



NO. S-222758
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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 Petitioners: 0989705 B.C. Ltd., Alderbridge Way Limited Partnership, and Alderbridge Way GP Ltd. (collectively, the "Petitioners")

To: The Service List attached hereto as **SCHEDULE "A"**.

TAKE NOTICE that an application will be made by the Petitioners to the presiding Judge at the courthouse at 800 Smithe Street, Vancouver, B.C. on April 11, 2022 at 10:00 am for the orders set out in Part 1 below.

Part 1: ORDERS SOUGHT

1. An Order extending the relief and the stay of proceedings imposed by the initial order pronounced April 1, 2022 (the "**Initial Order**"), substantially in the form attached hereto as **SCHEDULE "B"**.
2. Such further and other relief as this Court may deem just.

Part 2: FACTUAL BASIS

1. On April 1, 2022, Madam Justice Fitzpatrick granted the Initial Order pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**"), granting, among other things, a stay of proceedings in favour of the Petitioners (the "**Stay of Proceedings**") until the initial return date of April 11, 2022.
2. Since the granting of the Initial Order, the Petitioners have taken steps to notify their creditors and other stakeholders of these proceedings, and advance their restructuring under the CCAA. Those steps include, without limitation:

- (a) responding to information requests from various stakeholders;
- (b) meeting and working with Alvarez & Marsal Canada Inc., in its capacity as court-appointed monitor of the Petitioners (the "**Monitor**"), to facilitate the monitoring of the Petitioners' business;
- (c) continuing the operations of the Petitioners' business, including maintaining the safety of the construction project at 7960 Alderbridge Way and 5333, 5411 No. 3 Road, Richmond, British Columbia (the "**Development**"), including ensuring ongoing supply and services from third-party contractors;
- (d) with the Petitioners' counsel, continuing to meet with secured creditors and major stakeholders; and
- (e) working with the Monitor to prepare and progress the anticipated sales and solicitation process (the "**CCAA SISP**"), including working with the Monitor to retain a sales agent to assist with the CCAA SISP.

Extension of the Stay of Proceedings

3. The Petitioners are seeking to extend the Stay of Proceedings provided for in the Initial Order to April 25, 2022; at which time, the Petitioners are scheduled to appear in front of Madam Justice Fitzpatrick to seek an amended and restated initial order (the "**ARIO**") and an order approving the CCAA SISP.
4. This anticipated timing and details of the CCAA SISP were conveyed to all parties in attendance at the hearing for the Initial Order on April 1, 2022 and included in the Petitioners' materials filed in support of the Initial Order.
5. The Initial Order also provides for the Monitor to have enhanced powers to implement the CCAA SISP.
6. In the time since granting the Initial Order, the Petitioners have been and are acting in good faith and with due diligence to maximize the value to their stakeholders and respond to their concerns.
7. The Monitor supports the extension of the Stay of Proceedings.

Part 3: LEGAL BASIS

1. The Petitioners rely on:
 - (a) the CCAA;
 - (b) *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**");
 - (c) *Supreme Court Civil Rules*, in particular Rules 8-1 and 13-1;

- (d) the inherent and equitable jurisdiction of this Court; and
- (e) such further and other legal bases and authorities as counsel may advise and this Court may permit.

Extension of the Stay of Proceedings is Appropriate

2. Subsection 11.02(2) of the CCAA provides that the Petitioners may apply for an extension of the Stay of Proceedings for a period that a court considers necessary on any terms that a court may impose. Subsection 11.02(3) of the CCAA provides that the court shall not make the order extending the Stay of Proceedings unless:
 - (a) the applicant satisfies the court that circumstances exist that make the order appropriate; and
 - (b) in the case of an order under subsection (2), the applicant also satisfies the court that the applicant has acted, and is acting, in good faith and with due diligence.

CCAA, s. 11.02.

3. Extending the relief granted by the Initial Order, including the stay period, is appropriate and necessary so that the Petitioners, in conjunction with the Monitor, can prepare for and advance towards the CCAA SISP, and ultimately a sale and/or partnerships that will bring liquidity to the Petitioners and assist in these restructuring activities for the benefit of all stakeholders. The Petitioners will also use this time to give notice to their creditors and stakeholders of an application to seek an order, among other things, approving the CCAA SISP.
4. The Petitioners have been working in good faith and with due diligence to advance these CCAA proceedings. In the short time since the Initial Order was granted, the Petitioners have, with the assistance of the Monitor, carried out conversations with and responded to stakeholders and continued to progress the anticipated CCAA SISP, while continuing to maintain and keep safe the Development.
5. The Monitor has reported that:
 - (a) it supports the extension of the Stay of Proceedings sought herein;
 - (b) the Petitioners are acting in good faith and with due diligence; and
 - (c) no creditor of the Petitioners would be materially prejudiced by the Stay of Proceedings sought herein.
6. The Petitioners submit that, in these circumstances, it is necessary and appropriate that the Stay of Proceedings, and other relief granted in the Initial Order, be extended to April 25, 2022.

