



No. S-218350
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

MOJGAN SHAKERI-SALEH

PLAINTIFF

AND:

**JOHN DOE AS EXECUTOR OF THE ESTATE OF MAJID AHMADI-NIRI,
AL-NOOR SUBZALI KANJI (in his personal capacity),
MAHDIAR AHMADI-NIRI (in his personal capacity),
FARROKH ELMIEH (in his personal capacity),
MOHAMMAD AMIN AHMADI-NIRI ALSO KNOWN AS AMIN NIRI,
AL-NOOR SUBZALI KANJI AS TRUSTEE OF THE ANDALCO TRUST
MAHDIAR AHMADI-NIRI AS TRUSTEE OF THE ANDALCO TRUST,
FARROKH ELMIEH AS TRUSTEE OF THE ANDALCO TRUST,
0785494 B.C. LTD.,
ALTITUDE REAL ESTATE CANADA LTD.,
ANDALCO CORDOVA HOLDINGS LTD.,
ANDALCO INVESTMENTS INC.,
MARTEC RECYCLING CORPORATION,
MIKA MANAGEMENT INC., and
QUARK CAPITAL CORP.**

ORDER MADE AFTER APPLICATION

DEFENDANTS

BEFORE) THE HONOURABLE) 27/Sep/2022
) JUSTICE MATTHEWS)
))
))

ON THE APPLICATION of the Plaintiff Mojgan Shakeri-Saleh coming on for hearing at Vancouver, British Columbia on September 27, 2022 and on hearing Rebecca Morse, counsel for the Plaintiff Mojgan Shakeri Saleh, Kelly Ann Maw, counsel for Al-Noor Subzali Kanji as trustee of the Andalco Trust, Farrokh Elmieh as trustee of the Andalco Trust, Mahdiar Ahmadi-Niri as trustee of the Andalco Trust, 0785494 B.C. Ltd., Altitude Real Estate Canada Ltd., Andalco Cordova Holdings Ltd., Andalco Investments Inc., Martec Recycling Corporation, Mika Management and Quark Capital Corp., Simone Penney, counsel for Mahdiar Ahmadi-Niri (in his personal capacity), Peter J. Roberts, K.C., counsel for MNP Ltd., and no one else appearing although being served;

AND UPON THE COURT being advised that all the parties have consented to a variation of Justice Matthews' Order of May 2, 2022;

THIS COURT ORDERS and BY CONSENT that:

1. MNP Ltd. (the "**Administrator**") be and is hereby appointed, without bond, as administrator and personal representative of all of the estate which by law devolves to and vests in the personal representative of Majid Ahmadi-Niri, deceased, (the "**Estate**") pending litigation and until a representation grant has been issued.
2. CV TrustCo Inc. be and is hereby discharged as administrator pending litigation of the Estate.
3. There be a reference to the registrar to pass the accounts of CV TrustCo Inc. in respect of its administration and management of the Estate for the period from May 2, 2022 through to the appointment of MNP as administrator and personal representative of the Estate pursuant to this order (the "**Accounts**").
4. The registrar set a fair and reasonable allowance to CV TrustCo Inc. with respect to its administration of the Estate during the period from May 2, 2022 until the date of this order.
5. The registrar is to determine the costs of the parties relating to the passing of accounts.
6. The registrar is certify his or her findings and, when filed, the registrar's certificate will be binding on the beneficiaries of the Estate without further order of this court.
7. The Order granted and filed in this proceeding on September 24, 2021 (the "**Freezing Order**") be and is hereby varied to exclude the Administrator from the effect of paragraphs 1, 8 and 13.
8. The Administrator shall be and is hereby authorized, in addition to any powers provided in any will of Majid Ahmadi-Niri to his personal representative, to exercise those powers given by law to an administrator pending litigation, including those powers provided under the *Wills, Estates and Succession Act*, S.B.C 2009, c. 13, other than the right to distribute the Estate.
9. All the interest in any assets, real and personal, of the Estate, wherever located, be and are hereby vested in the Administrator (the "**Estate Property**").
10. Upon the filing of a certified copy of this Order together with a letter from the Administrator's solicitor authorizing its registration with the Registrar of Titles in the Land Title Office (or in Alberta, an application for transmission), all right, title, interest, estate and equity of redemption of the Estate in those properties set out in Schedule "A" to this Order (the "**BC and Alberta Properties**") and all persons claiming by, through or under the Estate or any of them, be conveyed to and do vest in the Administrator, subject to the charges and encumbrances registered on title to the Lands and any reservations and exceptions set out in the original Crown Grant or Grants thereof, and, subject to section 23(2) of the Land Title Act (including, without limitation, the outcome of all pending court proceedings in respect of the BC and Alberta Properties) it is declared that the

Administrator has a good, safeholding and marketable title to the BC and Alberta Properties.

