

Court File No. VLC-S-S-1710393
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE *CANADIAN CORPORATIONS ACT*,
R.S.C. 1985, c. C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
ALL CANADIAN INVESTMENT CORPORATION

BEFORE THE HONOURABLE) WEDNESDAY, THE 13th DAY
JUSTICE WALKER) OF DECEMBER, 2023

ORDER MADE AFTER APPLICATION

ON THE APPLICATION of the Monitor, McEown and Associates Ltd., coming on for hearing at the Courthouse, 800 Smithe Street, Vancouver, British Columbia, on Wednesday, December 13, 2023; AND ON HEARING Devin P. Lucas, Counsel for the Monitor, and those other counsel listed on Schedule "A" hereto;

THIS COURT ORDERS AND DECLARES that:

1. The time for service of the Notice of Application herein is hereby abridged such that the Notice of Application is properly returnable today and service hereof upon any interested

party other than those parties on the service list maintained by the Petitioner and the Monitor in these proceedings is hereby dispensed with.


2. The activities of Boale, Wood and Company Ltd. and McEown and Associates Ltd., in their capacity as Court-appointed Monitor (collectively, the “**Monitor**”), and its counsel, Kornfeld LLP, in a proceeding commenced on November 8, 2017 by All Canadian Investment Corporation (the “**Petitioner**”) pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA Proceedings**”), and as set out in Affidavit #9 of John McEown sworn on November 23, 2023 and the First through the Thirty-Seventh Reports of the Monitor (the “**Reports**”) and the Monitor’s Discharge Certificate, be and they are hereby approved for the period December 1, 2022 to and including October 31, 2023.
3. The fees and disbursements of the Monitor and its counsel (including its estimate of fees and expenses to conclude the matter as set out in Affidavit #9 of John McEown and the Thirty-Seventh Report) as set out in Affidavit #3 of Douglas B. Hyndman, sworn on November 23, 2023 and Affidavit #9 of John McEown, sworn on November 23, 2023, be and they are hereby approved.
4. The fees and disbursements of the Monitor and its counsel from the date of the appointment of the Monitor and as previously approved in interim taxations by orders pronounced November 6, 2019 and January 20, 2023, be and they are hereby approved.
5. After payment of the fees and disbursements of the Monitor and its legal counsel as herein approved, the Monitor shall disburse any and all funds remaining in its hands as follows:
 - (a) the sum of \$136,195 (plus any accrued interest thereon) shall be paid to the credit of this action with the ownership of those funds to be determined as between Karl Buchmann and Don Bergman in this action (the “**BDO Security**”)
 - (b) \$50,000 shall be held by the Monitor to cover professional costs to complete its administration; and

- (c) the balance of the funds shall be paid to the preferred shareholders of the Petitioner, as a final distribution.
6. Upon payment of the amounts set out in paragraph 5 hereof and upon the Monitor filing the Monitor's Discharge Certificate, substantially in the form attached hereto as Schedule "B", certifying that any and all matters that may be incidental to the termination of these CCAA proceedings or any other matters that the Monitor considers to be necessary or desirable for the completion or termination of these CCAA proceedings have been completed, McEown and Associates Ltd. shall be discharged in its capacity as the Monitor and shall have no further duties as Court-appointed Monitor.
 7. The Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete its administration herein, and the Monitor 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 Monitor.
 8. On discharge the Monitor and Kornfeld LLP be and they are hereby released and discharged from any and all claims of any nature and kind whatsoever that any party or person may now have or may hereafter have against the Monitor or Kornfeld LLP by reason of or in any way related to or arising out of the acts or omissions of the Monitor or Kornfeld LLP while acting as Monitor or counsel to the Monitor herein and including, without limitation, any claim or liability relating to matters that were raised or which could have been raised in the within proceedings, except for gross negligence or willful misconduct.
 9. Notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights and protections in favour of the Monitor at law pursuant to the Initial Order, as amended from time to time, all of which are expressly continued and confirmed.
 10. The Monitor is hereby authorized and directed to take such actions and execute such documents as the Monitor considers necessary or desirable to complete these CCAA proceedings.

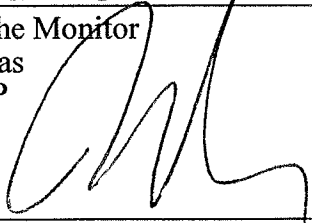
11. The claim by Karl Buchmann to the BDO Security is adjourned generally and Mr. Buchmann is directed to serve any and all materials which he intends to rely on for the purposes of his claim to the BDO Security on Don Bergman.
12. In the event Mr. Bergman provides written confirmation that he has received the application materials which Mr. Buchmann intends to rely on for his claim against the BDO Security in this action, that shall constitute good and sufficient service of such application materials.
13. The Honourable Justice Walker is no longer seized of these proceedings.
14. This Order may be executed in counterparts.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

APPROVAL AS TO FORM:



Counsel for the Monitor
Devin P. Lucas
Kornfeld LLP



Former Counsel for All Canadian Investment Corporation
Jeremy West
Watson Goepel LLP

Counsel for Karl Buchmann
Leonard H. Marriott

BY THE COURT


REGISTRAR

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Counsel for the Monitor
Devin P. Lucas
Kornfeld LLP

Former Counsel for All Canadian Investment Corporation
Jeremy West
Watson Goepel LLP



Counsel for Karl Buchmann
Leonard H. Marriott

BY THE COURT

REGISTRAR

SCHEDULE "A"

Jeremy West	Former Counsel for All Canadian Investment Corporation
Leonard H. Marriott	Counsel for Karl Buchmann

SCHEDULE “B”

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MONITOR’S DISCHARGE CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Supreme Court of British Columbia (“**the Court**”) granted on November 10, 2017 (the “**Initial Order**”), the Petitioner filed for and obtained protection from its creditors under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (“**the CCAA**”), as amended, and Boale, Wood and Company Ltd. was appointed the monitor of the Respondents. The proceedings commenced by the Petitioners under the CCAA will be referred to herein as the CCAA Proceedings.
- B. Boale, Wood and Company Ltd. was substituted by McEown and Associates Ltd. (the “**Monitor**”) pursuant to an Order of the Supreme Court of British Columbia dated November 25, 2019;
- C. The CCAA Proceedings have been completed in accordance with the Orders of this Court and under the supervision of the Monitor.

- D. Pursuant to the Order of the Court dated December 13, 2023 (“the CCAA Termination Order”), the Monitor shall be discharged upon filing a Form 3 under the CCAA Regulations and this Discharge Certificate with the Court.

THE MONITOR HEREBY CERTIFIES as follows:

1. Any and all matters that may be incidental to the termination of the CCAA Proceedings or any matters that the Monitor considers to be necessary or desirable for the completion or termination of these CCAA Proceedings have been completed.

NOW THEREFORE AS A RESULT OF THE FOREGOING, the Monitor is entitled to be discharged in accordance with the terms of the CCAA Termination Order.

DATED at the City of Vancouver, in the Province of British Columbia, this ____ day of _____, 202__.

MCEOWN AND ASSOCIATES LTD.
in its capacity as Court-Appointed Monitor
of All Canadian Investment Corporation, and not in its
personal capacity

Per: _____

Name: _____

Title: _____

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ORDER MADE AFTER APPLICATION

KORNFELD LLP

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Attention: Devin P. Lucas
File No.: MCE003/ALL171