

COURT FILE NO.: 2101-01130
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANT BANK OF MONTREAL



RESPONDENTS EAGLESMED GROUP INC., CHRIS MUSAH PROFESSIONAL CORPORATION, CHRISTOPHER MUSAH, ALSO KNOWN AS CHRIS MUSAH, CHARLES FRANKLIN JOHNSON PROFESSIONAL CORPORATION, CHARLES FRANKLIN JOHNSON, YETUNDE KASUMU MEDICAL PROFESSIONAL CORPORATION and YETUNDE KASUMU

DOCUMENT **DISCHARGE ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3rd St SW
Calgary, AB T2P 5C5
Telephone: 403 351 2921 / 587 441 3065

File No.: 49073-9

Attention: Danielle Marechal / Kara Davis

DATE ON WHICH ORDER WAS PRONOUNCED: October 31, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, AB

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice R.A. Neufeld

UPON THE APPLICATION of Deloitte Restructuring Inc. ("**Deloitte**") in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Eaglesmed Group Inc. ("**Eaglesmed**") and Chris Musah Professional Corporation ("**CMPC**" and together with Eaglesmed, the "**Debtors**") for an order, among other things: (a) approving the Receiver's conduct and activities; (b) approving the professional fees and disbursements; (c) approving a final distribution of proceeds; (d) dismissing the Alleged Trust Claim (defined herein) or in the alternative determining it need not be adjudicated; (e) authorizing the Receiver to destroy the Debtors' books and records if unclaimed; and (f) discharging the Receiver; **AND UPON** having read the Receiver's Fifth Report dated October 23, 2023 (the "**Fifth Report**");

AND UPON hearing submissions counsel for the Receiver and any other parties in attendance who wished to make submissions; **AND UPON** hearing no objections; **AND UPON** being satisfied that it is appropriate to do so, **IT IS HEREBY ORDERED AND DECLARED THAT:**

Service

1. Service of notice of this application (the “**Application**”) and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

Conduct, Activities & Professional Fees of the Receiver

2. The Receiver's conduct and activities as set out in the Fifth Report and in all prior reports filed herein, and the final statement of receipts and disbursements attached to the Fifth Report, are hereby ratified and approved.
3. The professional fees and disbursements of the Receiver, as set out in the Fifth Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The professional fees and disbursements of the Receiver's legal counsel, Cassels Brock & Blackwell LLP, as set out in the Fifth Report are hereby approved without the necessity of a formal assessment of its accounts.

Final Distribution

5. After payment of the professional fees referenced in paragraphs 3 and 4 herein and any other remaining costs of administration, the Receiver is authorized and directed to distribute all remaining proceeds of the Debtors' estates, to Bank of Montreal.
6. Payment of the costs of administration of the within proceedings including but not limited to, the professional fees and all distributions made by the Receiver, shall be final and are no longer subject to the Alleged Trust Claim (defined herein at paragraph 9).
7. For further clarity, the relief in paragraph 6 shall be granted notwithstanding:
 - (a) paragraph 3 of the Order Amending Receivership Order, pronounced and filed May 4, 2021;
 - (b) paragraph 7 of the Order Approving Sales Process, Actions of Receiver, etc., pronounced and filed May 4, 2021;

- (c) paragraphs 8 and 9 of the Order Approving Actions of Receiver, Professional Fees, etc., pronounced February 16, 2022 and filed February 17, 2022 (the “**February 2022 Order**”); and
- (d) paragraphs 5 and 6 of the Order Approving Actions of Receiver, Professional Fees, etc., pronounced May 12, 2022 and filed May 13, 2022.

Books & Records

8. Until the earlier of:
 - (a) 30 days following the date of this Order; or
 - (b) Dr. Christopher Musah’s retrieval of the Debtors’ book and records in the possession of the Receiver (the “**Records**”),

upon arranging a mutually agreeable time with the Receiver, Dr. Yetunde Kasumu and Charles Franklin Johnson Professional Corporation (or their authorized representatives) (collectively, the “**Shareholders**”) shall each be at liberty to attend at the Receiver’s office to review any of the Records they are entitled to view in their capacity as voting shareholders of Eaglesmed, pursuant to the *Business Corporations Act*, RSA 2000, c B-9.
9. If Dr. Musah does not provide notice to the Receiver in writing of his intention to retrieve the Records and arrange a mutually agreeable pick-up time with the Receiver at Dr. Musah’s sole expense within 30 days of the date of this Order, any of the defendants in this Action shall be at liberty to arrange a mutually agreeable pick-up time to retrieve the Records or any portion of them from the Receiver (the “**Retrieved Records**”), at the requesting defendant’s sole expense.
10. If any Records remain in the possession of the Receiver within 60 days of the date of this Order, the Receiver shall be at liberty to destroy and dispose of the remaining Records.
11. Within 120 days of the date of this Order, any of the defendants in this Action with any portion of the Retrieved Records shall disclose any of those Records that defendant, or those defendants, determines to be relevant and material to the within action.
12. If any Retrieved Records are not claimed by Dr. Musah from the other defendants within 160 days of the date of this Order, subject to further order of this Honourable Court, the other defendants shall be at liberty to destroy and dispose of any Retrieved Records in their possession that have not been disclosed pursuant to paragraph 11 of this Order.

