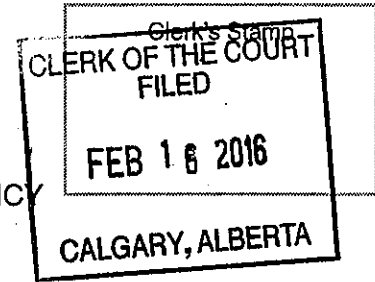


COURT FILE NUMBER 1501-00955
COURT COURT OF QUEEN'S BENCH
OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE CALGARY



IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended

APPLICANTS LUTHERAN CHURCH – CANADA, THE ALBERTA
– BRITISH COLUMBIA DISTRICT, ENCHARIS
COMMUNITY HOUSING AND SERVICES,
ENCHARIS MANAGEMENT AND SUPPORT
SERVICES, AND LUTHERAN CHURCH –
CANADA, THE ALBERTA – BRITISH COLUMBIA
DISTRICT INVESTMENTS LTD.

DOCUMENT **APPLICATION BY THE APPLICANTS**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Bishop & McKenzie LLP
Barristers & Solicitors
1700-530-8th Avenue SW
Calgary, Alberta T2P 3S8

Attention: Francis N.J. Taman /Ksena J. Court

Telephone: 403-237-5550
Fax: 403-263-3423

File: 103,007-003

NOTICE TO RESPONDENT(S)

This application is made against you. You are a respondent.

The Applicants wish to apply for an order restricting access to court proceedings or records.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date: TUESDAY, FEBRUARY 23, 2016 – Commercial List
Time: 2:00 PM
Where: Calgary Courts Centre, 601 - 5th Street SW, Calgary, Alberta
Before Whom: The Honourable Justice J. Streckfuss in Chambers

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order declaring service of notice of this application and the supporting materials to be good and sufficient, and shortening the time for service, if necessary;
2. An Order approving the sale of the following lands in the form attached as Schedule "A":

Parcel Identifier: 009-824-103
LOT 2 DISTRICT LOT 3512 KOOTENAY LAND DISTRICT PLAN 15363
(the "Elkford Lands").
3. An Order sealing the Fourth Confidential Affidavit of Cameron Sherban, sworn February 16, 2016 in the form attached as Schedule "B";
4. An Order, substantially in the form attached as Schedule "C" scheduling the meeting of creditors of Lutheran Church – Canada, the Alberta – British Columbia District ("the District"); and
5. such further and other relief as this Honourable Court may allow.

Grounds for making this application:

6. The District is the owner of the Elkford Lands.
7. The District has entered into a purchase and sale agreement for the Elkford Lands.
8. The sale price in the purchase and sale agreement for the Elkford Lands is reasonable. It is proposed that the net sale proceeds from the sale of the Elkford Lands would be held in trust and the distribution would form part of the District's Plans of Arrangement proposed by the Applicants.
9. The District has developed a Plan of Compromise and Arrangement, and wishes to hold the meeting of creditors to have its Plan of Compromise and Arrangement considered.

Material or evidence to be relied on:

10. Affidavit of Cameron Sherban, sworn February 16, 2016;
11. Fourth Confidential Affidavit of Cameron Sherban, sworn February 16, 2016;
12. the pleadings and other materials filed herein; and

13. such other and further material as counsel may advise and this Honourable Court may permit.

Applicable rules:

Part 6 Division 1, Rule 13.5, Part 6 Division 4

Applicable Acts and regulations:

Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended

Any irregularity complained of or objection relied on:

None

How the application is proposed to be heard or considered:

In person

WARNING

The information that is the subject of this application must not be published before the application is heard without the Court's permission.

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

A person may make an application for an order restricting publication only if a judge has authority to make such an order under an enactment or at common law.

COURT FILE NUMBER 1501-00955
 COURT COURT OF QUEEN'S BENCH OF ALBERTA

IN BANKRUPTCY AND
 INSOLVENCY

JUDICIAL CENTRE CALGARY
 IN THE MATTER OF THE
COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C.
 1985, c. C-36, as amended

APPLICANTS LUTHERAN CHURCH – CANADA,
 THE ALBERTA – BRITISH
 COLUMBIA DISTRICT, ENCHARIS
 COMMUNITY HOUSING AND
 SERVICES, ENCHARIS
 MANAGEMENT AND SUPPORT
 SERVICES, AND LUTHERAN
 CHURCH – CANADA, THE
 ALBERTA – BRITISH COLUMBIA
 DISTRICT INVESTMENTS LTD.

DOCUMENT SERVICE LIST

SERVICE RECIPIENT	EMAIL ADDRESS	PHONE/FAX	RECIPIENT STATUS
Deloitte Restructuring Inc. Attn: Jeff Keeble and Vanessa Allen 700-850-2 nd Street SW Calgary, AB T2P 3K4	jkeeble@deloitte.ca ; vanallen@deloitte.ca	PH: 403-267-1777 FX: 403-718-3681	Monitor
Gowling LaFleur Henderson LLP Attn: Jeffrey Oliver 1600-421-7 th Avenue SW Calgary, AB T2P 4K9	Jeffrey.oliver@gowlings.com	PH: 403-298-1000 FX: 403-263-9193	Counsel to Monitor
LCC Worker Benefits (pension plan) Janice Otto 503, 1780 Wellington Ave Winnipeg, MB R3H 1B3	LCCBenefits@element.ca	PH: 1-800-588-4226	Creditor NOTE – NOT SERVED AS PER REQUEST RECEIVED FROM LCC WORKER BENEFITS JULY 9, 2015

McMillan Binch Attn: Adam Maerov and Marc-Elie Scott 1700-421-7 Ave SW Calgary, AB T2P 4K9	adam.maerov@mcmillan.ca ; marc-elie.scott@mcmillan.ca	PH: 403-215-2752 FX: 403-531-4720	Counsel for Lutheran Church - Canada
Concentra Trust Attn: Dean Hutchison 1600-520-3 rd Avenue SW Calgary, AB T2P 0R3	dhutchison@mit.com	PH: 403-693-4305 FX: 403-508-4349	Counsel for Concentra Trust which is a secured creditor
Alberta Health Services Attn: Jill Curtis 10301 Southport Road SW Calgary, AB T2W 1S7	jill.curtis@albertahealthservices.ca ;		Counsel for Alberta Health Services who is a contingent creditor
CEF Depositors Notice of Monitor's website address mailed by regular mail to last known address January 26, 2015 per Affidavit of Mailing filed February 4, 2015			Creditors of the District
CEF Creditors Committee Attn: Christopher Simard Bennett Jones 4500-855-2 Street SW Calgary, AB T2P 4K7	simardc@bennettjones.com	PH: 403-298-4485 FX: 403-265-7219	Counsel for CEF Creditors' Committee
Office of the Public Trustee Attn: Janice Elmquist Suite 900 444-7 Avenue SW Calgary, AB T2P 0X8	Janice.elmquist@gov.ab.ca	PH: 403-297-6541 FX: 403-297-2823	Representative of Minor CEF depositors
Borden Ladner Gervais LLP Attn: Robyn Gurofsky 1900-520-3 rd Ave SW Calgary, AB T2P 0R3	rgurofsky@blg.com	PH: 403-232-9774 FX: 403-266-1395	Counsel for Vic Fisher and Elfie Fisher

