correspondence with ITC regarding site access requests, review daily report, correspondence with creditor and purchaser.
8/17/2017	McGregor,Naomi	1.0	Review daily report from ITC, correspondence with creditors and purchasers.

Deloitte

Sterling Bridge Mortgage Corp.
Time Detail
For the period July 25, 2017 to October 19, 2017

Date	Timekeeper	Hours	Narrative
8/18/2017	McGregor,Naomi	1.5	Correspondence with Aviva regarding various matters, correspondence with creditors and purchasers, review daily report, request site access from ITC for August 22, 2017.
8/22/2017	Perales-Solis,Grace	0.3	Estate banking.
8/22/2017	McGregor,Naomi	2.0	Attended site, meeting with various parties regarding site visit, discussions with A. Naveed, review of deposit information.
8/24/2017	Taylor,Robert	0.4	Update with Naomi
8/28/2017	McGregor,Naomi	3.0	Review daily reports, correspondence with J. Bryant regarding Enmax, correspondence with Enmax, Correspondence with BFL Canada, correspondence with various purchases and creditors.
8/29/2017	Perales-Solis,Grace	0.6	Estate banking.
8/30/2017	Perales-Solis,Grace	0.2	Estate banking.
8/31/2017	Taylor,Robert	0.2	Update from Naomi
9/5/2017	Perales-Solis,Grace	0.4	Estate banking.
9/5/2017	McGregor,Naomi	0.5	Review emails and daily reports from ITC, follow up with ITC regarding Receiver's Certificate, prepare cheque requisition.
9/5/2017	Taylor,Robert	0.3	Approval of fees and agency agreement
9/6/2017	Perales-Solis,Grace	0.7	Estate banking. Call the courthouse re: Bridges business address.
9/7/2017	Perales-Solis,Grace	0.2	Estate banking.
9/7/2017	McGregor,Naomi	0.5	Review email and daily report from ITC.
9/13/2017	McGregor,Naomi	1.0	Review report from ITC, prepared cheque requisition, correspondence with various purchasers, correspondence with P. Mosca.
9/14/2017	Taylor,Robert	0.2	Discussion with Naomi, approval of invoice
9/15/2017	Taylor,Robert	0.5	Conference call
9/22/2017	Perales-Solis,Grace	0.2	Estate banking.
10/4/2017	McGregor,Naomi	3.0	Emails, Correspondence with various purchases and creditors, prepare cheque requisitions, correspondence with ITC.
10/5/2017	Perales-Solis,Grace	0.3	Estate banking.
10/11/2017	McGregor,Naomi	1.0	Correspondence with various purchasers and creditors, emails, correspondence with A. Naveed.
10/13/2017	Perales-Solis,Grace	0.1	Estate banking.
10/13/2017	McGregor,Naomi	2.0	Correspondence with A. Naveed, correspondence with ITC, draft update to purchasers, draft memo regarding termination of ITC agency agreement.
10/17/2017	McGregor,Naomi	1.3	Discussion with B. Taylor regarding various matters, emails, finalize memo to file regarding ITC's termination of agency agreement, correspondence with Dentons and S. Stewart regarding the same.
10/18/2017	McGregor,Naomi	0.7	Correspondence with ITC regarding site security, correspondence with S. Stewart regarding various matters.
10/19/2017	Perales-Solis,Grace	0.1	Estate banking.
		<u>67.1</u>	



Invoice 8000281340

Deloitte LLP
Suite 700, 850-2nd Street SW
Calgary AB T2P 0R8

Tel: (403) 267-1700
Fax: (403) 264-2871
www.deloitte.ca

ATTN: Steve Stewart
Centurion Mortgage Capital Corporation
25 Sheppard Avenue West, Suite 710
Toronto ON M2N 6S6
Canada

Date: November 01, 2018
Client No.: 1168809
WBS#: STEC0133
Engagement Partner: Robert Taylor

GST Registration: 133245290RT0001

For professional services rendered

Fees

Professional services rendered for the period October 20, 2017 to October 20, 2018 in connection with the receivership of Centurion Mortgage Capital Corporation.

Please see summary for invoice details

GST applicable 38,821.50

Sales Tax

GST at 5.00% 1,941.08

Total Amount Due (CAD) 40,762.58

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.



