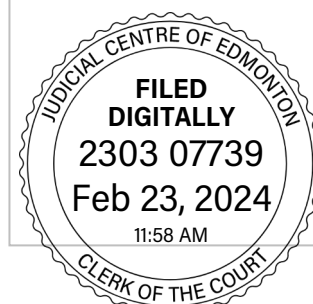


COURT FILE NUMBER 2303 07739
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF ADDENDA CAPITAL INC.

Clerk's Stamp



DEFENDANTS 112 STREET NW EDMONTON PARTNERS LP by its general partner
112 STREET NW EDMONTON PARTNERS GP INC., 112 STREET
NW EDMONTON PARTNERS GP INC., and CANDEREL
ENTERPRISES INC.

DOCUMENT **APPLICATION (Final Distribution, Approval of Receiver's Fees
and Disbursements, Approval of Receiver's Activities, and
Discharge of Receiver)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	McLENNAN ROSS LLP #600 McLennan Ross Building 12220 Stony Plain Road Edmonton, AB T5N 3Y4	Lawyer: Ryan Trainer Telephone: 780.482.9153 Fax: 780-733-9790 Email: ryan.trainer@mross.com File No.: 20231671
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NOTICE TO RESPONDENTS: Service List (appended hereto as Schedule "A")

This application is made against you. You are a respondent. You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date: **March 5, 2024**
Time: **10:00 a.m.**
Where: **Law Courts, 1A Sir Winston Churchill Square, Edmonton, AB T5J 0R2**
Before Whom: **The Honourable Mr. Justice J. Little (by Webex)**
<https://albertacourts.webex.com/meet/virtual.courtroom86>

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order abridging the time for service of notice of this Application and deeming service of this notice of Application and materials in support thereof good, valid, timely and sufficient.
2. An Order substantially in the form attached hereto as **Schedule "B"** approving, *inter alia*:
 - (a) a final distribution of proceeds to Addenda Capital Inc.;
 - (b) the fees and disbursements of MNP Ltd. ("**MNP**"), the Receiver and Manager of 112 Street NW Edmonton Partners LP by its general partner 112 Street NW Edmonton Partners GP Inc. and 112 Street NW Edmonton Partners GP Inc. (the "**Debtors**"), as recommended by MNP Ltd., the Court-Appointed Receiver and Manager of the Debtors (the "**Receiver**") and that of its legal counsel;
 - (c) the Receiver's activities as set out in the Receiver's Second Report to the Court (the "**Second Report**");
 - (d) the Receiver's statement of receipts and disbursements set out in the Second Report;
 - (e) the Receiver's discharge upon the performance of duties incidental to the completion of these proceedings, and
 - (f) unsealing the Confidential Appendices to the Receiver's First Report to the Court.
3. An Order granting such other and further relief as the circumstances may require and as this Honourable Court shall deem appropriate.

Grounds for making this application:

4. On May 9, 2023, MNP was appointed Receiver of the undertakings, properties, and assets of the Debtors (collectively the "**Property**").
5. Pursuant to an Approval and Vesting Order granted on October 19, 2023, the Receiver sold the Debtors' Property (the "**Sale**").
6. The Sale concluded on January 15, 2024.
7. The final distribution proposed by the Receiver is fair and reasonable.
8. The Receiver has executed its duties pursuant to the Receivership Order, except for certain ancillary duties as further particularized in the Second Report.
9. All fees and disbursements incurred by the Receiver and its independent legal counsel during the course of the administration of the within proceeding are reasonable and have been validly incurred in connection with the conduct of the Receiver's obligations.
10. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

11. This Notice of Application, filed.
12. Second Report, filed.
13. Fee Affidavit of Kristin Gray, filed.
14. Such further and other evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

15. Rules 11.27 and 13.5 and Part 6, Division 4 of the Alberta Rules of Court.
16. Such further and other statutes and rules as counsel may advise.

Applicable Acts and Regulations:

17. *Judicature Act*, R.S.A. 2000, c. J-2, as amended, specifically section 8.
18. *Bankruptcy and Insolvency Act*, RSC 1985 c. B-3.
19. *Law of Property Act*, RSA 2000, c. P-7 24.
20. *Personal Property Security Act*, RSA 2000, c. P-7.
21. Such further and other Acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

22. None.

How the application is proposed to be heard or considered:

23. By Webex hearing, before the Honourable Mr. Justice J. Little.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the Applicants what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an Affidavit or other evidence with the Court and serving a copy of that Affidavit or other evidence on the Applicants a reasonable time before the application is to be heard or considered.

