

District of Alberta
Division No.: Calgary
Estate No: 24-116360
Court No: 24-116360

**IN THE MATTER OF THE BANKRUPTCY OF
SYMPHONY CONDOMINIUM LTD.**

MINUTES OF THE FIRST MEETING OF CREDITORS

DATE: May 15, 2024
TIME: 11:00 AM Mountain Time
LOCATION: Microsoft Teams
CHAIRMAN & SECRETARY: Vanessa Allen, Trustee
ATTENDANCE: Per the Attached List

The First Meeting of Creditors was held by Teams (the "Teams Call"). The details of the meeting were included in the Notice to Creditors dated April 29, 2024.

AUTHORITY AND CALL TO ORDER

Vanessa Allen of MNP Ltd., Trustee, acted as Chairman under the authority of section 105 (1) of the *Bankruptcy and Insolvency Act* and as Secretary. The Chairman declared the meeting properly called at 11:03 AM.

PURPOSE OF MEETING

The purpose of the meeting as set out in section 102(5) of the *Bankruptcy and Insolvency Act* was as follows:

- to consider the affairs of the bankrupt,
- to affirm the appointment of the Trustee or to substitute another in its place,
- to appoint Inspectors, and
- to give such directions to the Trustee as the creditors may see fit with reference to the administration of the bankrupt estate.

DOCUMENTS TO TABLE

The Chairman tabled the following documents:

- Assignment for the General Benefit of Creditors
- Certificate of Appointment of Trustee
- Statement of Affairs
- Trustee's Preliminary Report
- Notice to Creditors of Bankruptcy and First Meeting of Creditors
- Proof of Publication in Local Newspaper
- Trustee's Affidavit of Mailing

QUORUM

Pursuant to section 106(2) of the *Bankruptcy and Insolvency Act*, at least one proven creditor was in attendance in person or by proxy forming a quorum.

A copy of the attendance list for the meeting is attached.

Trustee's Preliminary Report

The Trustee's Preliminary Report (the "Trustee's Report") was summarized for the creditors present and is attached hereto. There were no questions regarding the Trustee's Preliminary Report.

Affirmation of the appointment of MNP Ltd. as Trustee

MOTION: To affirm the appointment of MNP Ltd. as Trustee of the bankrupt estate.

ALL IN FAVOUR. NONE OPPOSED.

MOTION PASSED.

Appointment of Inspectors

MOTION: To affirm the appointment of Patrick Smith as an Inspector to the bankrupt estate.

ALL IN FAVOUR. NONE OPPOSED.

MOTION PASSED.

There being no further business, the Chairman terminated the meeting at 11:18 AM.

Dated at Calgary, Alberta this 15th day of May 2024.



Vanessa Allen, CIRP, LIT
Chairman



Industry Canada
Office of the Superintendent of
Bankruptcy

Industrie Canada
Bureau du Surintendant
des faillites

ATTENDANCE
LIST

LISTE DES
PRESENCES

Estate Number - N° de Pactif
24-116360

Debtor and Representatives - Debiteur et Representants

Symphony Condominium Ltd.

Per: MNP Ltd in its Capacity as Receiver of Symphony Condominium Ltd. and not in its personal or corporate capacity.

Trustee and Representatives - Syndic et Representants

MNP Ltd.

Per: **Vanessa Allen**

Creditors present or represented - Creanciers presents ou representes

NAME - NOM	REPRESENTING - REPRESENTE	AMOUNT Proven Claim MONTANT Reclamation prouvee
Vanessa Allen	MNP Ltd.	Not applicable
Patrick Smith	Timbercreek Mortgage Servicing Inc.	\$13,523,945.39 secured and \$1.00 unsecured
Yvonne McAndrews	Timbercreek Mortgage Servicing Inc.	See above

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**IN THE MATTER OF THE BANKRUPTCY OF
SYMPHONY CONDOMINIUM LTD.
TRUSTEE'S PRELIMINARY REPORT**

The information contained in this report has been prepared from the available books and records of the Company (as subsequently defined) and discussions with management. These books and records have not been reviewed or otherwise audited by the Trustee and, consequently, the Trustee expresses no opinion whatsoever with respect to the validity, the exactness or the reliability of the information contained therein.