Invoice Number 8000281340
November 01, 2018

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Centurion Mortgage Capital Corporation	1168809	8000281340	40,762.58	Payment for invoice 8000281340

Contact:

Please send payment confirmation by email to: receivablesdebitours@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory):

Preferred Method

The Bank of Nova Scotia

Business Service Centre, 20 Queen Street West, 4th Floor, Toronto, Ontario M5H 3R3

For CAD Dollar (\$) Payments, pay:

For USD Dollar (\$) Payments, pay:

ABA/Transit Routing: 47696002

ABA/Transit Routing: 47696002

Account Number: 1590219

Account Number: 1363514

2. Wire Payment:

The Bank of Nova Scotia

Business Service Centre, 20 Queen Street West, 4th Floor, Toronto, Ontario M5H 3R3

For CAD Dollar (\$) Payments, pay:

For USD Dollar (\$) Payments, pay:

Account Number: 476961590219

Account Number: 476961363514

Swift Code: NOSCCATT

Swift Code: NOSCUS33

3. Online Payment:

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to:

For CAD Dollar (\$) Payments, pay:

DELOITTE MANAGEMENT SERVICES LP
c/o T04567C
PO Box 4567, Stn A
Toronto ON M5W 0J1

For USD Dollar (\$) Payments, pay:

DELOITTE MANAGEMENT SERVICES LP
c/o T04567U
PO Box 4567, Stn A
Toronto ON M5W 0J1



Summary

Professional services rendered:

For services rendered for the period October 20, 2017 to October 20, 2018 in connection with the receivership of Centurion Mortgage Capital Corporation.

Final Bill Timekeeper	Hours		
Taylor, Robert	15.0	\$	9,000.00
Poon, Cassie	9.7		4,801.50
McGregor, Naomi	52.8		19,800.00
Perales-Solis, Grace	17.4		5,220.00
		Our Fee \$	38,821.50
		GST @ 5%	1,941.08
		Amount Payable (CAD) \$	40,762.58



The Bridges Steps Limited Partnership
Time Detail
For the period October 20, 2017 to October 20, 2018

Date	Timekeeper	Hours	Narrative
10/24/2017	McGregor, Naomi	1.00	Review and respond to various purchaser inquiries
11/3/2017	Perales-Solis, Grace	0.30	Estate banking.
11/6/2017	Perales-Solis, Grace	0.30	Estate banking.
11/6/2017	Poon, Cassie	0.50	Email with S. Stewart, review Receiver's Certificate and engagement status.
11/7/2017	Poon, Cassie	3.50	Telephone call with ITC regarding winterization costs, read and reply to various emails, draft SRD schedule.
11/7/2017	Perales-Solis, Grace	1.40	Estate banking; prepare R&D.
11/7/2017	Taylor, Robert	0.30	Meet with Cassie, next steps.
11/8/2017	Poon, Cassie	1.50	Update draft SRD with B. Taylor's comments, update Receiver's Certificate, draft email update.
11/9/2017	Poon, Cassie	0.50	Telephone call with A. Naveed, email with A. Naveed, email to S. Stewart.
11/15/2017	Poon, Cassie	0.20	Discussions with N. McGregor, update and next steps.
11/15/2017	McGregor, Naomi	2.20	Emails, prepare cheque requisitions, review insurance quote.
11/16/2017	Taylor, Robert	0.10	Discussion with N. McGregor.
11/16/2017	Perales-Solis, Grace	0.40	Estate banking.
11/23/2017	McGregor, Naomi	0.30	Follow-up with S. Stewart regarding Receiver's Certificate, emails from unit purchasers.
11/24/2017	Perales-Solis, Grace	0.30	Estate banking.
11/27/2017	McGregor, Naomi	1.50	Follow-up regarding Receiver's certification with G. Perales, correspondence with BFL Canada regarding insurance renewal. Update from ITC, prepared cheque requisitions.
11/27/2017	Perales-Solis, Grace	0.30	Estate banking.
11/30/2017	Perales-Solis, Grace	0.20	Estate banking.
12/1/2017	McGregor, Naomi	2.10	Correspondence with ITC regarding winterization and payment for services, prepare cheque requisitions, telephone calls with various purchasers regarding their deposits.
12/1/2017	Perales-Solis, Grace	0.50	Estate banking.
12/7/2017	McGregor, Naomi	2.40	Review emails and voicemail, correspondence with various purchasers regarding property status and their deposits, follow-up with A. Naveed regarding Foreclosure Order.
12/8/2017	Perales-Solis, Grace	0.10	Estate banking.
12/11/2017	Perales-Solis, Grace	0.20	Estate banking.
12/11/2017	Taylor, Robert	0.30	Discussions with N. McGregor.
12/11/2017	Perales-Solis, Grace	0.40	Update website.
12/18/2017	Taylor, Robert	0.50	Various purchaser inquiries and other matters
1/3/2018	Taylor, Robert	0.30	Email and discussion of information
1/4/2018	Taylor, Robert	0.20	Discussions with N. McGregor.

