



NO. S-222758
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 A PLAN OF COMPROMISE AND ARRANGEMENT OF
0989705 B.C. LTD., ALDERBRIDGE WAY GP LTD., and
ALDERBRIDGE WAY LIMITED PARTNERSHIP

PETITIONERS

NOTICE OF APPLICATION

Name of applicant: The Bowra Group Inc. ("TBGI") in its capacity as Monitor (the "**Monitor**") of Alderbridge Way GP Ltd., Alderbridge Way Limited Partnership and 0989705 B.C. Ltd. (collectively the "**Companies**").

To: The Service List, a copy of which is attached hereto as Schedule "A"

TAKE NOTICE that an application will be made by the Applicant to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, B.C. on December 9, 2022 at 9:00 a.m. for the orders set out in **Part 1** below.

Part 1: ORDERS SOUGHT

1. An order in substantially the form of draft order attached hereto as Schedule "B" extending the Stay Period, as defined in the Second Amended and Restated Initial Order made by the Honourable Madam Justice Fitzpatrick in these proceedings on August 11, 2022 (the "**SARIO**"), and the other relief granted therein, from December 9, 2022 to February 24, 2022.

Part 2: FACTUAL BASIS

BACKGROUND

1. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the SARIO.
2. On April 1, 2022, this Court made an order (the “**Initial Order**”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the “**CCAA**”), granting the Companies protection from their creditors and authorizing the Companies to borrow up to \$850,000 by way of debtor in possession financing.
3. On April 11, 2022, this Court granted an order extending the Stay Period to April 25, 2022.
4. On April 25, 2022, this Court granted the Amended and Restated Initial Order that, among other things:
 - (a) extended the Stay Period to August 3, 2022;
 - (b) substituted TBGI as Monitor in place of Alvarez & Marsal Canada Inc.; and
 - (c) approved an additional \$1.65 million of debtor in possession financing (“**DIP Financing**”) from Romspen Investment Corporation (“**Romspen**”), the Petitioners’ senior secured creditor.
5. Also on April 25, 2022, the Court granted an order (the “**SISP Order**”) authorizing and directing the Monitor to carry out a sales and investment solicitation process (the “**SISP**”) in respect of the development property at 7960 Alderbridge Way, 5333 and 5411 No. 3 Road, Richmond, British Columbia (the “**Development Project**”).
6. On July 22, 2022, this Court granted an order extending the Stay Period to August 12, 2022.
7. On August 11, 2022, this Court granted the SARIO, which, among other things:
 - (a) expanded and enhanced the Monitor’s powers to, among other things, allow it to exercise control over the Development Project;

- (b) approved an additional \$2.5 million of DIP Financing to be advanced by Romspen and secured by a corresponding charge in favour of Romspen over the assets, property and undertakings of the Companies; and
 - (c) extended the Stay Period to October 7, 2022.
8. On October 7, 2022, the Court granted an order extending the Stay Period to December 9, 2022.

THE CCAA SISP

9. Terms used in this section have the meanings ascribed to them in the SISP, a copy of which is attached as Schedule “B” to the SISP Order.
10. The Monitor, with the consent of Romspen, extended certain of the SISP dates on nine occasions, most recently on November 1, 2022, such that the Final Bid Deadline was extended to November 30, 2022. The Monitor did not receive any bids that were compliant with the SISP by the extended Final Bid Deadline.
11. The Monitor previously extended the SISP dates in the expectation that the additional time would allow for the Monitor to conclude negotiations with a prospective purchaser for the sale of the subject lands. However, all prospective purchasers have indicated that they preferred to await the issuance of a new building permit before negotiating a final agreement.
12. Accordingly, the Monitor with the consent of Romspen, has decided to terminate the SISP until the building permit issue is resolved. Thereafter, the Monitor expects to re-institute a form of sales process, and will be having further discussions with Romspen in that regard.

THE BUILDING PERMIT APPLICATION

13. A background on the status of the building permit is detailed in the Receiver’s Fourth Report to Court dated August 9, 2022 and Fifth Report to Court dated October 3, 2022.
14. The Monitor remains of the view that it is imperative that the Companies obtain a new building permit as soon as practicable. The alternative scenario includes a loss of density

and a resultant decrease in the estimated value of the Development Property, as well as a further delay of up to 18 months.

15. The Monitor has engaged various development consultants (together, the “**Consultants**”) to obtain the necessary information to apply for a new building permit.
16. The building application process is taking longer than anticipated and, thus, an extension of the Stay Period is required to allow the Monitor to continue to work with the Consultants and the City of Richmond (the “**City**”) to prepare a building permit application acceptable to the City.