<p>Allan Garber Professional Corporation</p> <p>Attn: Allan A. Garber 108,17707-105 Avenue Edmonton, AB T5S 1T1</p>	<p>allan@garberlaw.ca</p>	<p>PH: 587-400-9311 FX: 587-400-9313</p>	<p>Counsel for Sharon Sherman</p>
<p>DIL Depositors</p> <p>Notice of Monitor's website address mailed by regular mail to last known address January 26, 2015 per Affidavit of Mailing filed February 4, 2015</p>			<p>Account holders in DIL</p>
<p>DIL Creditors Committee</p> <p>Attn: Doug Nishimura Field LLP 400-604-1st Street SW Calgary, AB T2P 1M7</p>	<p>dnishimura@fieldlaw.com</p>	<p>PH: 403-260-8500 FX: 403-264-7084</p>	<p>Counsel for DIL Creditors' Committee</p>
<p>Life Lease Residents</p> <p>Attn: Jeffrey Moroz Mcleod Law LLP 2110-250-5th Street SW Calgary, AB T2P 0R4</p>	<p>moroz@mcleod-law.com</p>	<p>PH: 403-278-9411 FX: 403-271-1769</p>	<p>Counsel for Life Lease Residents (Contingent Creditors)</p>
<p>McLeod Law LLP</p> <p>Attn: Brett Turnquist 300-14505 Bannister Road SE, Calgary, AB T2X 3J3</p>	<p>bturnquist@mcleod-law.com</p>	<p>PH: 403-873-3728 FX: 403-271-1769</p>	<p>Counsel for the Estate of Eileen Burton (former Village resident)</p>
<p>Bank of Montreal 10199-101 Street, Edmonton, AB T5J 3Y4</p>			<p>Secured creditor at PPR against ECHS, EMSS, and District</p>
<p>IOS Financial Services 2300 Meadowvale Blvd, Suite 200, Mississauga, ON L5N 5P9</p>			<p>Secured creditor at PPR against ECHS</p>
<p>Xerox Canada Ltd. 33 Bloor St. E. 3rd Floor, Toronto, ON M4W 3H1</p>			<p>Secured creditor at PPR against EMSS</p>
<p>National Leasing Group Inc. 1525 Buffalo Place, Winnipeg, MB R3T 1L9</p>			<p>Secured creditor at PPR against EMSS</p>

<p>Alberta Securities Commission</p> <p>Attn: Vi Pickering/Edward Asare-Quansah 600-250-5th Street SW Calgary, AB T2P 0R4</p>	<p>Edward.Asare-Quansah@asc.ca; Vi.Pickering@asc.ca</p>	<p>PH: 403-355-3889 FX: 403-297-2210</p>	
<p>ARS Collection Agency of Canada Inc. operating as Fiserv</p> <p>Attn: Scott H. Stephens Owen Bird Law Corporation Bentall 3, Suite 2900 595 Burrard Street PO Box 49130 Vancouver, BC V7X 1J5</p>	<p>sstephens@owenbird.com</p>	<p>PH: 604-691-7521 FX: 604-632-4447</p>	<p>Counsel for banking software provider</p>
<p>Attn: Errin Poyner Sugden, McFee & Roos LLP 700-375 Water Street Vancouver, BC V6B 5C6 and Attn: Kibben Jackson Fasken Martineau 2900-550 Burrard Street Vancouver, BC V6C 0A3</p>	<p>epoyner@smrlaw.ca kjackson@fasken.com</p>	<p>Ms. Poyner: PH: 604-687-7700 FX: 604-687-5596 Mr. Jackson: PH: 604-631-4786 FX: 604-632-4786</p>	<p>Counsel for group of Depositors</p>
<p>Encon Group Inc.</p> <p>c/o Marsh Canada Limited Attn: Michael Johnson 10180-101 Street NW, Suite 680 Edmonton, AB T5J 3S4</p>	<p>Michael.johnson@marsh.com</p>	<p>PH: 780-917-4852 FX: 780-429-1422</p>	<p>D&O Insurer for the District and DIL</p>
<p>Northbridge General Insurance Corporation</p> <p>c/o Westland Insurance Brokers Ltd. Attn: Ross Bucsis 24-8180 Macleod Trail SE Calgary, AB T2H 2B8</p>	<p>rbucsis@westlandinsurance.ca</p>	<p>PH: 403-640-0264 (x107) FX: 1-866-422-7990</p>	<p>D&O Insurer for ECHS and EMSS</p>
<p>Purchaser of Elkford Lands</p>			

SCHEDULE "A"

COURT FILE NUMBER 1501-00955
COURT COURT OF QUEEN'S BENCH
OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY

Clerk's Stamp

JUDICIAL CENTRE CALGARY
IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended

APPLICANTS LUTHERAN CHURCH – CANADA, THE
ALBERTA – BRITISH COLUMBIA DISTRICT,
ENCHARIS COMMUNITY HOUSING AND
SERVICES, ENCHARIS MANAGEMENT AND
SUPPORT SERVICES, AND LUTHERAN
CHURCH – CANADA, THE ALBERTA – BRITISH
COLUMBIA DISTRICT INVESTMENTS LTD.

DOCUMENT **APPROVAL AND VESTING ORDER
(Elkford Property)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Bishop & McKenzie LLP
Barristers & Solicitors
1700, 530 - 8th Avenue SW
Calgary, Alberta T2P 3S8

Attention: Francis N. J. Taman / Ksena J. Court

Telephone: 403-237-5550

Fax: 403-243-3623

File No.: 103,007-003

DATE ON WHICH ORDER WAS PRONOUNCED: TUESDAY, FEBRUARY 23, 2016

LOCATION WHERE ORDER WAS PRONOUNCED: CALGARY, ALBERTA

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE J. STREKAF

UPON THE APPLICATION of Lutheran Church – Canada, the Alberta – British Columbia District (the "District"), Encharis Community Housing and Services, EnCharis Management and Support Services, and Lutheran Church – Canada, the Alberta – British Columbia District Investments Ltd. (collectively the "Applicants"); **AND UPON HAVING READ**

the Application, the Affidavits of Cameron Sherban; **AND UPON READING** the Reports of the Monitor; **AND UPON HEARING** counsel for the Applicants, counsel for the Monitor, counsel for the CEF Creditors' Committee, counsel for the DIL Creditor's Committee; and other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of the application for this Order, and all supporting materials, as set out in the Affidavit of Charlene Everett respecting the Application filed February 16, 2016 is good and sufficient, and the time for notice hereof is shortened to the time actually given.
2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted by the Honourable Justice K.D. Yamauchi in this Action dated January 23, 2015 (the "Initial Order").

SALE OF LANDS

3. In this Order the following terms shall have the following meaning:
 - (a) "Lands" means the lands legally described as:

Parcel Identifier: 009-824-103
LOT 2 DISTRICT LOT 3512 KOOTENAY LAND DISTRICT PLAN 15363

which is municipally known as 2700 Balmer Drive, Elkford, British Columbia;
 - (b) "Net Proceeds" means the proceeds from the sale of the Lands, less amounts required to pay all reasonable and ordinary closing costs, including without limitation goods and services and other applicable sales taxes, property taxes, commissions (subject to any variation from such listing agreement which may be set out in this Order), applicable condominium fees, and all other closing costs normally associated with a transaction of this nature including legal fees and disbursements;
 - (c) "Purchase and Sale Agreement" means the agreement in writing respecting the sale of the Lands from the District to the Purchaser, dated January 19, 2016 which is attached as Exhibit "B" to the Fourth Confidential Affidavit of Cameron Sherban, sworn February 16, 2016; and

(d) "Purchaser" means the purchaser listed in the Purchase and Sale Agreement.

4. The sale of the Lands to the Purchaser in accordance with the terms and conditions of the Purchase and Sale Agreement be and is hereby authorized and approved.

5. The District and the Monitor are hereby authorized and directed to execute all deeds, documents, and agreements, and to do all things reasonably necessary to complete the sale of the Lands and to carry out the terms of this Order.

6. Upon filing a certified copy of this Order in the British Columbia Land Title Office together with a letter from either the lawyer for the Applicants or their lawyer's agent in British Columbia authorizing such registration and subject to the terms of this Order, the Lands be conveyed to and vest in the Purchaser, in fee simple, free and clear of any estate, right, title, interest, equity of redemption, and other claims of the parties, together with any other charges, liens, encumbrances, caveats, or certificate of pending litigation registered against the Lands, but subject to the reservations, provisos, exceptions, and conditions expressed in the original grants thereof from the Crown.