1/9/2018	McGregor, Naomi	2.00	Correspondence with A. Naveed and C. Nelson regarding foreclosure listing, prepare documents for data room, prepare cheque requisitions, correspondence with ITC
1/10/2018	McGregor, Naomi	2.10	Various file matters and purchaser inquiries.
1/11/2018	McGregor, Naomi	0.90	Review emails and voicemails.
1/19/2018	McGregor, Naomi	0.50	Correspondence with purchasers regarding various inquiries.
1/24/2018	McGregor, Naomi	1.50	Correspondence with CBRE regarding various matters, correspondence with purchasers.
1/25/2018	Perales-Solis, Grace	0.30	Estate banking.
2/1/2018	McGregor, Naomi	2.00	Correspondence with CBRE, correspondence with Sturgess Architecture, correspondence with various purchasers, prepared cheque requisition.
2/1/2018	Perales-Solis, Grace	0.20	Estate banking.
2/4/2018	Taylor, Robert	0.10	Review CBRE report
2/5/2018	Perales-Solis, Grace	0.30	Estate banking.
2/6/2018	Perales-Solis, Grace	0.50	Estate banking.
2/6/2018	McGregor, Naomi	1.60	Prepare cheque requisition, correspondence with BFL Insurance, correspondence with various purchasers.
2/7/2018	Perales-Solis, Grace	0.40	Estate banking.
2/8/2018	McGregor, Naomi	0.90	Insurance renewal, prepare cheque requisition, correspondence with S. Stewart.
2/9/2018	Perales-Solis, Grace	0.50	Estate banking.
2/14/2018	Taylor, Robert	0.20	Updates and approval of cheques
2/22/2018	Perales-Solis, Grace	0.30	Estate banking.
2/22/2018	McGregor, Naomi	1.00	Insurance matters, draft interim SRD, correspondence regarding additional receiver's borrowings.
2/26/2018	McGregor, Naomi	0.50	Correspondence with various purchasers.
2/26/2018	Taylor, Robert	0.10	Review emails regarding various matters.
2/26/2018	Perales-Solis, Grace	0.50	Estate banking.
3/2/2018	McGregor, Naomi	1.00	Correspondence with various parties regarding sale process and site inspections
3/2/2018	Perales-Solis, Grace	0.30	Estate banking.
3/14/2018	McGregor, Naomi	2.50	Correspondence with CBRE and ITC regarding site visit, discussion with B. Taylor regarding various matters, draft first Receiver's report.
3/20/2018	Perales-Solis, Grace	0.30	Estate banking.
3/20/2018	Taylor, Robert	0.20	Discussion with N, McGregor, A/P
3/21/2018	Poon, Cassie	0.70	Review update to Centurion and SRD, discussions with N. McGregor.
3/21/2018	Taylor, Robert	1.50	Issue with purchasers, emails and discussion with N. McGregor.
3/22/2018	Poon, Cassie	0.30	Review and update memo to purchasers.
3/22/2018	McGregor, Naomi	1.50	Emails and voicemails from various purchasers
3/23/2018	Poon, Cassie	0.40	Review and update memo to purchasers.
3/23/2018	McGregor, Naomi	2.70	Emails and voicemails from various purchasers, discussion with B. Taylor, correspondence with A. Naveed, draft report