EXTENSION OF THE STAY PERIOD AND NEXT STEPS

17. The Monitor seeks to extend the Stay Period until 11:59 p.m. on February 24, 2022. The Monitor recommends that this Court grant the order being sought, including for the following reasons:
 - (a) the SISP did not result in an acceptable transaction;
 - (b) more time is required to obtain a new building permit application, which will preserve the value of the project and provide certainty to prospective purchasers;
 - (c) Romspen has consented to an extension of the Stay Period; and
 - (d) no creditor of the Companies will be materially prejudiced by the extension of the Stay Period being sought.

Part 3: LEGAL BASIS

1. The Monitor relies on ss. 11 and 11.02, of the CCAA and the inherent jurisdiction and statutory discretion of this Honourable Court.
2. Subsection 11.02(2) of the CCAA provides that a debtor company may apply for an extension of the stay of proceedings for a period of time that the court considers necessary on any terms that it may impose. Subsection 11.02(3) of the CCAA provides that the court shall not make an order extending the stay period unless it is satisfied that:
 - (a) the circumstances exist that make the order appropriate; and
 - (b) the debtor company has acted and is acting in good faith and with due diligence.

3. The extension of the Stay Period will provide additional time for the Monitor to further the development permit application and to preserve the value of the Development Project with a goal to completing a sale of the lands for the benefit of the Petitioners' stakeholders.
4. It is appropriate to extend the Stay Period in the circumstances because: (a) Romspen, the Petitioners' senior secured creditor, has consented to the extension of the Stay Period as sought; (b) it is required to preserve the value of the Development Project to the benefit of the Petitioners' creditors; and (c) the Petitioners have been, and are, acting in good faith and with due diligence.

Part 4: MATERIAL TO BE RELIED ON

1. Monitor's Fourth Report to the Court dated August 9, 2022;
2. Monitor's Fifth Report to the Court dated October 3, 2022;
3. Monitor's Sixth Report to the Court dated December 7, 2022; and
4. Such further and other materials as counsel may advise and as this Court deems admissible.

The applicant estimates that the application will take 5 minutes.

This matter is not within the jurisdiction of a master.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application,

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and

- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: December 7, 2022

For: 

Signature of lawyer for The Bowra
Group Inc., in its capacity as Monitor
Kibben Jackson

To be completed by the court only:

Order made

in the terms requested in paragraphs of Part 1 of
this Notice of Application

with the following variations and additional terms:

.....

Date:

.....
 Signature of Judge Master

The Solicitors for the Monitor are Fasken Martineau DuMoulin LLP, whose office address and address for delivery is 550 Burrard Street, Suite 2900, Vancouver, BC V6C 0A3 Telephone: +1 604 631 3131 Facsimile: +1 604 631 3232. (Reference: Kibben Jackson/265884.00015)

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- other matters concerning document discovery
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts
- X other

SCHEDULE "A"

SERVICE LIST

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
0989705 B.C. LTD., ALDERBRIDGE WAY GP LTD., and
ALDERBRIDGE WAY LIMITED PARTNERSHIP

PETITIONERS

SERVICE LIST

As at November 7, 2022

Name of Counsel:	Name of Parties:
<p>Dentons Canada LLP Barristers & Solicitors 20th Floor – 250 Howe Street Vancouver, BC V6C 3R8</p> <p>Attention: John Sandrelli Valerie Cross Emma Newbery Avic Arenas</p> <p>E-mail: john.sandrelli@dentons.com valerie.cross@dentons.com emma.newbery@dentons.com avic.arenas@dentons.com</p> <p>Tel: (604) 687-4460 Fax : (604) 683-5214</p>	<p><i>0989705 B.C. Ltd., Alderbridge Way Limited Partnership and Alderbridge Way GP Ltd.</i></p>