7. Upon the Monitor delivering a certificate (the "Monitor's Certificate") to the Court in the form attached as Schedule "A" certifying that the sale of the Lands has closed substantially in accordance with the terms of the Purchase and Sale Agreement and all purchase monies due and owing in respect of such sale have been tendered to the District then:

- (a) the Lands shall be owned by the Purchaser, free of all estate, right, title, interest, rental, and equity of redemption of the District and all persons who claim by, through or under the District in respect of the Lands, other than any permitted encumbrances expressly set forth in the Purchase and Sale Agreement;
- (b) the District and all persons who claim by, through or under the District shall stand absolutely barred and foreclosed from all estate, right, title, interest, rental, and equity of redemption of the Lands and, to the extent that any such person remains in possession or control of any of the Lands, they shall forthwith deliver possession of same to the Purchaser or its nominee; and
- (c) the Purchaser shall be entitled to enter into and upon, hold and enjoy the Lands for its own use and benefit without any interference of or by the District, or any person claiming by or through or against the District on any of the Lands.

8. The District is authorized and empowered, in respect of the Lands, to execute and deliver:

- (a) such additional, related or ancillary documents and assurances governing or giving effect to the sale of the Lands, which in the District's discretion are reasonably necessary or advisable to conclude the transactions contemplated in or in furtherance of the purchase of the Lands and/or this Order; and
- (b) any and all instruments and documents in respect of the Lands as may be required by the Registrar of the Land Title Office of British Columbia or deemed reasonably necessary by the District, and the Registrar is hereby directed to effect registration of any such instrument or document so executed by or its solicitors.

9. Upon the filing of the Monitor's Certificate, the Monitor may discharge, or authorize the discharge of, any security registration or registrations in the Personal Property Registry of Alberta or British Columbia as may be required to properly convey clear title of the Lands to the Purchaser.

10. Until further Order of this Honourable Court, Bishop & McKenzie LLP shall hold all Net Proceeds in trust and such Net Proceeds shall stand in the place and stead of the Lands transferred pursuant to this Order, and all claims of whatsoever nature or kind, including without limitation, all liens, claims, encumbrances, mortgages, proprietary claims, trust claims, lease claims, and other interests (the "Claims") shall attach solely to the Net Proceeds with the same validity, priority and in the same amounts and subject to the same defences that were or may have been available when the Claims were attached to the Lands itself.

11. Notwithstanding:

- (a) the pendency of these proceedings and the declaration of insolvency made herein;
- (b) any bankruptcy Order sought or issued pursuant to the *Bankruptcy and Insolvency Act* (the "BIA") in respect of any of the Applicants; and
- (c) the provisions under the *BIA*, or any other applicable federal or provincial legislation or common law,

the Purchase and Sale Agreement or any transaction contemplated hereby or coordinated therewith shall constitute legal, valid and binding obligations of the Applicants enforceable against them in accordance with the terms thereof, and neither the Purchase and Sale Agreement nor any transaction contemplated hereby or coordinated therewith will be void or voidable at the instance of creditors and claimants and do not constitute nor shall they be deemed to constitute settlements, fraudulent preferences, assignments, fraudulent conveyances, oppressive conduct, or other reviewable transactions under the *BIA*, or any other applicable federal or provincial legislation, or common law.

12. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in British Columbia to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

Justice of the Court of Queen's Bench of Alberta

Schedule "A" – Monitor's Certificate

COURT FILE NUMBER 1501-00955

COURT COURT OF QUEEN'S BENCH
OF ALBERTA

JUDICIAL CENTRE CALGARY

Clerk's Stamp

IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended

APPLICANTS LUTHERAN CHURCH – CANADA, THE
ALBERTA – BRITISH COLUMBIA DISTRICT,
ENCHARIS COMMUNITY HOUSING AND
SERVICES, ENCHARIS MANAGEMENT AND
SUPPORT SERVICES, AND LUTHERAN
CHURCH – CANADA, THE ALBERTA – BRITISH
COLUMBIA DISTRICT INVESTMENTS LTD.

DOCUMENT **MONITOR'S CERTIFICATE
(Elkford Property)**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

Gowling LaFleur Henderson LLP
Barristers & Solicitors
1600-521-7th Avenue SW
Calgary, Alberta T2P 4K9

Attention: Jeffrey Oliver

Telephone: 403-298-1000
Fax: 403-263-9193

RECITALS

- A. Pursuant to an Order of the Honourable Justice K.D. Yamauchi of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "Court") dated January 23, 2015, Deloitte Restructuring Inc. was appointed as the Monitor of the Applicants.
- B. Pursuant to an Order of the Court dated February 23, 2016 (the "Approval and Vesting Order (Elkford Property)"), the Court approved the agreement of purchase and sale made as of January 19, 2016 between the District and the Purchaser, as that term is defined in the Approval and Vesting Order (Elkford Property) and provided for the transfer to the Purchaser all of the District's right, title and interest in and to the Lands,

which transfer to is to be effective with respect to the Lands upon the delivery by the Monitor to the Purchaser of a certificate confirming the payment by the Purchaser of the purchase monies for the Lands to the District.

THE MONITOR CERTIFIES THE FOLLOWING:

1. The Purchaser (or its nominee) has paid and the District has received the purchase monies for the Lands;
2. The sale of the Lands has been completed to the satisfaction of the Monitor; and
3. This Certificate was delivered by the Monitor at _____ on _____.

Deloitte Restructuring Inc.,
In its capacity as Court-appointed Monitor of
Lutheran Church – Canada, the Alberta – British
Columbia District, Encharis Community Housing
and Services, Encharis Management and Support
Services, and Lutheran – Church – Canada, the
Alberta – British Columbia District Investments Ltd.

Jeff Keeble CA, CIRP, CBV
Senior Vice-President

SCHEDULE "B"

COURT FILE NUMBER 1501-00955
COURT COURT OF QUEEN'S BENCH
OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE CALGARY

Clerk's Stamp

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended

APPLICANTS LUTHERAN CHURCH – CANADA, THE
ALBERTA – BRITISH COLUMBIA DISTRICT,
ENCHARIS COMMUNITY HOUSING AND
SERVICES, ENCHARIS MANAGEMENT AND
SUPPORT SERVICES, AND LUTHERAN
CHURCH – CANADA, THE ALBERTA – BRITISH
COLUMBIA DISTRICT INVESTMENTS LTD.

DOCUMENT **ORDER (Sealing Affidavit)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Bishop & McKenzie LLP
Barristers & Solicitors
1700, 530 - 8th Avenue SW
Calgary, Alberta T2P 3S8

Attention: Francis N. J. Taman / Ksena J. Court

Telephone: 403-237-5550
Fax: 403-243-3623

File No.: 103,007-003

DATE ON WHICH ORDER WAS PRONOUNCED: TUESDAY, FEBRUARY 23, 2016
LOCATION WHERE ORDER WAS PRONOUNCED: CALGARY, ALBERTA
NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE J. STREKAF

UPON THE APPLICATION of Lutheran Church – Canada, the Alberta – British Columbia District, Encharis Community Housing and Services, EnCharis Management and Support Services, and Lutheran Church – Canada, the Alberta – British Columbia District Investments Ltd. (collectively the "Applicants"); **AND UPON HAVING READ** the Application,

the Affidavits of Cameron Sherban; **AND UPON READING** the Reports of the Monitor; **AND UPON HEARING** counsel for the Applicants, counsel for the Monitor, and other interested parties;

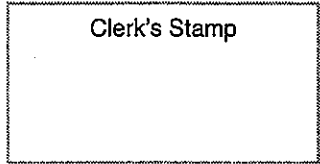
IT IS HEREBY ORDERED AND DECLARED THAT:

1. Division 4 of Part 6 of the Alberta Rules of Court does not apply to this Application.
2. Until the Monitor delivers a certificate to the Court certifying that the sale of the Elkford Lands has closed substantially in accordance with the terms of the purchase and sale agreement for the Elkford Lands, the Fourth Confidential Affidavit of Cameron Sherban, sworn February 16, 2016 (the "Fourth Confidential Affidavit of Cameron Sherban") and the Affidavit of Service of Charlene Everett dealing with the service of the Application upon the purchaser under the Purchase and Sale Agreement for the Elkford Lands approved by the Court on February 23, 2016, shall be sealed and kept confidential, to be shown only to a Justice of the Court of Queen's Bench of Alberta, and accordingly, shall be filed with the Clerk of the Court who shall keep the Fourth Confidential Affidavit of Cameron Sherban and the Affidavit of Service of Charlene Everett in a sealed envelope, which shall be clearly marked "SEALED PURSUANT TO THE ORDER OF THE HON. JUSTICE J. STREKAF DATED FEBRUARY 23, 2016". Notwithstanding the foregoing, the Applicants and the Monitor may provide later Affidavit evidence or reports to the Court respecting the sale which is the subject of the Fourth Confidential Affidavit of Cameron Sherban once such sale has closed.
3. Any party may apply to set aside this Order upon providing the Applicants, the Monitor and all interested parties with five (5) days notice of such application.