3/26/2018	Taylor, Robert	0.20	Various emails
3/27/2018	Taylor, Robert	0.30	Internal consultation
3/29/2018	Perales-Solis, Grace	0.20	Send letter to CRA re: authorization.
3/29/2018	Taylor, Robert	0.30	Aviva matter, court consideration
4/2/2018	Taylor, Robert	0.10	Discussion with N. McGregor.
4/2/2018	McGregor, Naomi	3.30	Draft report
4/3/2018	Perales-Solis, Grace	0.70	Call CRA re: authorization. Prepare GST returns.
4/4/2018	Perales-Solis, Grace	0.40	Estate banking.
4/4/2018	Poon, Cassie	1.50	Review and update report.
4/4/2018	Taylor, Robert	1.00	Report matters
4/4/2018	McGregor, Naomi	2.00	Update from ITC regarding property, draft report
4/5/2018	Taylor, Robert	1.40	Report matters
4/5/2018	Taylor, Robert	1.50	Report review
4/5/2018	McGregor, Naomi	1.00	Report revisions
4/9/2018	Perales-Solis, Grace	0.10	Estate banking.
4/9/2018	McGregor, Naomi	1.00	Report revisions
4/10/2018	Taylor, Robert	0.40	Various emails
4/11/2018	Perales-Solis, Grace	0.60	Update website.
4/11/2018	Taylor, Robert	0.90	Emails, explanations to creditors, respond to other matters
4/13/2018	Taylor, Robert	0.10	Emails
4/20/2018	McGregor, Naomi	2.00	Prepared for and attended Court.
4/23/2018	Taylor, Robert	0.20	Email from A. Naveed and review
4/26/2018	Taylor, Robert	0.50	Respond to purchasers inquiries
4/26/2018	Taylor, Robert	0.20	Receivers Certificate, note to purchasers
4/30/2018	Perales-Solis, Grace	0.80	Update website.
5/7/2018	McGregor, Naomi	0.50	Follow up regarding payments.
5/8/2018	Perales-Solis, Grace	0.90	Estate banking.
5/9/2018	McGregor, Naomi	0.40	Prepare cheque requisitions, correspondence with ITC.
5/11/2018	McGregor, Naomi	1.10	Correspondence with insurance brokers regarding insurance coverage.
5/14/2018	Perales-Solis, Grace	0.20	Estate banking.
5/14/2018	Taylor, Robert	0.10	Call from purchasers lawyer
5/15/2018	Taylor, Robert	0.30	Call with BDP
5/16/2018	McGregor, Naomi	0.50	Correspondence regarding insurance quotes
5/22/2018	Taylor, Robert	0.20	Review offer from Carlisle

5/24/2018	McGregor, Naomi	0.50	Correspondence with insurance agencies.
5/31/2018	McGregor, Naomi	1.20	Renew insurance
5/31/2018	Poon, Cassie	0.60	Review insurance proposals, discussion with N. McGregor.
6/1/2018	Taylor, Robert	0.20	Review of Aviva letters
6/12/2018	McGregor, Naomi	0.30	Insurance matters.
6/18/2018	Perales-Solis, Grace	0.60	Estate banking.
6/18/2018	Taylor, Robert	0.20	Emails, approved payments
6/18/2018	McGregor, Naomi	2.30	Follow-up with A. Naveed, prepare cheque requisitions, review emails.
6/19/2018	Perales-Solis, Grace	0.20	Estate banking.
6/19/2018	Taylor, Robert	0.30	Letter from Carbeit
6/20/2018	Perales-Solis, Grace	0.20	Estate banking.
6/27/2018	Taylor, Robert	0.20	Discussion with N. McGregor
7/3/2018	Taylor, Robert	0.20	Discussion with N. McGregor
7/11/2018	McGregor, Naomi	1.00	Review emails, prepare cheque requisitions
7/12/2018	Perales-Solis, Grace	0.40	Estate banking.
7/13/2018	Perales-Solis, Grace	0.30	Estate banking.
7/16/2018	Perales-Solis, Grace	0.10	Estate banking.
7/17/2018	Perales-Solis, Grace	0.30	Estate banking.
7/20/2018	Perales-Solis, Grace	0.50	Update website.
7/31/2018	Taylor, Robert	0.10	Notice to Creditors
7/31/2018	McGregor, Naomi	0.50	Respond to various creditor inquires
8/3/2018	Taylor, Robert	0.10	Review emails
8/3/2018	McGregor, Naomi	0.50	Review emails, respond to various creditor inquiries.
8/14/2018	McGregor, Naomi	3.00	Prepare cheque requisitions, draft Receiver's Certificate 4, contact Baker Insurance regarding policy renewal, update interim SRD, correspondence regarding the same with B. Taylor.
8/15/2018	Perales-Solis, Grace	0.30	Estate banking.
8/21/2018	Perales-Solis, Grace	0.50	Estate banking.
8/28/2018	Taylor, Robert	0.20	Discussion with N. McGregor
8/30/2018	McGregor, Naomi	0.30	Correspondence with ITC regarding payment, correspondence regarding insurance renewal
9/5/2018	Taylor, Robert	1.10	RC matters
9/6/2018	McGregor, Naomi	0.30	Follow up regarding Receiver's Certificate
9/10/2018	Perales-Solis, Grace	0.20	Estate banking.
9/11/2018	McGregor, Naomi	0.20	Correspondence with ITC regarding payment
9/11/2018	Taylor, Robert	0.20	Discussion with D. Mann
9/11/2018	Perales-Solis, Grace	0.60	Estate banking.

