

COURT FILE NUMBER

1201-05843

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC 1985, c-36, AS AMENDED AND IN THE MATTER OF UBG BUILDERS INC., ALBERTA BUILDERS CAPITAL INC., ALPINE HOMES (2006) INC., AMERICAN BUILDERS CAPITAL (US) INC., EDGEWATER AT GRIESBACH INC., ELITE HOMES (2006) LTD., EVOLUTION BY GREENBORO INC., GREENBORO COMMUNITIES (2006) INC., GREENBORO ESTATE HOMES (2006) LTD., GREENBORO HOMES (2006) LTD., GREENBORO LUXURY HOMES INC., HIGH POINTE INC., MOUNTAINEERS VILLAGE (2006) INC., MOUNTAINEERS VILLAGE II INC., ORIGINS AT CRANSTON INC., SOUTH TERWILLEGAR VILLAGE INC., THE BRIDGES MANAGEMENT INC., THE LEDGES INC., TIMBERLINE LODGES (2006) INC., TODAY'S COMMUNITIES (2006) INC., TODAY'S HOMES (2006) INC., TUSCANY DEVELOPMENTS (2006) INC., UBG ALBERTA BUILDERS (2006) INC., UBG ALPINE HOMES (2006) LTD., UBG BRIDGES INC., UBG BUILDERS (USA) INC., UBG COMMERCIAL INC., UBG LAND INC., UBG LOT DEPOSIT CORP., UBG 4500 CALGARY INC., UBG 75 CANMORE INC., UBG 808 CALGARY INC., UNITY INVESTMENTS (2012) INC., VALMONT AT ASPEN STONE INC., VALOUR PARK AT CURRIE INC., VILLAGE AT THE HAMPTONS INC., VILLAGE ON THE PARK INC., WILDERNESS HOMES BY RIVERDALE INC., WILDERNESS RIDGE AT STEWART CREEK INC. (COLLECTIVELY, THE "UBG GROUP OF COMPANIES")

I hereby certify this to be a true copy of the original Order dated this 9 day of Dec 2016 [Signature] for Clerk of the Court

DOCUMENT:

ORDER (Distributions and Miscellaneous Relief)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT:

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855-2nd Street SW
Calgary, Alberta T2P 4K7

Attention: Chris Simard
Telephone No.: 403-298-4485
Fax No.: 403-265-7219
Client File No.: 76797.1

DATE ON WHICH ORDER WAS PRONOUNCED: December 9, 2016

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary

NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Justice S. J. LoVecchio

UPON THE APPLICATION of Deloitte Restructuring Inc., the Court-appointed Monitor of the UBG Group of Companies (the "**Applicant**" or the "**Monitor**"); AND UPON having read the Application filed December 2, 2016, the Twenty-Seventh Report of the Monitor (the "**Monitor's Report**"), and the pleadings and proceedings in this Action, all filed; AND UPON hearing the submissions of counsel for the Monitor and counsel for other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

DEFINED TERMS

1. Capitalized terms not defined herein shall have the meanings ascribed to them in the Initial Order of this Court in these proceedings dated May 9, 2012 (the "**Initial Order**").

SERVICE

2. The time for service of the notice of application for this order is hereby abridged and deemed good and sufficient and this application is properly returnable today.

APPROVAL OF DISTRIBUTIONS AND RELATED MATTERS

Valmont at Aspenstone Inc. ("Valmont")

3. With respect to Valmont:
 - (a) the late-filed unsecured claim of ThyssenKrupp Elevator (Canada) Limited is hereby accepted as a valid unsecured claim against Valmont, in the amount of \$4,165.98;
 - (b) the late-filed unsecured claim of S2 Architecture is hereby accepted as a valid unsecured claim against Valmont, in the amount of \$15,135.95;

- (c) the Statement of Receipts and Disbursements attached as Appendix "A" to this Order is approved and the Monitor is hereby authorized and directed to make the distributions to creditors and the equity claimant of Valmont as set out therein; and
- (d) the Monitor is hereby authorized to work with the Condominium Corporation with respect to Valmont, to close the transaction for the purchase and sale of the guest suite and associated parking stall, including but limited to entering into transactions and signing documents in the name of Valmont.