Justice of the Court of Queen's Bench of Alberta

SCHEDULE "C"

COURT FILE NUMBER 1501-00955
COURT COURT OF QUEEN'S BENCH
OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE CALGARY



IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended

APPLICANTS LUTHERAN CHURCH – CANADA, THE
ALBERTA – BRITISH COLUMBIA DISTRICT,
ENCHARIS COMMUNITY HOUSING AND
SERVICES, ENCHARIS MANAGEMENT AND
SUPPORT SERVICES, AND LUTHERAN
CHURCH – CANADA, THE ALBERTA – BRITISH
COLUMBIA DISTRICT INVESTMENTS LTD.

DOCUMENT **ORDER**
(District Creditors' Meeting)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Bishop & McKenzie LLP
Barristers & Solicitors
1700, 530 - 8th Avenue SW
Calgary, Alberta T2P 3S8

Attention: Francis N. J. Taman / Ksena J. Court

Telephone: 403-237-5550
Fax: 403-243-3623

File No.: 103,007-003

DATE ON WHICH ORDER WAS PRONOUNCED: TUESDAY, FEBRUARY 23, 2016
LOCATION WHERE ORDER WAS PRONOUNCED: CALGARY, ALBERTA
NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE J. STREKAF

UPON THE APPLICATION of Lutheran Church – Canada, the Alberta – British Columbia District (the "District"), EnCharis Community Housing and Services ("ECHS"), EnCharis Management and Support Services ("EMSS"), and Lutheran Church – Canada, the Alberta – British Columbia District Investments Ltd. ("DIL") (collectively the "Applicants"); **AND UPON HAVING READ** the Application, the Affidavit of Cameron Sherban; **AND UPON READING** the Reports of the Monitor; **AND UPON HAVING READ** the terms and provisions of

the Plan of Compromise and Arrangement, dated February 12, 2016, as attached as Exhibit "C" to the Affidavit of Cameron Sherban, sworn February 16, 2016 (the "District Plan"); **AND UPON HEARING** counsel for the Applicants, counsel for the Monitor, counsel for the CEF Creditors' Committee, counsel for the DIL Creditors' Committee, and other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of the application for this Order, and all supporting materials, as set out in the Affidavit of Charlene Everett respecting the Application filed February 16, 2016 is good and sufficient, and the time for notice hereof is shortened to the time actually given.

2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted by the Honourable Justice K.D. Yamauchi in this Action dated January 23, 2015 (the "Initial Order") or in the District Plan. If a term appears in this Order which is defined in both the Initial Order and the District Plan, the definition in the District Plan shall govern.

FILING OF THE PLAN

3. The District is hereby authorized and directed to file the District Plan, to present the District Plan to the Eligible Affected Creditors (the "District Eligible Affected Creditors") for their consideration in accordance with the terms of this Order (the "District Meeting Order") and to seek approval of the District Plan in the manner set forth herein.

4. The District is hereby authorized, with the consent of the Monitor or as otherwise ordered by the Court, to vary, amend, modify or supplement the District Plan by way of a supplementary or amended and restated plan or plans of compromise or arrangement (an "Amended Plan"):

- (a) at any time prior to the meeting of the District Eligible Affected Creditors (the "District Creditors' Meeting"), provided that the District or the Monitor, as applicable, (i) files the Amended Plan with this Court, (ii) posts the Amended Plan on the Monitor's website, and (iii) serves the Amended Plan on the Service List attached to this Order;
- (b) at any time during the District Creditors' Meeting, provided that oral notice of any such variation, amendment, modification or supplement is given to all District Eligible Affected Creditors present in person or by Proxy (and in such case, notice given to the District Eligible Affected Creditor's proxyholder shall be

sufficient) at the District Creditors' Meeting prior to the vote being taken at the District Creditors' Meeting, in which case any such variation, amendment, modification or supplement shall be deemed to be part of and incorporated into the District Plan, and such Amended Plan shall be promptly posted on the Monitor's website and filed with the Court as soon as practicable following the District Creditors' Meeting; and

- (c) at any time and from time to time after the District Creditors' Meeting (both prior to and subsequent to the Sanction Order, if granted), with approval of this Court and any District Eligible Affected Creditors adversely affected by such amendment,

provided that, however, any such amendment, modification or supplement may be made unilaterally by the District, before or after the Sanction Order, with the approval of the Monitor, if such amendment, modification or supplement is of an administrative nature that is not adverse to the financial or economic interests of any of the District Affected Creditors under the District Plan and is necessary in order to give better effect to the substance or implementation of the District Plan or the Sanction Order.

CLASSIFICATION OF CREDITORS

5. For the purposes of considering and voting on the District Plan and receiving distributions thereunder, the District Eligible Affected Creditors shall constitute a single class under the District Plan.

NOTICE OF CREDITORS' MEETING AND INFORMATION PACKAGE

6. The form of notice to Creditors of the District Creditors' Meeting (the "District Notice of Creditors' Meeting") and the form of Proxy to be used by Eligible Affected Creditors (the "Proxy") in substantially the forms attached to this District Meeting Order as **Schedule "1" and "2"**, respectively, are hereby approved.

7. The District Notice of Creditors' Meeting shall include a specification of the website address where each District Eligible Affected Creditor will be able to access and retrieve copies of the following documents (collectively, the "Information Package"):

- (a) the District Plan;
- (b) this District Meeting Order;
- (c) a copy of the Monitor's Report;

- (d) the District Notice of Creditors' Meeting;
- (e) the Proxy;
- (f) the Election Letter;
- (g) the Notice of Opting Out; and
- (h) *Minors' Property Act Regulation* forms, if applicable.

8. The Monitor shall send a copy of the Information Package as soon as practicable, and in any event not later than March 11, 2016, to each District Eligible Affected Creditor by regular mail to the last known address for such District Eligible Affected Creditor specified by such District Eligible Affected Creditor in their proof of claim or otherwise provided to the Monitor.

9. The Chair (as defined in paragraph 14 of this District Meeting Order) be and is hereby authorized to accept and rely upon Proxies substantially in the form attached as **Schedule "2"** and Election Letters substantially in the form attached as **Schedule "3"** hereto. Notwithstanding paragraphs 6 to 8 hereof, the Monitor may from time to time, make such minor changes to the Information Package as the Monitor, in consultation with the District, considers necessary or desirable to conform the content thereof to the terms of the District Plan or this District Meeting Order, or to describe the District Plan.

10. The Monitor shall cause a copy of the Information Package to be posted on the Monitor's website at www.insolvencies.deloitte.ca no later than February 29, 2016 and in the case of any amendments made thereto in accordance with paragraphs 4 or 9 hereof, as soon as practicable after such amendments are made.

11. The Monitor shall send by regular mail, facsimile, courier or email as soon as practicable following a request therefore, a copy of the Information Package to each District Eligible Affected Creditor who, no later than two business days prior the District Creditors' Meeting (or any adjournment thereof), makes a written request for it.

PUBLICATION OF NEWSPAPER NOTICE

12. As soon as practicable and no later than March 4, 2016, a newspaper notice of the District Creditors' Meeting, in substantially the form attached as **Schedule "4"** to this District Meeting Order (the "Newspaper Notice"), shall be published once by the Monitor in the Globe and Mail National Edition.