11. This court request and seeks the aid and assistance of the Court of Queen's Bench of Alberta, in the Judicial District of Calgary, to enforce the terms of this order and to exercise such jurisdiction pursuant to the *Land Titles Act*, RSA 2000, c L-4 (the "**Land Titles Act**"), the *Estate Administration Act*, SA 2014, c E-12.5 or otherwise as it deems appropriate in regard to the enforcement of the terms of this order and similar matters within its jurisdiction, including that this order be registered notwithstanding the requirements of section 191(1) of the *Land Titles Act*.
12. Subject to paragraphs 21 and 22 of this Order, the Administrator shall be entitled to reasonable remuneration out of the Estate (the "**Remuneration**") pursuant to section 10 of the *Estate Administration Act*, R.S.B.C. 1996, c. 122, and shall receive out of the assets of the Estate compensation calculated on the basis of the fee schedule attached as Schedule "B" to this Order, and any Remuneration shall be payable, without further consent or approval by the Court or any other person, from the beginning of the administration of the Estate by the Administrator on a monthly basis or such other frequency as the Administrator considers reasonable.
13. The Administrator shall be and is hereby authorized to indemnify itself from the assets of the Estate from time to time in order to pay for the Remuneration, and the expenses incurred in acting as administrator pending litigation, and for participating in this litigation. To the extent that the Administrator indemnifies itself from assets that are later determined not to be Estate Property, the Administrator shall reimburse the owner of such assets (the "**Asset Owner**") with funds generated from other Estate Property to the extent that such funds are available (the "**Reimbursement Obligation**"). For the avoidance of doubt, and to the extent that there is insufficient Estate Property to meet the Reimbursement Obligation, the Administrator shall not bear any liability to the Asset Owner.
14. The Administrator shall have the power from time to time in its sole discretion to employ, engage or retain the services of one or more agents, including any agent or agents that may be affiliated with or related to MNP Ltd., experts, accountants, legal counsel and other individuals as the Administrator considers reasonably necessary for the purposes of performing its duties as the administrator pending litigation and to participate in this litigation, and the Administrator may pay such individuals or entities from the assets of the Estate in an amount it considers reasonable, including legal costs and disbursements on a solicitor-and-own client cost basis, on a monthly basis or such other frequency as the Administrator considers reasonable.
15. The Administrator and its legal counsel, if any, are granted a charge (the "**Administrator's Charge**") on the Estate Property as security for the payment of their fees and disbursements, in each case at their standard rates, in respect of these proceedings, whether incurred before or after the making of this Order. The Administrator's Charge shall form a first charge on the Estate Property in priority to all

unregistered security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any person.

16. The Administrator is empowered and authorized, but not obliged, to act at once in respect of the Estate Property and, without in any way limiting the generality of the foregoing, the Administrator is expressly empowered and authorized to do any of the following where the Administrator considers it necessary or desirable:
- (a) to take possession of and exercise control over the Estate Property and any and all receipts and disbursements arising out of or from the Estate Property;
 - (b) to receive, preserve and protect the Estate Property, or any part or parts thereof, including, but not limited to, changing locks and security codes, relocation of Estate Property, engaging independent security personnel, taking physical inventories and placing insurance coverage;
 - (c) to invest any excess funds of the Estate in guaranteed income certificates;
 - (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of Administrator's powers and duties, including, without limitation, those conferred by this Order;
 - (e) to receive and collect all monies and accounts now owed or hereafter owing to the Estate and to exercise all remedies of the Estate in collecting these amounts, including, without limitation, enforcement of any security held by the Estate;
 - (f) to take whatever steps the Administrator may consider advisable for repairing and preserving Estate Property or any part thereof, including any buildings or improvements thereon, but the Administrator shall not be liable for waste;
 - (g) to pay any and all taxes, insurance, costs and other charges or debts of the Estate relating to any Estate Property;
 - (h) to borrow funds and pledge as security any asset of the Estate Property, including any real property, in priority to any claims of the plaintiff;
 - (i) to settle, extend or compromise any indebtedness owing to the Estate;
 - (j) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Estate Property, whether in the Administrator's name or in the name and on behalf of the Estate, for any purpose pursuant to this Order;
 - (k) to investigate and examine the affairs of the Estate, including recent financial transactions;
 - (l) to participate as a party in this proceeding;