Schedule "A"

**ADDENDA CAPITAL INC. v
112 STREET NW EDMONTON PARTNERS LP by its general partner
112 STREET NW EDMONTON PARTNERS GP INC.,
112 STREET NW EDMONTON PARTNERS GP INC., and CANDEREL ENTERPRISES INC.**

COURT ACTION NO. 2303 07739

SERVICE LIST
(Updated February 23, 2024)

Service Recipient	Recipient Status
<p>McLennan Ross LLP 600 McLennan Ross Building 12220 Stony Plain Road Edmonton, AB T5N 3Y4</p> <p>Attention: Ryan Trainer Email: ryan.trainer@mross.com</p>	<p>Counsel for the Receiver</p>
<p>MNP Ltd. MNP Tower Suite 1300 – 10235 101 Street NW Edmonton, AB T5J 3G1</p> <p>Attention: Kristin Gray Email: kristin.gray@mnp.ca</p>	<p>Receiver</p>
<p>Borden Ladner Gervais LLP Centennial Place, East Tower 1900, 520 – 3 Avenue SW Calgary, AB T2P 0R3</p> <p>Attention: Jack Maslen Email: jmaslen@blg.com</p> <p>Attention: Myles Fish Email: mfish@blg.com</p>	<p>Counsel for the Addenda Capital Inc.</p>

Service Recipient	Recipient Status
<p>McCarthy Tetrault LLP 4000, 421 – 7 Avenue SW Calgary, AB T2P 4K9</p> <p>Attention: Sean Collins Email: scollins@mccarthy.ca</p>	<p>Counsel for 112 STREET NW EDMONTON PARTNERS LP by its general partner 112 STREET NW EDMONTON PARTNERS GP INC., 112 STREET NW EDMONTON PARTNERS GP INC., Canderel Enterprises Inc., Canderel Management (West) Inc., Canderel Management Inc., and Canderel Pacific Investments Inc.</p>
<p>Department of Justice Canada 510, 606 – 4 Street NW Calgary, AB T5J 3S8</p> <p>Attention: Jill Medhurst Email: jill.medhurst@justice.gc.ca</p>	<p>Counsel for Canada Revenue Agency</p>
<p>Alberta Justice Alberta Finance & Treasury Legal Team Legal Services Division 2nd Floor, Peace Hills Trust 10011 – 109 Street Edmonton, AB T5J 3S8</p> <p>Attention: Scott Chen Email: scott.chen@gov.ab.ca</p>	<p>Counsel for Alberta Finance and Treasury</p>
<p>All Pro Construction Ltd. c/o Taylor Janis LLP Suite 400, 10216 124 Street Edmonton, AB T5N 4A3</p> <p>Attention: Conan Taylor Email: ctaylor@taylorjanis.com</p>	<p>Lien Claimant</p>
<p>Schaefer Dental Laboratory Ltd. (Schaefer Denture Clinic)</p> <p>#100-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Barbara Schaefer Email: info@schaferdentureclinic.com</p>	<p>Tenant</p>

Service Recipient	Recipient Status
<p>Bryan & Company LLP 2900 Manulife Place 10180 101 Street Edmonton, AB T5J 3V5</p> <p>Attention: Kenneth B. Blasius, K.C. Email: kbbblasius@bryanco.com jgm@magathan.com</p>	<p>Counsel for J.G. Magathan Professional Corp. o/a Magathan Dental Centre</p> <p>Title Registrant and Tenant</p>
<p>Get Up and Go Ventures Inc. o/a Red Seal Financial</p> <p>#201-10050 112 Street NW, Edmonton, AB</p> <p>Attention: David Lord & Dawn Vader Email: david@redsealfinancial.com dawn@redsealfinancial.com</p>	<p>Tenant</p>
<p>Edmonton Social Planning Council</p> <p>#206-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Chloe Heiland-Booth Emails: chloehb@edmontonsocialplanning.ca reception@edmontonsocialplanning.ca</p>	<p>Tenant</p>
<p>Crown Dental Lab Ltd.</p> <p>#401-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Akrim Jomha Email: akrumjomha@shaw.ca crowndental@shaw.ca</p>	<p>Tenant</p>
<p>Optimum West Insurance Company Inc.</p> <p>#505-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Derri Thomas, Shawn Dentman Emails: dthomas@optimumwest.bc.ca sdentman@optimumwest.bc.ca</p>	<p>Tenant</p>