NOTICE SUFFICIENT

13. The publication of the Newspaper Notice, the sending of the Information Package to the District Eligible Affected Creditors and the posting of the Information Package on the Monitor's website, in the manner set out in paragraphs 6 through 12, as applicable, shall constitute good and sufficient service of this District Meeting Order, the District Plan and the District Notice of Creditors' Meeting on all persons who are entitled to receive notice thereof in these proceedings, who wish to be present in person or by Proxy at the District Creditors' Meeting or in these proceedings, or who wish to vote by way of the Election Letter and no other form of notice or service need be made on such persons and no other document or material need be served on such persons in respect of the District Creditors' Meeting or these proceedings. Service shall be effective, in the case of regular mailing, three Business Days after the date of mailing, in the case of service by courier, on the day after the courier was sent, and in the case of service by fax or email, on the day after the fax or email was transmitted, unless such day is not a Business Day, or the fax or email transmission was made after 5:00 p.m. (Calgary time), in which case, service shall be deemed effective on the next Business Day.

CREDITORS' MEETING

14. A representative of the Monitor shall preside as the chair of the District Creditors' Meeting (the "Chair") and shall decide all matters relating to the rules and procedures at, and the conduct of, the District Creditors' Meeting in accordance with the terms of the District Plan, this District Creditors' Meeting Order and further Orders of this Court. The Chair may adjourn the District Creditors' Meeting at his/her discretion.

15. The District Creditors' Meeting shall not be recorded by any audio or video recording device. Minutes of the District Creditors' Meeting shall be taken by the Monitor.

16. The District shall call, hold and conduct the District Creditors' Meeting on April 30, 2016 at a location To Be Determined in Calgary, Alberta at 10:00 am (Calgary time) (the "Meeting Date"), or as adjourned to such places and times as the Chair may determine, for the purposes of the District Eligible Affected Creditors considering and voting on the District Plan and transacting such other business as may be properly brought before the District Creditors' Meeting.

ATTENDANCE AT CREDITORS' MEETING

17. The only persons entitled to notice of, attend or speak at the District Creditors' Meeting are the District Eligible Affected Creditors (or their representative proxyholders), the District directors, the Monitor, the Applicants' legal counsel, the Monitor's legal counsel, members of the

Creditors' Committees, the legal counsel for the Creditors' Committees, the Chair, Scrutineers and the Secretary (as defined below). Any other person may be admitted to the District Creditors' Meeting only by invitation of the Chair.

18. A District Eligible Affected Creditor that is not an individual may only attend and vote at the District Creditors' Meeting if it has appointed a proxyholder to attend and act on its behalf at the District Creditors' Meeting.

VOTING AT THE CREDITORS' MEETING

19. Any creditor holding a claim that has not been filed or asserted in accordance with the Claims Process Order granted by this Court on February 20, 2015 (the "Claims Process Order"), or that has filed a claim that has been disallowed and for which the appeal period has expired with no appeal, will not be entitled to vote on the District Plan at the District Creditors' Meeting or by Election Letter in respect of its claim.

20. No person shall be entitled to vote on the District Plan in respect of a claim that is an Unaffected Claim, as that term is defined in the District Plan.

21. The only persons entitled to vote at the District Creditors' Meeting in person or by Proxy, or by Election Letter are the District Eligible Affected Creditors.

22. For the purposes of voting on the District Plan, all District Eligible Affected Creditors shall be entitled to vote on the proof of claim (as may have been amended) filed in respect of their Affected Claim pursuant to the Claims Process Order, but for the purposes of receiving distributions under the District Plan, any claim that is not yet a Proven Claim shall remain subject to further review and final acceptance by the Monitor, and may be determined, in whole or in part, to be a Disputed Claim.

23. The quorum required at the District Creditors' Meeting shall be any two District Eligible Affected Creditors present in person or by Proxy at the District Creditors' Meeting.

24. If:

- (a) the requisite quorum is not present at the District Creditors' Meeting;
- (b) the District Creditors' Meeting is postponed by a vote of the majority in value of the claims of the District Eligible Affected Creditors present in person or by Proxy; or
- (c) the Chair otherwise decides to adjourn the District Creditors' Meeting

then the District Creditors' Meeting shall be adjourned to such date, time and place as may be designated by the Chair. The announcement of the adjournment by the Chair, the posting of notice of such adjournment on the Monitor's website and written notice thereof to the District Eligible Affected Creditors shall constitute sufficient notice of the adjournment and the District and the Monitor shall have no obligation to give further notice to any person of the adjourned District Creditors' Meeting.

25. Every question submitted to the District Creditors' Meeting, except to approve the District Plan resolution, any amendment to or in respect of the District Plan made by the District or an adjournment of the District Creditors' Meeting, will be decided by a majority of votes given on a show of hands or, if by confidential written ballot at the discretion of the Chair, by a simple majority in number of the District Eligible Affected Creditors.

26. At the District Creditors' Meeting, the Chair shall direct a vote by the District Eligible Affected Creditors on the resolution substantially in the form attached hereto as **Schedule "5"** to approve the District Plan (the "Resolution") by way of written ballot.

27. If the Resolution is approved in accordance with the terms of this District Meeting Order, the Resolution shall be ratified and given full force and effect in accordance with the provisions of this District Meeting Order, the CCAA, the Information Package and any further Order of this Court, notwithstanding the provisions of any agreement or other instrument to the contrary.

28. The Monitor may appoint scrutineers (the "Scrutineers") for the supervision and tabulations of the attendance, quorum, and votes cast at the District Creditors' Meeting. A person or persons designated by the Monitor shall act as secretary (the "Secretary") at the District Creditors' Meeting and shall tabulate all votes made at the District Creditors' Meeting and by way of Election Letter.

29. The result of any vote conducted at the District Creditors' Meeting and by way of Election Letter shall be binding upon each and every Affected Creditor, whether or not such Affected Creditor was present or voted at the District Creditors' Meeting or by Election Letter, without prejudice to such Affected Creditor's ability to oppose the District Plan at the Sanction Hearing.

30. Following the vote at the District Creditors' Meeting, the Monitor shall tally the votes cast at the District Creditors' Meeting and by Election Letter, and determine whether the District Plan has achieved the Required Majority.

31. The Monitor shall file its report to this Court by no later than 7 business days after the day the District Creditors' Meeting occurs with respect to whether the District Plan has achieved the Required Majority.

VOTING BY PROXY

32. All Proxies submitted in respect of the District Creditors' Meeting (or any adjournment thereof) shall be in substantially the form attached to this Order as **Schedule "2"** or in such other form as is acceptable to the Monitor or the Chair.

33. A District Eligible Affected Creditor wishing to appoint a Proxy to represent such District Eligible Affected Creditor at the District Creditors' Meeting (or any adjournment thereof) may do so by inserting such person's name in the blank space provided on the form of Proxy and sending the completed form to the Monitor by email to [josithole@deloitte.ca](mailto:josit-hole@deloitte.ca), or if the completed form cannot be sent by email, it shall be sent by regular mail, facsimile or courier to:

Deloitte Restructuring Inc.
700 Bankers Court
850-2nd Street S.W.
Calgary, Alberta T2P 0R8
Attention: Joseph Sithole
Fax: 403-718-3681

34. A Proxy must be received by the Monitor by 5:00 p.m. (Calgary time) on the last Business Day preceding the date set for the District Creditors' Meeting or any adjournment thereof, or delivered by hand to the Chair prior to the commencement of the District Creditors' Meeting (or commencement of an adjourned District Creditors' Meeting in case of adjournment). After commencement of the District Creditors' Meeting (or commencement of an adjourned District Creditors' Meeting in case of adjournment), no Proxies shall be accepted by the Monitor.