Name of Counsel:	Name of Parties:
<p>Fasken Martineau DuMoulin LLP 550 Burrard St #2900, Vancouver, BC V6C 0A3</p> <p>Attention: Kibben Jackson Mishaal Gill</p> <p>Email: kjackson@fasken.com mgill@fasken.com svolkow@fasken.com</p> <p>Tel. : 1 604 631 4786</p>	<p><i>Monitor of 0989705 B.C. Ltd., Alderbridge Way Limited Partnership and Alderbridge Way GP Ltd.</i></p>
<p>The Bowra Group Inc. 430 – 505 Burrard Street Vancouver, BC V7X 1M3</p> <p>Attention: Mario Mainella Kevin Koo</p> <p>Email: mmainella@bowragroup.com kkoo@bowragroup.com</p> <p>Tel: 604 689 8939</p>	<p><i>Monitor of 0989705 B.C. Ltd., Alderbridge Way Limited Partnership and Alderbridge Way GP Ltd.</i></p>
<p>Blake, Cassels & Graydon LLP 595 Burrard Street, Suite 2600, Vancouver BC V7X 1L3</p> <p>Attention: Peter Rubin</p> <p>Email: peter.rubin@blakes.com greg.umbach@blakes.com peter.bychawski@blakes.com claire.hildebrand@blakes.com</p> <p>Tel: 604-631-3300 Fax: 604-631-3309</p>	<p><i>Romspen Investment Corporation</i></p>
<p>Romspen Investment Corporation 162 Cumberland Street, Suite 300 Toronto, Ontario M5R 3N5</p> <p>Attention: Blake Cassidy Wes Roitman</p> <p>Email: BlakeCassidy@romspen.com wes@romspen.com</p> <p>Tel: 416.928.4868 Fax: 416.928.3848</p>	<p><i>Romspen Investment Corporation</i></p>

Name of Counsel:	Name of Parties:
<p>Miller Thomson LLP 40 King Street West, Suite 5800 P.O. Box 1011 Toronto, Ontario M5H 3S1</p> <p>Attention: Asim Iqbal Gavin Finlayson Bryan Hicks</p> <p>E-mail: aiqbal@millerthomson.com gfinlayson@millerthomson.com bjhicks@millerthomson.com</p> <p>Tel : 416.597.6008</p>	<p><i>CIBT Education Group Inc., GEC Education City (Richmond) Limited Partnership and GEC (Richmond) GP Inc.</i></p>
<p>Harper Grey LLP Barristers & Solicitors 3200 – 650 West Georgia Street Vancouver, BC, V6B 4P7</p> <p>Attention: John Sullivan and Salman Bhura</p> <p>Email: jsullivan@harpergrey.com sbhura@harpergrey.com</p> <p>Tel: 604 687 0411</p>	<p><i>CIBT Education Group Inc., GEC Education City (Richmond) Limited Partnership and GEC (Richmond) GP Inc.</i></p>
<p>KPMG 777 Dunsmuir Street, 11th Floor Vancouver, BC, V7Y 1K3</p> <p>Attention: Huey Lee and Michelle Wang</p> <p>Email: hueylee@kpmg.ca mmwang@kpmg.ca</p> <p>Tel: 604 691 3000</p>	<p><i>Advisor to CIBT Education Group Inc., GEC Education City (Richmond) Limited Partnership and GEC (Richmond) GP Inc.</i></p>
<p>Cassels Brock & Blackwell LLP 2200 – 885 West Georgia Street Vancouver, BC V6E 3C8</p> <p>Attention: Vicki Tickle</p> <p>Email: vtickle@cassels.com jenns@cassels.com hroberts@cassels.com</p> <p>Tel: 604 691 6120</p>	<p><i>R. Jay Management Ltd. and MNB Enterprises Inc.</i></p>

Name of Counsel:	Name of Parties:
<p>Digby Leigh & Co. 201 - 3053 Edgemont Blvd., North Vancouver, BC V7R 2N5</p> <p>Attention: Digby Leigh</p> <p>Email: dleigh@leighco.ca vchen@leighco.ca</p> <p>Tel : 604-984-3394</p>	<p><i>MNB Enterprises Inc.</i></p>
<p>Bennett Jones 4500 Bankers Hall East 855 2nd Street SW Calgary, AB T2P 4K7</p> <p>Attention: Chris D. Simard Onna Kathler Adam Williams</p> <p>Email: simaradc@bennettjones.com kathlerd@bennettjones.com williamsa@bennettjones.com</p> <p>Tel: 403.298.4485</p>	<p><i>JV Driver Investments Inc.</i></p>
<p>JV Driver International 1458-409 Granville Street Vancouver, B.C. V6C 1T2</p> <p>Attention: Michael Weber Tamara Middleton Greg Pratch</p> <p>Email: mweber@jvdriver.com tmiddleton@jvdriver.com gpratch@jvdriver.com</p> <p>Tel: 604-349-2011</p>	<p><i>JV Driver International, J.V. Driver Inc. And 1185678 B.C. Ltd.</i></p>
<p>McCarthy Tetrault LLP 745 Thurlow St Suite 2400, Vancouver, BC V6E 0C5</p> <p>Attention: Lance Williams and Forrest Finn</p> <p>Email: lwilliams@mccarthy.ca ffinn@mccarthy.ca sdanielisz@mccarthy.ca</p> <p>Tel: 604-643-7154</p>	<p><i>Metro-Can Construction (AT) Ltd., Keller Foundations Ltd., Rush Contracting Ltd. and Storm Guard Water Treatment Inc.</i></p>