Part 4: MATERIAL TO BE RELIED ON

1. The pleadings and materials filed herein.
2. The Monitor's Prefiling Report, filed April 1, 2022.
3. The Monitor's First Report, to be filed.
4. Initial Order made April 1, 2022.
5. Such further and other materials as counsel may advise and this Court may allow.

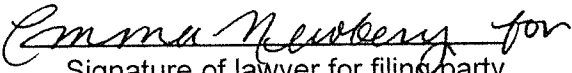
The applicant(s) estimate(s) that the application will take 5 minutes.

- This matter is within the jurisdiction of a master.
- This matter is not within the jurisdiction of a master. This application has been scheduled to be heard before the presiding Judge on April 11, 2022, at 10:00 am by Trial Scheduling.

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 of 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: 6/APRIL/2022


Signature of lawyer for filing party
John Sandrelli

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

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

SCHEDULE "A"

SERVICE LIST

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

SERVICE LIST

As at April 6 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 Tevia Jeffries Valerie Cross Emma Newbery</p> <p>E-mail: john.sandrelli@dentons.com tevia.jeffries@dentons.com valerie.cross@dentons.com emma.newbery@dentons.com avic.arenas@dentons.com lee.ngo@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>

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<p>Alvarez & Marsal Canada Inc. Cathedral Place Building 925 West Georgia Street, Suite 902 Vancouver, BC V6C 3L2</p> <p>Attention: Anthony Tillman Pinky Law</p> <p>Email: atillman@alvarezandmarsal.com pinky.law@alvarezandmarsal.com</p> <p>Tel.: (604) 639-0849</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>

Name of Counsel:	Name of Parties:
<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>
<p>Nathanson, Schachter & Thompson LLP Suite 750 – 900 Howe Street Vancouver, BC V6Z 2M4</p> <p>Attention: Peter Reardon and Kevil Loo</p> <p>Email : preardon@nst.ca kloo@nst.ca staylor@nst.ca</p> <p>Tel : 778-328-8940</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</p> <p>Email: hueylee@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>McMillan LLP Royal Centre, Suite 1500 1055 West Georgia Street, PO Box 11117 Vancouver, BC V6E 4N7</p> <p>Attention: Vicki Tickle</p> <p>Email: vicki.tickle@mcmillan.ca</p> <p>Tel: 236-826-3022</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>
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<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.</i></p>

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<p>City of Richmond City Clerk's Office 6911 No. 3 Road Richmond, British Columbia V6Y 2C1 Canada Attention : Office of the City Clerk, Director City Clerks Office, Claudia Jesson Email: cityclerk@richmond.ca Tel: 604-276-4007 Fax: 604-278-5139</p>	<p><i>City of Richmond</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 Attention: Jason Levine E-mail: jason.levine@justice.gc.ca Tel.: (604) 666-0632 Fax: (604) 666-1462</p>	<p><i>Her Majesty The Queen in Right of Canada</i></p>
<p>Ministry of Attorney General (British Columbia) Legal Services Branch, Revenue & Taxation Her Majesty the Queen in right of the Province of British Columbia Ministry of Advanced Education Skills and Training 400 – 1675 Douglas Street, Victoria, BC V8W 9J7 Attention: Aaron Welch Email: Aaron.Welch@gov.bc.ca AGLSBRevTax@gov.bc.ca Tel: (250) 356-8589 Fax: (250)387-0700 Tel: (236) 478-2419 Fax: (250) 387-0700</p>	<p><i>Her Majesty The Queen in Right of the Province of British Columbia</i></p>

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SCHEDULE "B"

DRAFT STAY EXTENSION ORDER

IN THE SUPREME COURT OF BRITISH COLUMBIA

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)
)) 11/APRIL/2022
))

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 11 day of April, 2022 (the "**Order Date**"); AND ON HEARING John Sandrelli and Emma Newbery, counsel for the Petitioners and those other counsel listed on **SCHEDULE "A"** hereto; AND UPON READING the material filed including, the Pre-filing Report of the Monitor dated March 31, 2022; and the First Report of the Monitor dated April 6, 2022; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Order pronounced by the Honourable Madam Justice Fitzpatrick on April 1, 2022 (the "**Initial Order**").
2. All relief granted under the Initial Order is extended until April 25, 2022.

3. Further to paragraph 11 of the Initial Order, the Stay Period provided for in the Initial Order is hereby extended from April 11, 2022 to April 25, 2022.

4. Subject to any further order that may be made by this Court, the next application in the within proceedings is scheduled for April 25, 2022.

5. Endorsement of this Order by counsel appearing, other than counsel for the Petitioners, 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 JOHN SANDRELLI
 Party Lawyer for the Petitioners

BY THE COURT

REGISTRAR

Schedule "A"

(List of Counsel)

Counsel Name	Appearing For

NO. S-222758
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

**THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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B.C. LTD., ALDERBRIDGE WAY GP LTD., AND ALDERBRIDGE WAY LIMITED
PARTNERSHIP
PETITIONERS**

**ORDER MADE AFTER APPLICATION
STAY EXTENSION ORDER**

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