35. The following shall govern the submission of Proxies and any deficiencies in respect of the form or substance of Proxies filed with the Monitor:

- (a) a District Eligible Affected Creditor who has given a Proxy may revoke it as to any matter on which a vote has not already been cast pursuant to its authority, by an instrument in writing executed by such District Eligible Affected Creditor or by its attorney, duly authorized in writing, or if a District Eligible Affected Creditor is not an individual, by an officer or legal counsel thereof duly authorized, and deposited with the Monitor as provided in paragraph 33;
- (b) if the Proxy is not dated in the space provided, it shall be deemed to be dated on the date it is received by the Monitor;

- (c) a Proxy submitted by a District Eligible Affected Creditor that bears or is deemed to bear a later date than an earlier Proxy submitted by such District Eligible Affected Creditor shall be deemed to revoke the earlier Proxy;
- (d) if more than one valid Proxy for the same District Eligible Affected Creditor and bearing or deemed to bear the same date are received by the Monitor with conflicting instructions, such Proxies shall not be counted for the purposes of the vote;
- (e) the person named in the Proxy shall vote the District Eligible Affected Creditor's Claim in accordance with the direction of the District Eligible Affected Creditor appointing such person on any ballot or show of hands that may be called for;
- (f) a Proxy confers a discretionary authority upon the person named therein with respect to amendments or variations to the matters identified in the notices of the District Creditors' Meeting and in the District Plan, and with respect to other matters that may properly come before the District Creditors' Meeting;
- (g) the Monitor in consultation with the District is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Proxy is completed and executed, and may waive strict compliance with the requirements in connection with the deadlines imposed in connection therewith;
- (h) if one or more valid Proxies and one or more valid Election Letters are both received from a District Eligible Affected Creditor:
 - a. the Proxy or Election Letter, as the case may be, that bears or is deemed to bear the latest date shall be counted for purposes of the vote; and
 - b. if all such valid Proxies and valid Election Letters bear or are deemed to bear the same date, none of the Proxies or Election Letters shall be counted for purposes of the vote.

VOTING BY ELECTION LETTER

36. A District Eligible Affected Creditor wishing to vote by Election Letter shall be entitled to submit an Election Letter in the form attached to this Order as **Schedule "3"** or in such other form as is acceptable to the Monitor. An Election Letter shall be voted in accordance with the instructions stated in the Election Letter notwithstanding any modification of or amendment to the District Plan that may be made in accordance with the District Plan.

37. In the event that the District Plan is amended subsequent to the Monitor receiving an Election Letter, and if the Monitor determines that it is not appropriate to rely upon such an Election Letter in light of the amendment made, the Monitor shall take any steps that it deems necessary, which may include seeking advice and direction from the Court.

38. A District Eligible Affected Creditor wishing to vote by Election Letter may do so by completing the Election Letter and sending the completed form to the Monitor by email to josithole@deloitte.ca, or if the completed form cannot be sent by email, it shall be sent by regular mail, facsimile or courier to:

Deloitte Restructuring Inc.
700 Bankers Court
850-2nd Street S.W.
Calgary, Alberta T2P 0R8
Attention: Joseph Sithole
Fax: 587-293-3203

39. An Election Letter must be received by the Monitor by 5:00 p.m. (Calgary time) on the last Business Day preceding the date set for the District Creditors' Meeting or any adjournment thereof. After commencement of the District Creditors' Meeting (or commencement of an adjourned District Creditors' Meeting in case of adjournment), no Election Letters shall be accepted by the Monitor.

40. The following shall govern the submission of Election Letters and any deficiencies in respect of the form or substance of Election Letters filed with the Monitor:

- (a) if the Election Letter is not dated in the space provided, it shall be deemed to be dated on the date it is received by the Monitor;
- (b) an Election Letter submitted by a District Eligible Affected Creditor that bears or is deemed to bear an earlier date than a later Election Letter submitted by such District Eligible Affected Creditor shall be discarded;
- (c) if more than one valid Election Letter for the same District Eligible Affected Creditor and bearing or deemed to bear the same date are received by the Monitor with conflicting instructions, such Election Letters shall not be counted for the purposes of the vote; and
- (d) the Monitor in consultation with the District is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Election Letter is completed and executed, and may waive

strict compliance with the requirements in connection with the deadlines imposed in connection therewith.

MINORS

41. If a District Eligible Affected Creditor is a minor in their Province or State of Residence, then the guardian of the property of the minor shall be entitled to take all necessary steps under the District Plan on behalf of the minor upon the guardian providing documentation satisfactory to the Monitor that the guardian is the guardian of the property of the minor, and upon the guardian filling out and providing to the Monitor, the *Minors' Property Act Regulation* forms attached as **Schedule "6"**.

HEARING FOR SANCTION OF THE PLAN

42. If the District Plan achieves the Required Majority, the District shall seek Court approval of the District Plan at a motion for the Sanction Order, which motion date shall be set at a reasonable time after the District Creditors' Meeting (the "Sanction Hearing").

43. Any party who wishes to oppose the motion for final sanctioning of the District Plan shall serve upon the lawyers for both the Applicants and the Monitor, and upon all other parties on the service list attached to this Order, by not later than 12:00 p.m. (noon) (Calgary time) one week before the Sanction Hearing, a copy of the materials to be used to oppose the motion for approval of the District Plan, setting out the basis for such opposition.

GENERAL

44. The Monitor in consultation with the District may, in its discretion, generally or in individual circumstances, waive in writing the time limits imposed on any District Eligible Affected Creditor under this District Meeting Order if the Monitor, in consultation with the District deems it advisable to do so, without prejudice to the requirement that all other District Eligible Affected Creditors must comply with this District Meeting Order.

45. If any deadline set out in this District Meeting Order falls on a day other than a Business Day, the deadline shall be extended to the next Business Day.

46. Notwithstanding the terms of this District Meeting Order, the District or the Monitor may apply to this Court from time to time for such further orders as it considers necessary or desirable to amend, supplement or replace this District Meeting Order.

EFFECT, RECOGNITION AND ASSISTANCE OF OTHER COURTS

47. This District Meeting Order and any other Order in this proceeding shall have full force and effect in all provinces and territories in Canada and abroad and as against all persons against whom it may otherwise be enforceable.

48. The Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this District Meeting Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this District Meeting Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this District Meeting Order, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this District Meeting Order.

Justice of the Court of Queen's Bench of Alberta

SCHEDULE "1" – NOTICE OF DISTRICT CREDITORS' MEETING

COURT FILE NUMBER	1501-00955
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
	IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE	CALGARY
	IN THE MATTER OF THE <i>COMPANIES'</i> <i>CREDITORS ARRANGEMENT ACT</i> , R.S.C. 1985, c. C-36, as amended
APPLICANTS	LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT, ENCHARIS COMMUNITY HOUSING AND SERVICES, ENCHARIS MANAGEMENT AND SUPPORT SERVICES, AND LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT INVESTMENTS LTD.
DOCUMENT	NOTICE OF DISTRICT CREDITORS' MEETING

Capitalized terms used and not otherwise defined in this Notice are as defined in the District Meeting Order dated February 23, 2016 and the District Plan, dated February 12, 2016.

NOTICE IS HEREBY GIVEN THAT:

1. The Plan of Compromise and Arrangement of the District, dated February 12, 2016 (as may be amended from time to time, the "District Plan") was filed pursuant to the *Companies' Creditors Arrangement Act* (the "CCAA") with the Alberta Court of Queen's Bench (the "Court") on February 16, 2016. The District Plan contemplates the compromise of the rights and claims of the District's Affected Creditors (as defined in the District Plan).
2. Important documents which you should review in consideration of the District Plan are enclosed with this Notice and include the District Plan, the District Meeting Order, the Monitor's Report, the form of Proxy, the Election Letter, and the Notice of Opting Out (the "Information Package") and are also available from the website of the Monitor, Deloitte Restructuring Inc (the "Monitor") (www.insolvencies.deloitte.ca). If you are unable to access this website, you may obtain a copy of the Information Package by

contacting the Monitor by email at josithole@deloitte.ca or by telephone at 587-293-3203. Details of the District Plan and the distributions to be made thereunder to creditors are more fully described in the Monitor's Report enclosed in the Information Package. You should review the Information Package carefully.

