



NO. S227651
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

FIRST NATIONAL FINANCIAL GP CORPORATION

PETITIONER

AND:

442746 B.C. LTD., WASTE CONNECTIONS OF CANADA INC.
(formerly, BFI CANADA INC.), ALLIED PLUMBING,
HEATING & AIR CONDITIONING LTD. dba ALLIED
ALTERNATIVE ENERGY, HER MAJESTY THE QUEEN IN
RIGHT OF BRITISH COLUMBIA, HARINDER DHILLON,
KINGSWAY PAVING BC LTD., CITY OF VANCOUVER and
KUMIKKER RANGI

RESPONDENTS

NOTICE OF APPLICATION

NAME OF APPLICANT: MNP Ltd. (the “**Receiver**”), in its capacity as receiver without security, of all of the assets, undertakings and property of 442746 B.C. Ltd. (the “**Debtor**”), including proceeds, appointed by the Order of the Honourable Justice Baker entered on August 1, 2023.

To: The Petitioner First National Financial GP Corporation

AND TO: The Respondents 442746 B.C. Ltd., Waste Connections of Canada Inc. (formerly, BFI Canada Inc.), Allied Plumbing, Heating & Air Conditioning Ltd. dba Allied Alternative Energy, Her Majesty the Queen in Right of British Columbia, Harinder Dhillon, Kingsway Paving BC Ltd., City of Vancouver, and Kumikker Rangi

TAKE NOTICE that an application will be made by the applicant to the presiding Judge in Chambers, at the courthouse at **800 Smithe Street, Vancouver, B.C.** on **November 22, 2023** at **9:45 a.m.** for the orders set out in Part 1 below.

PART 1: ORDERS SOUGHT

1. An Order substantially in the form attached as **Schedule “A”**, with blacklined copy from the Model Receivership order attached as **Schedule “B”**, as follows:
 - (a) The activities of the Receiver, as set out in the First and Final Report of the Receiver dated October 23, 2023 and filed herewith (the “**Final Report**”), insofar as those activities relate to the herein receivership, be approved.

- (b) The Receiver's fees and disbursements as set out in the Final Report be approved summarily.
- (c) The Receiver shall be discharged as Receiver of all of the assets, undertakings and property of the Debtor, including proceeds, provided that notwithstanding its discharge herein:
 - (i) 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
 - (ii) 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 MNP Ltd. in its capacity as Receiver.
- (d) MNP Ltd. be released and discharged from any and all liability that MNP Ltd. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of MNP Ltd. while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, MNP Ltd. be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except any gross negligence or wilful misconduct on its part.
- (e) Providing notice of the herein application and orders sought, once granted, by publishing such application materials and subsequent orders on the Website (as defined in the Final Report) created and maintained by the Receiver in respect of this receivership, shall constitute good and sufficient service and delivery of such application materials and orders on any persons who may be entitled to receive service or notice thereof, and no other document or material need be sent to or served upon any person in respect of the herein application or orders sought.

PART 2: FACTUAL BASIS

2. By Order entered on August 1, 2023 (the "**Receivership Order**"), on the application of First National Financial GP Corporation (the "**First National**") and pursuant to Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3, as amended (the "**BIA**") and section 39 of the *Law and Equity Act*, R.S.B.C. 1996 c. 253, MNP Ltd. was appointed Receiver of all of the assets, undertakings and property of the Debtor, including proceeds (the "**Receivership Assets**").
3. In particular, the Receivership Assets were comprised of a tenanted 35-unit residential rental building located at 2200 Dundas Street, Vancouver, BC ("**Dundas**").

4. The Receivership Order was sought and obtained by First National as creditor of the Debtor. As more particularly described in the Petition filed herein, First National provided financing to the Debtor (the “**Loan**”), pursuant to a commitment letter dated March 21, 2013, as amended. As at August 18, 2022, the amount owing to First National by the Debtor in respect of the Loan was \$2,228,701.03 (the “**First National Claim**”), which obligation was secured by a mortgage and assignment of rents against Dundas, together with a General Security Agreement, an assignment of insurance, an assignment of leases, and an indemnification agreement.
5. At the time of the Receivership Order, pursuant to a separate court order, MNP Ltd. was also appointed as receiver of the assets, undertakings and properties of No. 88 Taurus Ventures Ltd. (“**Taurus**” and in respect of that receivership, the “**Taurus Receivership**”). The herein receivership and the Taurus Receivership were administered concurrently.
6. The Debtor obtained refinancing of the Receivership Assets and paid the First National Claim in full on September 15, 2023. As part of the terms of the refinancing, the Receiver has relinquished control of Dundas and is to seek its discharge.
7. As more particularly described in the Final Report, since its appointment, the Receiver has, *inter alia*:
 - (a) attended and performed a walkthrough of Triumph;
 - (b) notified tenants of the receivership and collected rents;
 - (c) corresponded with an insurance broker, First National, legal counsel for the Receiver and interested parties, and tenants;
 - (d) obtained and reviewed sales and marketing proposals;
 - (e) obtained quotes for appraisals and environmental reports; and
 - (f) prepared statutory and Court documents, including the Final Report.
8. The Receiver’s Final Statement of Receipts and Disbursements for the period August 1, 2023 to October 18, 2023 is attached as Appendix A to the Final Report. That statement includes total amounts received and disbursed in respect of both the herein receivership and the Taurus Receivership.
9. Subject to the remaining issues outlined herein, and more particularly detailed in the Final Report, the Receiver has completed its duties in connection with the receivership and seeks an Order that the Receiver be discharged.