- (m) to initiate, prosecute, defend and participate in any other legal proceeding that involves the affairs of the Estate or the Estate Property;
 - (n) to exercise any shareholder, partnership, joint venture or other rights which the Estate may have;
 - (o) to market, sell and convey the interest of the Estate in any real properties; and
 - (p) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.
17. The Administrator be and is hereby authorized to demand and obtain information relating to the Estate from any third party, including information regarding the nature, value and location of any assets of the Estate.
18. The Administrator shall incur no liability or obligation as a result of its appointment as the administrator pending litigation or the carrying out of the provisions of this Order, save and except:
- (a) Any gross negligence or wilful misconduct on its part; or
 - (b) Amounts in respect of obligations imposed specifically on administrators by applicable legislation.
19. Until discharged by court order, the Administrator shall continue to act as the administrator pending litigation as contemplated by this Court Order even if the within action is considered either judicially determined or settled by the parties.
20. Until discharged by court order, the Administrator will periodically, at its discretion, present its accounts during its appointment as the administrator pending litigation to the beneficiaries of the Estate for approval. If the beneficiaries do not approve the accounts within a period of time as the Administrator considers reasonable, then the Administrator may formally pass its accounts, at its discretion, before the Court during the currency of its appointment as the administrator pending litigation.
21. Subject to paragraph 22 below, the Administrator shall pass its accounts during its appointment at such times as the Administrator considers is beneficial to do so, and the reasonable costs of preparing the accounts shall be charged to, and be paid from, the assets of the Estate, and shall not be deducted from the Remuneration to which the Administrator is otherwise entitled pursuant to this Order or otherwise.
22. The Administrator will not be obligated to pass its accounts if such accounts are approved by all Mojgan Shakeri-Saleh, Mahdiar Ahmadi-Niri, Mohammad Amin Ahmadi-Niri, Milad Ahmadi-Niri, Mikael Ahmadi-Niri, and persons who may be considered as beneficiaries of his estate pursuant to the *Wills, Estates and Succession Act*.
23. For greater certainty, "assets" of the Estate and "Estate Property" as used in this Order, shall unless the context requires otherwise include all property, both real and personal,

tangible and intangible, comprising the Estate, including accretions thereto and income earned thereon.

- 24. The Administrator be entitled to the costs of this application, on a full indemnity basis, from the Estate.
- 25. The Plaintiff Mojgan Shakeri-Saleh may file a further amended Notice of Civil Claim to replace the party identified as "John Doe as Executor of the Estate of Majid Ahmadi-Niri" with "MNP Ltd. as Administrator of the Estate of Majid Ahmadi-Niri".
- 26. The Administrator shall be at liberty to apply for the advice and direction of the Court.
- 27. This order may be endorsed as to form electronically and in counterpart.

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



Lawyer for Al-Noor Subzali Kanji as trustee of the Andalco Trust, Farrokh Elmieh as trustee of the Andalco Trust, Mahdiar Ahmadi-Niri as trustee of the Andalco Trust, 0785494 B.C. Ltd., Altitude Real Estate Canada Ltd., Andalco Cordova Holdings Ltd., Andalco Investments Inc., Martec Recycling Corporation, Mika Management and Quark Capital Corp.
Kelly Ann Maw

Signature of

Lawyer for Mahdiar Ahmadi-Niri (in his personal capacity)
Simone Penney

Signature of



Lawyer for Mojgan Shakeri-Saleh
Rebecca M. Morse

ENDORSEMENTS ATTACHED

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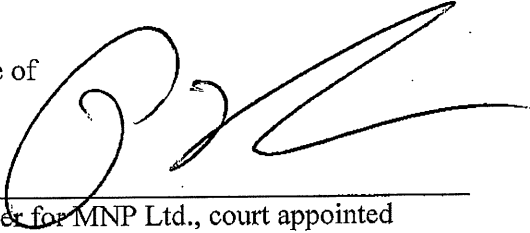
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Kelly Ann Maw