3. The District may vary, modify, amend, or supplement the District Plan in accordance with the provisions described in the District Plan and the District Meeting Order.
4. The Order of the Court dated February 23, 2016 (the "District Meeting Order") established the procedures for the District to call, hold and conduct a meeting of its creditors (the "District Creditors' Meeting") to consider and vote on the District Plan. For the purpose of considering and voting on the District Plan, and receiving distributions thereunder, the Affected Claims of the District Affected Creditors shall be grouped into a single class under the District Plan.
5. The District Creditors' Meeting will be held at the following date, time and locations:

Date:	April 30, 2016
Time:	10:00 am
Location:	To Be Determined, Calgary, Alberta

6. Only those creditors with an Eligible Affected Claim, as defined under the District Plan (or their respective proxyholders), the District directors, the Monitor, the Applicants' legal counsel, the Monitor's legal counsel, members of the Creditors' Committees, and the legal counsel for the Creditors' Committees will be eligible to attend the District Creditors' Meeting and vote on the District Plan. Holders of an Unaffected Claim (as defined in the District Plan) will not be entitled to attend and vote at the District Creditors' Meeting.

Any Eligible Affected Creditor who is unable to attend the District Creditors' Meeting may vote by Proxy. Further, any Eligible Affected Creditor who is not an individual may only attend and vote at the District Creditors' Meeting if a proxyholder has been appointed to act on its behalf at the District Creditors' Meeting.

Proxies, once duly completed, dated and signed, must be sent by email to the Monitor, or if cannot be sent by email, delivered to the Monitor at the address of the Monitor as set out on the Proxy form. Proxies must be received by the Monitor by no later than 5:00 p.m. (Calgary time) on the last Business Day preceding the date set for the District Creditors' Meeting or any adjournment thereof. Proxies may also be delivered by hand to the Chair prior to the commencement of the District Creditors' Meeting. After

commencement of the District Creditors' Meeting, no Proxies can be accepted by the Monitor.

Any Eligible Affected Creditor who is unable to attend the District Creditors' Meeting may also vote by Election Letter.

Election Letters, once duly completed, dated and signed, must be sent by email to the Monitor, or if cannot be sent by email, delivered to the Monitor at the address of the Monitor as set out on the Election Letter form. Election Letters must be received by the Monitor by no later than 5:00 p.m. (Calgary time) on the last Business Day preceding the date set for the District Creditors' Meeting or any adjournment thereof.

7. If the District Plan achieves the Required Majority (as defined below) at the District Creditors' Meeting, the District shall seek approval of the District Plan by the Court at an application for the Sanction Order, which application shall be set a reasonable time after the District Creditors' Meeting (the "Sanction Hearing"). Any person wishing to oppose the application for the Sanction Order must serve upon the lawyers for both the District and the Monitor as well as those parties listed on the service list, which was attached to the District Meeting Order, as posted on the Monitor's website, by not later than 12:00 p.m. (noon) (Calgary time) one week before the Sanction Hearing, a copy of the materials to be used to oppose the motion for approval of the District Plan, setting out the basis for such opposition.
8. In order for the District Plan to become effective:
 - (a) the District Plan must be approved at the District Creditors' Meeting by the affirmative vote of a majority in number, representing not less than two-thirds in value of the voting claims of Eligible Affected Creditors, in person, by Proxy, or by Election Letter (this constituting the "Required Majority");
 - (b) the District Plan must be sanctioned by the Court; and
 - (c) the conditions to the implementation of the District Plan as set out in the District Plan must be satisfied or waived.

SCHEDULE "2" – FORM OF PROXY

COURT FILE NUMBER	1501-00955
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
DOCUMENT	PROXY FOR THE DISTRICT PLAN
APPLICANTS	LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT, ENCHARIS COMMUNITY HOUSING AND SERVICES, ENCHARIS MANAGEMENT AND SUPPORT SERVICES, AND LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT INVESTMENTS LTD.

I, _____ of _____, a creditor in the above matter, hereby appoint _____ of _____, (person you want to appoint) to be my proxyholder in the above matter, except as to the receipt of any distributions pursuant to the District Plan (with or without) power to appoint another proxyholder in his or her place.

The above named proxyholder shall attend on behalf of and act for me at the Creditors' Meeting to be held in connection with the District Plan and at any and all adjournments, postponements or other rescheduling of the Creditors' Meeting, and vote the amount of my Claim(s) as follows:

1. (mark one only):

- Vote **FOR** approval of the resolution to accept the Plan; or
- Vote **AGAINST** approval of the resolution to accept the Plan.

IF A BOX IS NOT MARKED AS A VOTE FOR OR AGAINST APPROVAL OF THE PLAN, THEN THE PROXYHOLDER SHALL VOTE AT HIS/HER DISCRETION.

and

2. Vote at his/her discretion and otherwise act for and on behalf of me with respect to any amendments or variations to the matters identified in the notice of the Creditors' Meeting and in the District Plan, and with respect to other matters that may properly come before the Creditors' Meeting.

THIS PROXY, ONCE DULY COMPLETED, DATED AND SIGNED, MUST BE SENT TO THE MONITOR BY EMAIL, MAIL, FACSIMILE TRANSMISSION OR COURIER, AND RECEIVED BY THE MONITOR BY NO LATER THAN 5:00 P.M. (CALGARY TIME) ON _____, 2016 OR SUCH LATER DATE AS MAY BE THE LAST BUSINESS DAY PRIOR TO THE DATE THE CREDITORS' MEETING HAS BEEN ADJOURNED TO, OR DELIVERED BY HAND TO THE CHAIR OF THE DISTRICT CREDITORS' MEETING PRIOR THE COMMENCEMENT OF THE CREDITORS' MEETING. AFTER COMMENCEMENT OF THE CREDITORS' MEETING (OR ANY ADJOURNMENT THEREOF), NO PROXIES CAN BE ACCEPTED BY THE MONITOR.

Dated at _____ this _____ day of _____, 20____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Name and Title of Signing Officer

Return to:

Deloitte Restructuring Inc., Monitor
700 Bankers Court, 850 – 2nd Street SW
Calgary, Alberta T2P 0R8

Phone: (403) 267-1777 Fax: (403) 718-3681
Email: CalgaryRestructuring@deloitte.ca

Schedule "3" – Election Letter

COURT FILE NUMBER	1501-00955
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
DOCUMENT	ELECTION LETTER FOR DISTRICT PLAN
APPLICANTS	LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT, ENCHARIS COMMUNITY HOUSING AND SERVICES, ENCHARIS MANAGEMENT AND SUPPORT SERVICES, AND LUTHERAN CHURCH – CANADA, THE ALBERTA – BRITISH COLUMBIA DISTRICT INVESTMENTS LTD.

THIS ELECTION LETTER SHALL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS STATED BELOW EVEN THOUGH THE PLAN PRESENTED BY THE DISTRICT MAY BE MODIFIED OR AMENDED IN ACCORDANCE WITH THE TERMS OF THE DISTRICT PLAN BEFORE OR AT THE DISTRICT CREDITORS' MEETING, OR AFTER THE CREDITORS' MEETING WITH THE APPROVAL OF THE COURT. SUCH AMENDMENT, MODIFICATION OR SUPPLEMENT WOULD BE LIMITED TO ADMINISTRATIVE NATURE THAT IS NOT ADVERSE TO THE FINANCIAL OR ECONOMIC INTERESTS OF ANY OF THE DISTRICT AFFECTED CREDITORS UNDER THE DISTRICT PLAN AND IS NECESSARY IN ORDER TO GIVE BETTER EFFECT TO THE SUBSTANCE OR IMPLEMENTATION OF THE DISTRICT PLAN OR THE SANCTION ORDER.

Voting

I, _____ a creditor (or I _____, representative of _____, a creditor), in the above matter for the sum of \$_____ hereby request the Monitor to record my vote respecting the District Plan as made on February 12, 2016 as follows:

(mark one only):

- Vote **FOR** approval of the resolution to accept the Plan; or
- Vote **AGAINST** approval of the resolution to accept the Plan.