BACKGROUND

1. On April 7, 2022, the Court of King's Bench of Alberta, granted an Order (the "**Receivership Order**") appointing MNP Ltd. as Receiver and Manager (the "**Receiver**") over all of the assets, undertakings, and property (the "**Property**") of Symphony Condominium Ltd. ("**Symphony**" or the "**Company**"). The Receivership Order was granted following an application by Timbercreek Mortgage Servicing Inc. and 2292912 Ontario Inc. ("**Timbercreek**"). Publicly available information regarding the receivership can be found on the Receiver's website at: <https://mnpdebt.ca/en/corporate/corporate-engagements/symphony-condominium-ltd>.
2. Pursuant to an Order granted on March 4, 2024, the Receiver filed an assignment in bankruptcy for Symphony on April 25, 2024 (the "**Filing Date**") and MNP Ltd. was named as Trustee of the bankrupt estate.
3. Symphony was incorporated under the *the Business Corporations Act of Alberta* on November 15, 2021. Allen Wasnea was listed as Symphony's sole director and Rockwood Management Ltd. was listed as Symphony's sole shareholder. The Company operated as a real estate developer and was incorporated in the Province of Alberta for the purpose of constructing and selling the condominium complex known as the Symphony Tower located at 9720 106 Street NW in Edmonton, Alberta (the "**Symphony Tower**").
4. On April 29, 2024, the Notice of Bankruptcy and First Meeting of Creditors, a Statement of Affairs and a proof of claim form, along with a proxy, were sent to all known creditors of the Company. Pursuant to subsection 102(4) of the *Bankruptcy and Insolvency Act* (the "**BIA**"), notice of Symphony's bankruptcy was published in the Calgary Herald on May 1, 2024.

ASSET REALIZATION AND PROJECTED DISTRIBUTION

5. On the Filing date, the Receiver reported that the Property included the following, all of which is subject to the Timbercreek Security:
 - a. Twenty condominium units (the “**Condos**”) in the Symphony Tower and the accompanying parking stalls with an estimated value based on list prices or approximately \$10.1 million;
 - b. Three Condos where sales were pending with an estimated value of \$2.6 million;
 - c. Cash of approximately \$343,000 held in trust by the Receiver,
 - d. A deposit in the amount of approximately \$65,500, which is being held in trust related to a pending litigation; and
 - e. Other deposits totaling \$279,200 held pursuant to various agreements with the City of Calgary, Alberta Infrastructure and Transportation and in respect of the common area holdback for the Symphony Tower, portions of which may be releasable to the Receiver upon selected requirements having been met.
6. Between the Filing Date and the date of this report, The Property continued to be realized by the Receiver such that as of the date of this report, the Receiver was actively marketing seventeen Condos and was holding three additional Condos where sales were pending.
7. The Property will continue to be realized by the Receiver. As such, none of the Property will vest in the Trustee.

CONSERVATORY AND PROTECTIVE MEASURES

8. The Receiver has taken reasonable steps to conserve and protect the Property.

SUMMARY OF CLAIMS

9. On the Filing Date, the Company was indebted to Timbercreek for approximately \$15.6 million (the “**Timbercreek Claim**”). Timbercreek holds several registrations against certain of the Property, including first registered mortgages against the Symphony Units (the “**Timbercreek Mortgages**”) and a general security agreement over all of Symphony’s present and after acquired personal property. (collectively, the “**Timbercreek Security**”).
10. Outside of the Timbercreek Claim, at the Filing Date, the Company listed ordinary unsecured creditors with claims totaling approximately \$5.7 million.
11. Based on the estimated realizations from the Property, it is anticipated that there will be a shortfall in satisfying the Timbercreek Claim. As such, no funds will be available for distribution to Symphony’s remaining ordinary unsecured creditors.
12. As of the date of this report, the Trustee had received one proof of claim from Timbercreek of which approximately \$13.5 million was secured and \$1.00 was unsecured (this reflects distributions made in the receivership since the Filing Date). The Trustee had not received any other proofs of claim or proxies.

LEGAL

13. McMillan LLP (“**McMillan**”) acts as legal counsel for the Receiver. Subject to the approval of any inspectors who may be appointed pursuant to Section 116(1) of the BIA, the Trustee will seek approval to retain McMillan as legal counsel in the bankruptcy, should any matters arise that require legal assistance.
14. As part of the receivership and prior to the Filing Date, McMillan completed an independent review of the Timbercreek Security and determined that the Timbercreek Security is, subject to the usual and customary assumptions and qualifications, valid and enforceable against Symphony. Among other things, McMillan reviewed the Timbercreek Mortgages and concluded, with standard assumptions and qualifications, that the Timbercreek Mortgages constitutes valid and enforceable obligations of Symphony in accordance with the terms of the Timbercreek Mortgages.

REVIEW OF FRAUDULENT PREFERENCES AND TRANSFERS AT UNDERVALUE

15. The Trustee is typically required to undertake a review for any transactions that occurred prior to the date of bankruptcy that would constitute a transfer at undervalue or a fraudulent preference (as defined by Sections 95 and 96 of the BIA). As noted above, the Company has been the subject of receivership proceedings since April 7, 2022. As such, no further review will be undertaken by the Trustee.

OTHER

16. The Trustee has an indemnity from Timbercreek, with respect to its professional fees and disbursements solely for the purpose of undertaking its statutory obligations.
17. Publicly available information regarding the bankruptcy will continue to be posted on the Trustee’s website at: <https://mnpdebt.ca/en/corporate/corporate-engagements/symphony-condominium-ltd-bankruptcy>.

Dated at Calgary, Alberta this 15th day of May 2024.

MNP Ltd.,

In its capacity as Trustee of the Estate of
Symphony Condominium Ltd. and not in its
personal or corporate capacity



Vanessa Allen, B. Comm, CIRP, LIT
Senior Vice President