Name of Counsel:	Name of Parties:
<p>McLean & Armstrong LLP 300 – 1497 Marine Drive, West Vancouver, BC, V7T 1B8</p> <p>Attention: Chris Moore</p> <p>Email: cmoore@mcleanarmstrong.com</p> <p>Tel: 604 925 0672</p>	<p><i>Metro-Can Construction (AT) Ltd.</i></p>
<p>Deputy Attorney General British Columbia Regional Office Department of Justice Canada National Litigation Sector 900 - 840 Howe Street Vancouver, BC V6Z 2S9</p> <p>Attention: Jason Levine</p> <p>E-mail: jason.levine@justice.gc.ca</p> <p>Tel.: (604) 666-0632 Fax: (604) 666-1462</p>	<p><i>Her Majesty The Queen in Right of Canada</i></p>
<p>Clark Wilson LLP 900 – 885 West Georgia Street Vancouver, BC V6C 3H1</p> <p>Attention: Chris Ramsay Katie Mak</p> <p>Email: cramsay@cwilson.com kmak@cwilson.com jlanda@cwilson.co@cwilson.com</p> <p>Tel: 604 687 5700</p>	<p><i>City of Richmond</i></p>
<p>Avison Young 1920 McKinney Avenue, Suite 1100 Dallas, TX 75201</p> <p>Attention: Tracy Allen</p> <p>Email: tracy.allen@avisonyoung.com</p>	<p><i>Avison Young</i></p>
<p>DLA Piper 2800 – 666 Burrard Street Vancouver, BC V6C 2Z7</p> <p>Attention: Colin Brousson</p> <p>Email: colin.brousson@dlapiper.com</p> <p>Tel: 604 643 6400</p>	<p><i>Gryphon Living</i></p>
<p>Robert A. Millar LC</p> <p>Email: rmillarlc@gmail.com</p> <p>Tel: 604-506-3332</p>	<p><i>Wesgroup</i></p>

Name of Counsel:	Name of Parties:
Canada Revenue Agency 9737 King George Boulevard Surrey, BC V3T 5W6 Vancouver, BC V6Z 2S9 Attention: K. Fuller Tel.: (236) 334-3246 Fax: (604) 658-2700	<i>Canada Revenue Agency</i>

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SCHEDULE "B"

DRAFT ORDER

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 A PLAN OF COMPROMISE AND ARRANGEMENT OF
0989705 B.C. LTD., ALDERBRIDGE WAY GP LTD., and
ALDERBRIDGE WAY LIMITED PARTNERSHIP

PETITIONERS

ORDER MADE AFTER APPLICATION
(STAY EXTENSION ORDER)

BEFORE))	
)	THE HONOURABLE)	
)	MADAM JUSTICE FITZPATRICK)	December 9, 2022
))	
))	

ON THE APPLICATION OF The Bowra Group Inc. (the “**Monitor**”) in its capacity as Monitor of Alderbridge Way GP Ltd., Alderbridge Way Limited Partnership and 0989705 B.C. Ltd. (collectively the “**Companies**”) coming on for hearing at Vancouver, British Columbia on this date; AND ON HEARING Kibben Jackson and Mishaal Gill, counsel for the Monitor, and those other counsel listed in Schedule “A” hereto; AND UPON READING the materials filed, including the Monitor’s Sixth Report to Court, dated December 7, 2022; AND PURSUANT to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the “**CCAA**”) and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the Monitor’s Notice of Application dated December 7, 2022 is abridged such that it is properly returnable today.

2. All relief granted under the Second Amended And Restated Initial Order of this court made herein on August 11, 2022 (the “SARIO”) is hereby extended until February 24, 2023.
3. The Stay Period, as defined and provided for in paragraph 18 of the SARIO, is hereby extended from December 9, 2022 until February 24, 2023.
4. Endorsement of this order by counsel appearing on this application, other than counsel for the Monitor, is hereby dispensed with.

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:

Signature of Kibben Jackson
Lawyer for the Monitor

BY THE COURT

REGISTRAR

No. S-222758
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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PETITIONERS

**ORDER MADE AFTER APPLICATION
(STAY EXTENSION ORDER)**

FASKEN MARTINEAU DU MOULIN LLP

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Counsel: Kibben Jackson
Matter No: 265884.00015