IF A BOX IS NOT MARKED AS A VOTE FOR OR AGAINST APPROVAL OF THE PLAN, YOUR VOTE SHALL BE DEEMED TO BE A VOTE FOR APPROVAL OF THE PLAN.

Dated at _____ this _____ day of _____, 201_____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor OR Minor

Name and Title of Signing Officer OR Guardian

Return to:

Deloitte Restructuring Inc., Monitor
700 Bankers Court, 850 – 2nd Street SW
Calgary, AB T2P 0R8
Phone: (403) 267-1777 Fax: (403) 718-3681
Email: CalgaryRestructuring@deloitte.ca

SCHEDULE "4" – FORM OF NEWSPAPER NOTICE**NOTICE IS HEREBY GIVEN THAT:**

1. The Plan of Compromise and Arrangement of Lutheran Church – Canada, the Alberta – British Columbia District ("the District"), dated February 12, 2016 (as may be amended from time to time, the "District Plan") was filed pursuant to the *Companies' Creditors Arrangement Act* (the "CCAA") with the Alberta Court of Queen's Bench (the "Court") on February 16, 2016. The District Plan contemplates the compromise of the rights and claims of the District's Affected Creditors (as defined in the District Plan).
2. Important documents which you should review in consideration of the District Plan include the District Plan, the District Meeting Order, the Monitor's Report, the form of Proxy, the Election Letter, and the Notice of Opting Out (the "Information Package"). The Information Package is available on the website of the Monitor, Deloitte Restructuring Inc. (the "Monitor") at www.insolvencies.deloitte.ca. If you are unable to access this website, you may obtain a copy of the Information Package by contacting the Monitor by email at josithole@deloitte.ca or by telephone at 587-293-3203.
3. The District may vary, modify, amend, or supplement the District Plan in accordance with the provisions described in the District Plan and the District Meeting Order.
4. The Order of the Court dated February 23, 2016 (the "District Meeting Order") established the procedures for the District to call, hold and conduct a meeting of its creditors (the "District Creditors' Meeting") to consider and vote on the District Plan. For the purpose of considering and voting on the District Plan, and receiving distributions thereunder, the Affected Claims of the District Affected Creditors shall be grouped into a single class under the District Plan.
5. The District Creditors' Meeting will be held at the following date, time and location:

Date:	April 30, 2016
Time:	10:00 a.m.
Location:	To Be Determined, Calgary, Alberta
6. Only those creditors with an Eligible Affected Claim, as defined under the District Plan (or their respective proxyholders), the District directors, the Monitor, the Applicants' legal counsel, the Monitor's legal counsel, members of the Creditors' Committees, and the legal counsel for the Creditors' Committees will be eligible to attend the District Creditors' Meeting and vote on the District Plan. Holders of an Unaffected Claim (as

defined in the District Plan) will not be entitled to attend and vote at the District Creditors' Meeting.

Any Eligible Affected Creditor who is unable to attend the District Creditors' Meeting may vote by Proxy. Further, any Eligible Affected Creditor who is not an individual may only attend and vote at the District Creditors' Meeting if a proxyholder has been appointed to act on its behalf at the District Creditors' Meeting.

Proxies, once duly completed, dated and signed, must be sent by email to the Monitor, or if cannot be sent by email, delivered to the Monitor at the address of the Monitor as set out on the Proxy form. Proxies must be received by the Monitor by no later than 5:00 p.m. (Calgary time) on the last Business Day preceding the date set for the District Creditors' Meeting or any adjournment thereof. Proxies may also be delivered by hand to the Chair prior to the commencement of the District Creditors' Meeting. After commencement of the District Creditors' Meeting, no Proxies can be accepted by the Monitor.

Any Eligible Affected Creditor who is unable to attend the District Creditors' Meeting may also vote by Election Letter.

Election Letters, once duly completed, dated and signed, must be sent by email to the Monitor, or if cannot be sent by email, delivered to the Monitor at the address of the Monitor as set out on the Election Letter form. Election Letters must be received by the Monitor by no later than 5:00 p.m. (Calgary time) on the last Business Day preceding the date set for the District Creditors' Meeting or any adjournment thereof.

7. If the District Plan achieves the Required Majority (as defined below) at the District Creditors' Meeting, the District shall seek approval of the District Plan by the Court at an application for the Sanction Order, which application shall be heard on a date to be scheduled (the "Sanction Hearing"). Any person wishing to oppose the application for the Sanction Order must serve upon the lawyers for both the District and the Monitor as well as those parties listed on the service list, which was attached to District Meeting Order, as posted on the Monitor's website, by not later than 12:00 p.m. (noon) (Calgary time) one week before the Sanction Hearing, a copy of the materials to be used to oppose the motion for approval of the District Plan, setting out the basis for such opposition.

8. In order for the District Plan to become effective:

- (a) the District Plan must be approved at the District Creditors' Meeting by the affirmative vote of a majority in number, representing not less than two-thirds in value of the voting claims of Eligible Affected Creditors, in person, by Proxy, or by Election Letter (this constituting the "Required Majority");
- (b) the District Plan must be sanctioned by the Court; and
- (c) the conditions to the implementation of the District Plan as set out in the District Plan must be satisfied or waived.

Dated at Calgary, Alberta on _____, 2016.

SCHEDULE "5" – FORM OF RESOLUTION

WHEREAS Lutheran Church – Canada, the Alberta – British Columbia District ("the District") has made an application pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") to reorganize its affairs for the benefit of its creditors;

AND WHEREAS the District filed a plan of arrangement under the CCAA with respect to its creditors on February 12, 2016 (the "District Plan");

AND WHEREAS the creditors of the District (the "District Creditors") have considered the District Plan and such other material and information as they, in their individual discretion, feel is necessary and appropriate to consider;

AND WHEREAS the District Creditors understand that should the District Plan be sanctioned by the Court of Queen's Bench, it will be binding upon all of the District Creditors, subject to the conditions precedent and other terms and conditions set out more fully in the District Plan;

AND WHEREAS the District Creditors wish to agree to the proposed compromises and arrangements set out in the District Plan;

THE DISTRICT CREDITORS RESOLVE THAT:

1. The District Plan be and hereby is agreed to and accepted by the District Creditors in accordance with its terms.
2. The Court of Queen's Bench of Alberta be requested to sanction the District Plan.

Schedule « 6 » - Minors' Property Act Regulation Forms

Guardian's Acknowledgment of Responsibility

(Minors' Property Act (section 8))

This acknowledgment of responsibility is given by

Name _____
Address _____

- 1 This acknowledgment of responsibility relates to the minor, _____ (name of minor), who was born on _____ (day, month, year).
- 2 I am the minor's guardian because I am
 - the minor's mother or father
 - appointed guardian by the deed or will of the minor's parent, _____ (name of parent), who is now deceased.
 - appointed guardian by a court order dated _____ (date of guardianship order).
- 3 I have the power and responsibility to make day-to-day decisions affecting the minor.
- 4 I request the _____ (name of person or organization) to deliver to me, to hold as trustee for the minor, money or other property of a total value of \$ _____ that _____ (name of person or organization) is holding for the minor.
- 5 I will use or expend the money or other property only for the minor's benefit.
- 6 When the minor reaches the age of 18 years I will account to the minor and transfer the balance of the money or other property remaining at that time to the minor.

Date _____
Guardian's Signature _____
Witness _____

Minor's Acknowledgment

(Minors' Property Act (section 8(2)(a)(i)))

This acknowledgment of responsibility is given by

Name _____
Address _____

- 1 I was born on _____ (date of birth) and am _____ (age in years) years old.
- 2 I have a legal duty to support _____ (name(s), who is (are) my _____ (relationship to minor).
- 3 I acknowledge receipt of _____ (describe property or state amount of money) from _____ (name of person or organization delivering the property or money to minor).

Date _____
Minor's Signature _____
Witness _____