Murals at High Pointe ("Murals")

- 4. With respect to the Murals project, the Statement of Receipts and Disbursements provided at Appendix "C" to the Monitor's Report is approved and the Monitor is hereby authorized and directed to:
 - (a) distribute from the funds being held in trust by Dentons Canada LLP with respect to Murals, the sum of \$272,040.27 to Cameron Horne Law Office, c/o Alexander Cameron ("**Cameron**"), counsel for the investors of Unity Investments who invested in Murals (the "**Investors**"), in trust for the Investors;
 - (b) pay to Cameron the "Steering Committee disbursements" in the amount of \$564.90;
 - (c) hold back the "Holdback" and "Contingency" amounts (in the sums of \$8,057.70, \$10,000.00 and \$4,500.00) (the "**Murals Holdbacks**"), until the Monitor has filed the final GST return with respect to the Murals Project, at which time the Monitor may distribute to Cameron, in trust for the Investors, the balance remaining of the Murals Holdbacks, less any final costs incurred by the Monitor and Murals;
 - (d) provide to Cameron the most current list of Investors with their contact and claim details in the possession of the Monitor; and

- (e) complete and execute in the name of the Monitor and Murals, and deliver to Cameron, the Assignment of Debt and Security and the Declaration of Trust attached as Appendices "A" and "B", respectively to the Monitor's Report.

Alberta Builders Capital Inc. ("ABC")

5. With respect to the investors in ABC, the Statement of Receipts and Disbursements attached as Appendix "B" to this Order is approved, and the Monitor is hereby authorized and directed to make the distributions to the Series A investors in ABC as set out therein.

Wilderness Homes by Riverdale Inc. ("Wilderness")

6. The stay of proceedings ordered in the Initial Order shall not operate in respect of the Notice of Claim Against Co-Defendants for contribution and indemnity issued in Action No. 1001-13691 in the Court of Queen's Bench of Alberta, Judicial Centre of Calgary (the "**Action**") by W.H. Marshall Architect Ltd. and Thomas D. Tittlemore Architect Inc., carrying on business as Marshall Tittlemore Architects, William H. Marshall and Thomas D. Tittlemore (the "**Tittlemore Parties**"), as against Wilderness, arising from Wilderness' provision of services as a condominium builder with respect to the property known as The Portal at Stewart Creek, and municipally described as 107 Armstrong Place, Canmore, Alberta (the "**Portal**").
7. The stay of proceedings ordered in the Initial Order shall not operate in respect of the Statement of Claim against Wilderness issued in the Action by Condominium Corporation No 0513441 (the "**Condo Corp.**") as against Wilderness, arising from Wilderness' provision of services as a condominium builder with respect to the Portal.
8. Enforcement of any Judgment obtained by the Tittlemore Parties or the Condo Corp. against Wilderness in the Action shall be limited to enforcement and recoveries under any applicable policies of insurance and the Tittlemore Parties and the Condo Corp. shall have no recourse to any Property of Wilderness other than proceeds of insurance.


9. The Monitor is not required to expend uncompensated time or funds in providing documents or other information to the Tittlemore Parties or to the Condo Corp. in relation to the Action. Should the Tittlemore Parties or the Condo Corp. require information or records that are in the Monitor's possession, the Monitor shall only be required to comply with the requests of the Tittlemore Parties or the Condo Corp. upon payment by the Tittlemore Parties or the Condo Corp. of the Monitor's reasonable fees and disbursements to satisfy such requests.
10. The Monitor is hereby authorized to also provide documents or other information to the parties in the Action (the "**Parties**"). Should the Parties require information or records that are in the Monitor's possession, the Monitor shall only be required to comply with the requests of the Parties upon payment by the Parties of the Monitor's reasonable fees and disbursements to satisfy such requests.
11. The Monitor's obligation to provide documents or other information in relation to the Action is subject to all applicable limitations on record production in the *Rules of Court*, or any other applicable law, including but not limited to limitations respecting relevance, materiality and privilege.

Miscellaneous

12. The Monitor is empowered to make the distributions approved in this Order (the "**Approved Distributions**"), from the funds held by the Monitor, or from the funds held by or on behalf of the UBG Group of Companies, including but not limited to funds held by Dentons Canada LLP, counsel to the UBG Group of Companies (collectively, the "**Distribution Funds**"). The parties holding Distribution Funds by or on behalf of the UBG Group of Companies are hereby directed to pay such Distribution Funds to the Monitor upon the Monitor's request, to allow the Monitor to make the Approved Distributions.
13. The Monitor is authorized and empowered to do such things, and execute and deliver such additional, related and ancillary documents and assurances governing or giving

effect to the Approved Distributions, which, in the Monitor's discretion, are reasonably necessary or advisable to properly give effect to the Approved Distributions or to this Order.

14. Notwithstanding the pendency of these proceedings, the Approved Distributions shall not be void or voidable at the instance of creditors and claimants and do not constitute nor shall they be deemed to be settlements, fraudulent preferences, assignments, fraudulent conveyances, oppressive conduct, or other reviewable transactions under the *Bankruptcy and Insolvency Act* (Canada), or any other applicable federal or provincial legislation.