Service Recipient	Recipient Status
<p>University of Alberta Properties Trust</p> <p>#600-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Greg Dewling, Rickie Hunt Emails: gdewling@uapt.ca rhunt@uapt.ca</p>	Tenant
<p>Community of Grace Church in Edmonton</p> <p>#602-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Julia Jiah Email: julia.jiah@gmail.com</p>	Tenant
<p>Bedrock Advisory Inc.</p> <p>#604-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Carla Soderquist, Michael Gaian, Cathy Vetch Email: carla@bedrockadvisory.ca, michael@bedrockadvisory.ca, cathy@bedrockadvisory.ca</p>	Tenant
<p>Tytec General Partnership</p> <p>#608-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Paul Givens, Ahmed Araji, Mariela Valencia Emails: ahmed.araji@tytec.net mariela.valencia@tytec.net</p>	Tenant
<p>2052196 Alberta Ltd. o/a Knisley Law</p> <p>#700-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Adam Knisley, Dale Knisley Emails: adam@defence.law dale@defence.law</p>	Tenant

Service Recipient	Recipient Status
<p>Integral Group Consulting (BC) LLP</p> <p>#701-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Francois Desvignes, Rachel Lieberman and Brian Smith</p> <p>Email: francois.desvignes@introba.com, rachel.lieberman@introba.com, brian.smith@introba.com</p>	Tenant
<p>Reinbold Engineering Group</p> <p>#703-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Peter Teunissen</p> <p>Email: pteunissen@reg-eng.com</p>	Tenant
<p>FPS Networks, Inc. and/or Addicting Games Inc.</p> <p>#801-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Erin Torbiak</p> <p>Email: erin@addictinggames.com</p>	Tenant
<p>Laurence Zalmanowitz Psychology Services Ltd.</p> <p>c/o Witten LLP</p> <p>Suite 2500, Canadian Western Bank Place</p> <p>10303 Jasper Avenue</p> <p>Edmonton, AB T5J 3N6</p> <p>Attention: Susan Clapp</p> <p>Emails: sclapp@wittenlaw.com, msargent@wittenlaw.com</p>	Title Registrant and Tenant

Service Recipient	Recipient Status
<p>IDP Education (Canada) Limited c/o Witten LLP Suite 2500, Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB T5J 3N6</p> <p>Attention: Susan Clapp Emails: sclapp@wittenlaw.com, msargent@wittenlaw.com</p>	Title Registrant and Tenant
<p>Tetz Management Services Ltd.</p> <p>#901-10050 112 Street NW, Edmonton, AB</p> <p>Attention: Debbie Tetz, Leah Doyle, Susan Powell, Drew Tetz Email: dtetz@tetzpowell.com ldoyle@tetzpowell.com spowell@tetzpowell.com dltetz@tetzpowell.com</p>	Tenant
<p>Kopar Administration</p> <p>#904- 10050 112 Street NW, Edmonton, AB</p> <p>Attention: Ken Newell Email: ken.newell@koparadmin.ca</p>	Tenant
<p>Correct-AI Inc.</p> <p>#1001- 10050 112 Street NW, Edmonton, AB</p> <p>Attention: Siamak Akhlaghi, Ph.D. Email: siamaka@correct-ai.com</p>	Tenant

Service Recipient	Recipient Status
<p>MLT Aikins LLP 10235 101 Street NW Suite 2200 Edmonton, AB T5J 3G2</p> <p>Attention: Steven Warawa Email: swarawa@mltaikins.com</p>	<p>Counsel for Prosperity Investments (Canada) Inc.</p>
<p>Lawson Lundell LLP 925 West Georgia Street Vancouver, BC V6C 3L2</p> <p>Attention: Peter Tolensky Email: ptolensky@lawsonlundell.com</p>	<p>Notice provided as per Mortgage</p>
<p>Victor A. Spicer Professional Corporation c/o Field LLP Suite 2000, 10235 – 101 Street Edmonton, AB T5J 3G1</p> <p>Attention: Lindsey Miller Email: lmiller@fieldlaw.com</p>	<p>Title Registrant and Tenant</p>
<p>Legal Resource Centre of Alberta Ltd. c/o Bishop & McKenzie LLP 2500, 10104 – 103 Avenue Edmonton, AB T5J 1V3</p> <p>Attention: Jenna Flynn Email: jflynn@bmlp.ca</p>	<p>Title Registrant (Not a current tenant)</p>
<p>Compass Centre for Sexual Wellness Suite 50, 9912 – 106 Street Edmonton, AB T5K 1C5</p> <p>Attention: Carmen C.M. Lee Email: info@compasscentre.ca</p>	<p>Title Registrant (Not a current tenant)</p>

Service Recipient	Recipient Status
<p>2083588 Alberta Ltd. o/a Greenspan Psychology #702- 10050 112 Street NW, Edmonton, AB</p> <p>Attention: Farrel Greenspan Email: info@edmontonpsychologist.com</p>	Tenant
<p>Resolve Wellness Psychology Inc. #704- 10050 112 Street NW, Edmonton, AB</p> <p>Attention : Dr. Thamarai Moorthy Email: info@resolvepsychology.com</p>	Tenant

SCHEDULE "B"

COURT FILE NO. 2303 07739

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE EDMONTON

PLAINTIFF ADDENDA CAPITAL INC.