9/12/2018	Taylor, Robert	0.10	Email re: purchaser
9/13/2018	McGregor, Naomi	0.40	Prepare cheque requisitions.
9/13/2018	Taylor, Robert	0.20	Review of invoices and attributions.
9/14/2018	Perales-Solis, Grace	0.30	Estate banking.
9/17/2018	Perales-Solis, Grace	0.20	Estate banking.
10/3/2018	McGregor, Naomi	0.30	Correspondence with A. Naveed regarding purchaser contact information
10/4/2018	Taylor, Robert	0.10	Supply info to Dentons
10/5/2018	Taylor, Robert	0.30	Emails re: Dentons meeting report
10/18/2018	Perales-Solis, Grace	0.40	Estate banking, prepare wire payment instruction.
10/19/2018	Perales-Solis, Grace	0.40	Send wire payment instruction to Versa bank and post in ascend, send wire confirmation to N. McGregor.

94.90

Appendix C

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The Bridges Steps Limited Partnership - In Receivership
Combined Statement of Actual and Estimated Receipts and Disbursements
For the period July 25, 2017 to December 31, 2018
in CAD \$

	Actual Jul 25, 2017 to Nov 9, 2018	Projected Nov 10, 2018 to Dec 31, 2018		Projected total		Notes
		Low	High	Low	High	
Receipts						
Receiver's Certificate	375,000	-	-	375,000	375,000	1
National Home Warranty Refund	58,560	-	-	58,560	58,560	
Cash on hand	708	-	-	708	708	
Interest	280	-	-	280	280	
Total receipts	434,549	-	-	434,549	434,549	
Disbursements						
Maintenance costs	311,087	40,000	50,000	351,087	361,087	2
Insurance	47,838	14,075	17,750	61,913	65,588	
Receiver's fees	26,318			26,318	26,318	
Utilities	18,633	2,800	3,000	21,433	21,633	
GST	17,802	2,140	2,650	19,942	20,452	
Filing fees	140	-	-	140	140	
Contingency	-	10,000	15,000	10,000	15,000	3
Total disbursements	421,818	69,015	88,400	490,833	510,218	
Estate balance at November 9, 2018	12,731	(69,015)	(88,400)	(56,284)	(75,669)	
Less: Accrued Receiver's fees (including GST)	40,763	10,000	15,000	50,763	55,763	4
Deficit after accrued Receiver's fees	(28,032)	(79,015)	(103,400)	(107,047)	(131,432)	

General notes:

This analysis assumes that The Bridges will continue to be maintained by the Receiver until the judicial foreclosure process concludes effective approximately December 31, 2018. This analysis is based on various assumptions, and actual results will vary, and the variance may be material.

Specific notes:

1. Pursuant to the Order dated April 24, 2018, the Receiver may borrow up to \$375,000 in aggregate without further Court approval. To date, the Receiver's borrowings total \$375,000. The Receiver estimates that additional funds of approximately \$76,000, prior to any accrual provision for professional fees, required to oversee the property until the judicial foreclosure process concludes.
2. The projected high and low maintenance costs are based on the Receiver's discussions with ITC Construction AB Inc. ("ITC"), ITC's invoices received to date and additional cost considerations for winterizing the property and snow removal.
3. A contingency has been included to deal with unforeseen issues which may arise.
4. The Receiver's fees incurred to date for the period July 25, 2017 to October 20, 2018 totals approximately \$65,000 (excluding GST). We estimate that the Receiver's fees after October 20, 2018 will range between approximately \$10,000 to \$15,000 to the conclusion of this matter.