J.C.Q.B.A

APPENDIX "A"

Unity Builders Group CCAA Proceedings
Valmont at Aspen Stone Limited Partnership
Creditor Distribution
As at November 30, 2016
\$CDN

Funds Available		2,397,417.91
Reserve for Professional Fees		<u>75,000.00</u>
Net Funds Available		2,322,417.91

Creditor Distribution

Lien Creditors

Burnco Rock Products Ltd.	198,211.02	
Harris Steel Services Limited	189,655.23	
United Rentals of Canada, Inc.	<u>13,287.98</u>	401,154.23

Unsecured Creditors

Active Safety & Training Ltd.	1,548.00	
Atco Structures & Logistics Ltd.	1,571.80	
Chau, (Richard) Van Tuan	3,571.24	
City of Calgary	200.00	
Consolidated Gypsum	819.00	
D.A. Watt Consulting Ltd.	3,521.45	
Executive Mat Service Ltd.	80.50	
Fin-Wall Site Services	494.80	
Gypsum Drywall(Southern) Ltd.	21,448.35	
Head To Toe Safety Ltd.	1,564.10	
ISL Engineering and Land Services, formerly Cascade Engineering Group	2,789.06	
Maranda Reprographics & Printing Inc.	355.22	
Perth Construction Ltd.	5,533.50	
RCI Coatings 2012 Inc.	5,250.00	
Realty Executives Apex	10,677.25	
Source Media Group	2,299.50	
Square Foot Real Estate Corporation	57,582.00	
The Bolt Supply House Ltd.	2,658.10	
Volvo Rents	2,100.00	
Workforce Temporary Services Ltd.	<u>11,862.69</u>	135,926.56

Late Claims

S2 Architecture	15,135.95	
ThyssenKrupp Elevator (Canada) Limited	<u>4,165.98</u>	<u>19,301.93</u>

Distribution to West Gallant		<u><u>1,766,035.19</u></u>
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APPENDIX "B"

Unity Builders Group CCAA Proceedings
 Alberta Builders Capital Inc.
 Series A Distribution
 As at November 30, 2016
 \$CDN

Funds Available 520,372.80

Distribution

Investor Name ¹	Remaining ABC Claim Amount	Proposed Dec 2016 Distribution
#1	\$40,068.76	6,858.11
#2	\$40,068.76	6,858.11
#3	\$23,728.30	4,061.30
#4	\$7,996.79	1,368.72
#5	\$19,991.97	3,421.80
#6	\$24,041.25	4,114.86
#7	\$7,463.67	1,277.47
#8	\$26,712.50	4,572.07
#9	\$14,691.88	2,514.64
#10	\$18,698.75	3,200.45
#11	\$20,034.38	3,429.05
#12	\$6,663.99	1,140.60
#13	\$40,068.76	6,858.11
#14	\$6,577.06	1,125.72
#15	\$26,655.96	4,562.39
#16	\$2,132.48	364.99
#17	\$5,331.19	912.48
#18	\$5,331.19	912.48
#19	\$1,066.24	182.50
#20	\$49,952.38	8,549.77
#21	\$32,055.00	5,486.48
#22	\$26,712.51	4,572.07
#23	\$40,068.76	6,858.11
#24	\$56,096.26	9,601.35
#25	\$14,660.78	2,509.32
#26	\$8,681.72	1,485.95
#27	\$7,996.79	1,368.72
#28	\$11,312.54	1,936.24
#29	\$6,678.13	1,143.02
#30	\$26,712.50	4,572.07
#31	\$7,118.49	1,218.39
#32	\$7,996.79	1,368.72
#33	\$6,663.99	1,140.60
#34	\$47,978.19	8,211.87
#35	\$5,261.65	900.58
#36	\$7,996.79	1,368.72
#37	\$40,068.76	6,858.11
#38	\$10,928.95	1,870.58
#39	\$26,655.96	4,562.39
#40	\$56,723.77	9,708.75

1. The Investor names have been redacted for purposes of privacy.

Unity Builders Group CCAA Proceedings
 Alberta Builders Capital Inc.
 Series A Distribution
 As at November 30, 2016
 \$CDN