DEFENDANTS 112 STREET NW EDMONTON PARTNERS LP by its general partner 112 STREET NW EDMONTON PARTNERS GP INC., 112 STREET NW EDMONTON PARTNERS GP INC., and CANDEREL ENTERPRISES INC.

DOCUMENT **ORDER FOR FINAL DISTRIBUTION, APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, APPROVAL OF RECEIVER'S ACTIVITIES AND DISCHARGE OF RECEIVER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

McLENNAN ROSS LLP
#600 McLennan Ross Building
12220 Stony Plain Road
Edmonton, AB T5N 3Y4

Lawyer: Ryan Trainer
Telephone: (780) 482-9153
Fax: (780) 733-9716
Email: ryan.trainer@mross.com
File No.: 20231671

Clerk's Stamp:

DATE ON WHICH ORDER WAS PRONOUNCED:

March 5, 2024

LOCATION OF HEARING OR TRIAL:

Edmonton, Alberta

NAME OF JUDGE WHO MADE THIS ORDER:

The Honourable Mr. Justice J. Little

UPON THE APPLICATION of MNP Ltd. ("**MNP**") in its capacity as the Court-Appointed receiver and manager (the "**Receiver**") of the undertakings, properties and assets of 112 Street NW Edmonton Partners LP, by its general partner 112 Street NW Edmonton Partners GP Inc. and 112 Street NW Edmonton Partners GP Inc., (collectively the "**Debtors**") for an Order for a final distribution of proceeds, approval of the Receiver's fees and disbursements and that of its legal counsel, approval of the Receiver's activities, and discharge of the Receiver; **AND UPON** having read the Receiver's Second Report to the Court dated February 23, 2024 (the "**Second**

Report") and the fee affidavit of Kristin Gray dated February 23, 2024 (the "**Fee Affidavit**"); **AND UPON** hearing from counsel for the Receiver and all other parties in attendance; **AND UPON** being satisfied that it is appropriate to do so; **IT IS HEREBY ORDERED THAT:**

1. Service of the Application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of the Application, and time for service of the Application is abridged to that actually given.
2. The Receiver's accounts for fees and disbursements, as set out in the Second Report and Fee Affidavit are hereby approved without the necessity of a formal passing of its accounts.
3. Any additional fees, disbursements, and taxes of the Receiver to conclude the administration of the Receivership are approved without the necessity of a formal passing of its accounts up to a maximum amount of \$20,000.
4. The accounts of the Receiver's independent legal counsel, McLennan Ross LLP ("**Counsel**") for its fees and disbursements, as set out in the Second Report and Fee Affidavit are hereby approved without the necessity of a formal assessment of its accounts.
5. Any additional fees, disbursements, and taxes of Counsel to conclude the administration of the Receivership are approved without the necessity of a formal passing of its accounts up to a maximum amount of \$15,000.
6. The Receiver's activities and Statement of Receipts and Disbursements as included in the Second Report are hereby ratified and approved.
7. The Receiver is authorized and directed to distribute \$6,470,000 to Addenda Capital Inc. as well as any surplus in the Receivership estate following conclusion of the administration of the Receivership.
8. The Restricted Court Access Order dated October 19, 2023 sealing the Confidential Appendices of the Receiver's First Report to the Court is no longer necessary and the Clerk of the Court is directed to unseal the Confidential Appendices to the Receiver's First Report.

9. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished, and forever barred.
10. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
11. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a Licensed Insolvency Trustee employed by the Receiver confirming that:
 - a. all matters set out in paragraph 7 of this Order have been completed;
 - b. if applicable, all books and records are returned to the Debtors that are not required for the administration of the receivership to the principals of the Debtors, or alternatively, if the books and records are not requested by the Debtors within 30 days of service of this Order, the books and records may be destroyed by the Receiver; and
 - c. completing other administrative matters incidental to the Receiver's appointment and pending discharge, including the filing of reports pursuant to section 256(2) and 246(3) of the *Bankruptcy and Insolvency Act* and the cancelling of all open operating accounts, if any;

then the Receiver shall be discharged as Receiver of the Debtors, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver 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 Receiver in its capacity as Receiver.

12. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
13. Service of this Order on any party not attending this application is hereby dispensed with.

Justice of the Court of King's Bench of Alberta