Trust Claim

13. The Alleged Trust Claim, as defined in the February 2022 and further detailed in the Fifth Report and previous reports of the Receiver, is hereby dismissed and extinguished.
14. For further clarity, Dr. Musah, the beneficiaries of the Alleged Trust Claim and any other person with an interest in the Alleged Trust Claim, are forever barred from bringing a claim in relation to the Alleged Trust Claim against the Receiver, the Debtors' estates or any party to which a distribution was made in the course of these proceedings.

Discharge

15. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
16. No action or other proceedings shall be commenced against the Receiver 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.
17. Upon the Receiver filing with the Court, a Receiver's certificate substantially in the form attached hereto as **Appendix "A"** (the "**Discharge Certificate**"), confirming all matters set out in paragraph 5 of this Order has been completed, Deloitte shall be discharged as Receiver of the Debtors, provided however, 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 the Receiver in its capacity as Receiver.
18. This Order must be served only upon those interested parties attending or represented at the Application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.

19. Service of this Order on any party not attending this application is hereby dispensed with.



Justice of the Court of King's Bench of Alberta

AGREED TO IN FORM AND CONTENT

this 30th day of November, 2023

this 1st day of December, 2023

CASSELS BROCK & BLACKWELL LLP

CODE HUNTER LLP

Per: 

Per: 

Kara N. Davis
Counsel to Deloitte Restructuring Inc., in its capacity as Court-appointed Receiver of Eaglesmed Group Inc. and Chris Musah Professional Corporation

Ben Frenken / Chad Babiuk
Counsel to Yeunde Kasumu Medical Professional Corporation and Yetunde Kasumu

this 7th day of December, 2023

HARPER LEE LAW

Per: 

Harper-Lee Overli, K.C.
Counsel to the Defendants, Charles Franklin Johnson Professional Corporation and Dr. Charles Johnson

APPENDIX "A"

See attached Receiver's Certificate.

COURT FILE NUMBER 2101-01130

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF BANK OF MONTREAL

DEFENDANTS EAGLESMED GROUP INC., CHRIS MUSAH PROFESSIONAL CORPORATION, CHRISTOPHER MUSAH (also known as CHRIS MUSAH), CHARLES FRANKLIN JOHNSON PROFESSIONAL CORPORATION, CHARLES FRANKLIN JOHNSON, YETUNDE KASUMU MEDICAL PROFESSIONAL CORPORATION and YETUNDE KASUMU

APPLICANT DELOITTE RESTRUCTURING INC., in its capacity as Court-appointed Receiver and Manager of EAGLESMED GROUP INC. and CHRIS MUSAH PROFESSIONAL CORPORATION

DOCUMENT **RECEIVER'S CERTIFICATE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **CASSELS BROCK & BLACKWELL LLP**
 3810, Bankers Hall West
 888 3rd Street SW
 Calgary, AB T2P 5C5
 File No: 49073-9

Attention: Danielle Marechal / Kara Davis

P: 403 351 2921 / 587 441 3065
 E: dmarechal@cassels.com / kdavis@cassels.com

Clerk's Stamp

RECITALS

- A. Pursuant to an Order of the Court of King's Bench of Alberta, (the "**Court**") pronounced February 12, 2021, Deloitte Restructuring Inc. ("**Deloitte**") was appointed as receiver (in such capacity, the "**Receiver**") of the undertakings, property and assets of Eaglesmed Group Inc. ("**Eaglesmed**") and Chris Musah Professional Corporation ("**CMPC**" and together with Eaglesmed, the "**Companies**").
- B. Pursuant to an Order of the Court pronounced October 31, 2023 (the "**Discharge Order**"), Deloitte was discharged as Receiver of the Companies, to be effective upon the filing of a certificate confirming the completion of all matters set out in paragraph 5 of the Discharge Order; provided that, notwithstanding its discharge:

- a. Deloitte shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership of the Companies; and
- b. Deloitte 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 in its capacity as Receiver.

THE RECEIVER CERTIFIES the following:

- 1. The Receiver's remaining obligations and that all matters set out in paragraph 5 of the Discharge Order have been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver on _____, 2023.

DELOITTE RESTRUCTURING INC., in its capacity of Receiver of the undertakings, property and assets of EAGLESMED GROUP INC. AND CHRIS MUSAH PROFESSIONAL CORPORATION

Per:

Name: [●]

Title: [●]