<u>Investor Name</u> ¹	<u>Remaining ABC Claim Amount</u>	<u>Proposed Dec 2016 Distribution</u>
#41	\$13,327.98	2,281.20
#42	\$40,068.76	6,858.11
#43	\$1,315.41	225.14
#44	\$7,103.23	1,215.78
#45	\$40,068.75	6,858.11
#46	\$48,082.51	8,229.73
#47	\$2,665.60	456.24
#48	\$4,006.87	685.81
#49	\$5,342.50	914.41
#50	\$4,006.88	685.81
#51	\$13,356.25	2,286.04
#52	\$13,356.25	2,286.04
#53	\$25,917.46	4,435.99
#54	\$34,459.13	5,897.97
#55	\$31,787.88	5,440.76
#56	\$26,655.96	4,562.39
#57	\$13,154.12	2,251.44
#58	\$26,451.71	4,527.43
#59	\$39,807.96	6,813.47
#60	\$6,577.06	1,125.72
#61	\$6,577.06	1,125.72
#62	\$13,327.98	2,281.20
#63	\$17,100.35	2,926.87
#64	\$20,034.38	3,429.05
#65	\$20,034.38	3,429.05
#66	\$6,591.19	1,128.14
#67	\$53,425.01	9,144.14
#68	\$44,075.63	7,543.92
#69	\$10,928.95	1,870.58
#70	\$11,995.18	2,053.08
#71	\$106,850.02	18,288.28
#72	\$20,034.38	3,429.05
#73	\$5,342.50	914.41
#74	\$10,662.39	1,824.96
#75	\$5,342.50	914.41
#76	\$36,596.13	6,263.74
#77	\$53,425.01	9,144.14
#78	\$80,137.51	13,716.21
#79	\$40,068.76	6,858.11
#80	\$40,068.76	6,858.11
#81	\$26,655.96	4,562.39
#82	\$21,370.00	3,657.66
#83	\$15,784.94	2,701.73
#84	\$6,663.99	1,140.60
#85	\$8,995.32	1,539.63
#86	\$13,754.89	2,354.27
#87	\$26,655.96	4,562.39
#88	\$7,996.79	1,368.72

1. The Investor names have been redacted for purposes of privacy.

Unity Builders Group CCAA Proceedings
 Alberta Builders Capital Inc.
 Series A Distribution
 As at November 30, 2016
 \$CDN

Investor Name ¹	Remaining ABC Claim Amount	Proposed Dec 2016 Distribution
#89	\$10,662.39	1,824.96
#90	\$6,663.99	1,140.60
#91	\$6,663.99	1,140.60
#92	\$8,681.72	1,485.95
#93	\$7,996.79	1,368.72
#94	\$6,663.99	1,140.60
#95	\$14,660.78	2,509.32
#96	\$10,662.39	1,824.96
#97	\$13,327.98	2,281.20
#98	\$40,068.76	6,858.11
#99	\$6,591.19	1,128.14
#100	\$6,577.06	1,125.72
#101	\$28,048.13	4,800.67
#102	\$14,691.88	2,514.64
#103	\$13,327.98	2,281.20
#104	\$6,663.99	1,140.60
#105	\$22,570.64	3,863.16
#106	\$26,655.96	4,562.39
#107	\$29,122.96	4,984.64
#108	\$13,327.98	2,281.20
#109	\$19,773.58	3,384.42
#110	\$19,773.58	3,384.42
#111	\$53,425.01	9,144.14
#112	\$7,996.79	1,368.72
#113	\$24,041.25	4,114.86
#114	\$15,818.87	2,707.53
#115	\$7,382.14	1,263.52
#116	\$6,663.99	1,140.60
#117	\$80,137.51	13,716.21
#118	\$40,068.76	6,858.11
#119	\$6,577.06	1,125.72
#120	\$13,154.12	2,251.44
#121	\$6,646.61	1,137.62
#122	\$13,154.12	2,251.44
#123	\$6,663.99	1,140.60
#124	\$13,327.98	2,281.20
#125	\$26,655.96	4,562.39
#126	\$26,655.96	4,562.39
#127	\$13,327.98	2,281.20
#128	\$1,865.92	319.37
#129	\$30,654.36	5,246.75
#130	\$2,132.48	364.99
#131	\$26,308.24	4,502.88
#132	\$19,991.97	3,421.80
#133	\$7,996.79	1,368.72
#134	\$53,425.01	9,144.14
#135	\$53,425.01	9,144.14
#136	\$40,047.89	6,854.54
#137	\$5,331.19	912.48

1. The Investor names have been redacted for purposes of privacy.

Unity Builders Group CCAA Proceedings
 Alberta Builders Capital Inc.
 Series A Distribution
 As at November 30, 2016
 \$CDN

Investor Name	1	Remaining ABC Claim Amount	Proposed Dec 2016 Distribution
#138		\$2,665.60	456.24
#139		\$6,663.99	1,140.60
#140		\$5,261.65	900.58
#141		\$19,731.18	3,377.16
#142		\$6,663.99	1,140.60
#143		\$7,996.79	1,368.72
#144		\$9,596.15	1,642.46
#145		\$19,905.04	3,406.92
#146		\$8,681.72	1,485.95
#147		<u>\$53,425.01</u>	<u>9,144.14</u>
Total		<u><u>3,040,298.59</u></u>	<u><u>520,372.80</u></u>

1. The Investor names have been redacted for purposes of privacy.