Lawyer for Mahdiar Ahmadi-Niri (in his personal capacity)
Simone Penney

Signature of

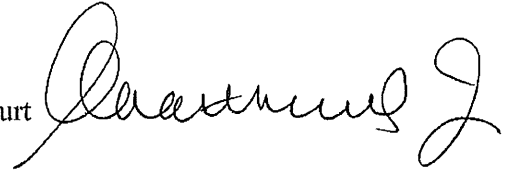
Lawyer for Mojgan Shakeri-Saleh
Rebecca M. Morse

Signature of



Lawyer for MNP Ltd., court appointed administrator of the Estate of Majid Ahmadi-Niri, deceased
Peter J. Roberts, K.C.

By the Court



Registrar



SCHEDULE "A"

BC AND AB PROPERTIES

Civic Address	BC PID	Legal Description
<u>Registered Owner: Majid Ahmadi Niri</u>		
#1902-1055 Homer Street, Vancouver	025-758-934	STRATA LOT 108 DISTRICT LOT 541 GROUP 1 NEW WESTMINSTER DISTRICT STRATA PLAN BCS528 TOGETHER WITH AN INTEREST IN THE COMMON PROPERTY IN PROPORTION TO THE UNIT ENTITLEMENT OF THE STRATA LOT AS SHOWN ON FORM V
<u>Registered Owner: Majid Ahmadi Niri and Mojan Shakeri Saleh</u>		
#105-4910 Spearhead Place, Whistler	017-227-500	STRATA LOT 2 DISTRICT LOT 3903 STRATA PLAN VAS2892 TOGETHER WITH AN INTEREST IN PROPORTION TO THE UNIT ENTITLEMENT OF THE STRATA LOT AS SHOW ON FORM 1
3638 Marine Drive, West Vancouver	007-214-171	LOT B BLOCK A DISTRICT LOT 558 PLAN 18088
3612 Marine Drive, West Vancouver	026-385-198	LOT 1 BLOCK A DISTRICT LOT 558 GROUP 1 NEW WESTMINSTER DISTRICT PLAN BCP19265
#19-4628 Blackcomb Way, Whistler	017-555-965	STRATA LOT 19 DISTRICT LOT 3903 STRATA PLAN LMS207 TOGETHER WITH AN INTEREST IN THE COMMON PROPERTY IN PROPORTION TO THE UNIT ENTITLEMENT OF THE STRATA LOT AS SHOWN ON FORM 1.
#702-1110 11 St SW, Calgary		0613286;48
#703-1110 11 St SW, Calgary		0613286;48
#1507-1110 11 St SW, Calgary		0613286;125
#1707-1110 11 St SW, Calgary		0613286;146
#1806-1110 11 St SW, Calgary		0613286;151
#1807-110 11 St SW, Calgary		0613286;152
#1808-1110 11 St SW, Calgary		0613286;153

SCHEDULE "B"

ADMINISTRATOR'S FEE SCHEDULE

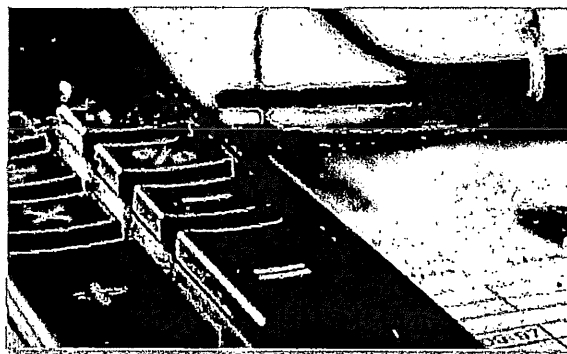


Professional Fees

Value for Fees

As a professional services firm, MNP understands your need to maximize value for the fee that you pay. We strive to keep fees at the lowest possible level consistent with high professional standards and top-quality service.

At the same time, we understand that you do not want to compromise quality. In balancing thoroughness with cost effectiveness, it is essential that quality be maintained. Our proposed fees reflect this desired balance.



Hourly Rates

Team Member Title	Hourly Rate
Senior Vice President / Partner	\$535
Vice President / Senior Manager	\$420 to \$455
Manager	\$358 to \$389
Consultant	\$290 to \$331
Administrative	\$167 to \$194

We review our rates on an annual (or shorter) basis and reserve the right to increase our rates in the normal course of a professional firm.