10. In respect of the herein receivership and the Taurus Receivership collectively, the Receiver has incurred total professional fees and disbursements in the amount of \$56,696.00, including taxes, for the period from the commencement of the receivership to September 15, 2023. Of those fees and disbursements, \$28,358.00, being approximately half of the total amount, is attributable to the herein receivership.
11. The Receiver estimates further professional fees and costs to complete the administration of the herein receivership and the Taurus Receivership, up to a maximum of \$22,652.00, which costs will be equally split and attributed to this receivership and the Taurus Receivership.
12. Further, in respect of the herein receivership and the Taurus Receivership collectively, the Receiver has incurred legal fees and disbursements in the amount of \$10,236.00, including taxes, for the period from the commencement of the receivership to September 30, 2023. Of those legal fees and disbursements, \$5,118.00, being half of the total amount, is attributable to the herein receivership.
13. The Receiver's legal counsel estimates further fees and disbursements to complete the herein receivership and the Taurus Receivership, of \$12,964.00, which costs will be equally split and attributed to this receivership and the Taurus Receivership.

PART 3: LEGAL BASIS

14. Subject to the remaining issues outlined in the Final Report, the Receiver has completed its duties in accordance with the terms of the Receivership Order such that the Receiver ought to now be discharged.
15. The Receivership Order made herein contemplates that the accounts of the Receiver and its legal counsel will be passed on a summary basis.
16. The professional fees and disbursements herein are fair and reasonable, and accurately reflect the work completed in connection with the receivership since August 1, 2023.
17. The Receiver relies on Rule 10-2(3) of the Supreme Court Civil Rules, Paragraph 21 of the Receivership Order, and the inherent jurisdiction of the Court.
18. The Receivership Order made herein contemplates that notice of these proceedings will be provided by the Receiver to interested persons by creating and maintaining a dedicated website for that purpose, and that further notice shall only be required if interested persons provide to counsel for the Receiver a demand for notice in a prescribed form (each a "**Demand for Notice**"). The Receiver did not receive a Demand for Notice from any person in respect of this receivership, and as such, no further notice of the Receiver's discharge or other orders sought herein is necessary.

PART 4: MATERIAL TO BE RELIED ON

19. Receivership Order entered on August 1, 2023;
20. First and Final Report of the Receiver to the Court dated October 23, 2023;
21. Affidavit #1 of William Roberts sworn herein on October 26, 2023;
22. Affidavit #1 of Doug Chivers sworn herein on October 23, 2023; and
23. Such further and other material as counsel may advise and this Honourable Court may consider.

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:

- (b) file an Application Response in Form 33,
- (c) file the original of every affidavit, and 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
- (d) 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).

Dated at the City of Vancouver, in the Province of British Columbia, this 7th day of November, 2023.



Lawson Lundell LLP
Solicitors for the Applicant

This Notice of Application is filed by William L. Roberts, of the law firm of Lawson Lundell LLP, whose place of business and address for delivery is 1600 – 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

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

The following information is provided for data collection purposes only and is of no legal effect.

THIS APPLICATION INVOLVES THE FOLLOWING:

- Other – approval of Receiver’s accounts and discharge of Receiver**

SCHEDULE "A"

NO. S227651
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

FIRST NATIONAL FINANCIAL GP CORPORATION

PETITIONER

AND:

442746 B.C. LTD., WASTE CONNECTIONS OF CANADA
INC. (formerly, BFI CANADA INC.), ALLIED PLUMBING,
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ALTERNATIVE ENERGY, HER MAJESTY THE QUEEN IN
RIGHT OF BRITISH COLUMBIA, HARINDER DHILLON,
KINGSWAY PAVING BC LTD., CITY OF VANCOUVER and
KUMIKKER RANGI

RESPONDENTS

ORDER MADE AFTER APPLICATION

DISCHARGE ORDER

BEFORE THE HONOURABLE

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22/Nov/2023

THE APPLICATION of MNP Ltd., in its capacity as Court-appointed receiver (the "**Receiver**") of the assets, undertakings and properties of 442746 B.C. Ltd., coming on for hearing at Vancouver, British Columbia, on the 22nd day of November, 2023; AND ON HEARING Joel Schachter, counsel for the Receiver, and no one else appearing, although duly served; AND UPON READING the material filed, including the Report of the Receiver dated October 23, 2023 (the "**Final Report**");

THIS COURT ORDERS AND DECLARES THAT:

1. The activities of the Receiver, as set out in the First and Final Report of the Receiver dated October 23, 2023 and filed herewith (the “**Final Report**”), insofar as those activities relate to the herein receivership, be approved.
2. The Receiver’s fees and disbursements as set out in the Final Report be approved summarily.
3. The Receiver shall be discharged as Receiver of all of the assets, undertakings and property of the Debtor, including proceeds, provided 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 MNP Ltd. in its capacity as Receiver.
4. MNP Ltd. be released and discharged from any and all liability that MNP Ltd. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of MNP Ltd. while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, MNP Ltd. be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except any gross negligence or wilful misconduct on its part.

5. Providing notice of the herein application and orders sought, once granted, by publishing such application materials and subsequent orders on the Website (as defined in the Final Report) created and maintained by the Receiver in respect of this receivership, shall constitute good and sufficient service and delivery of such application materials and orders on any persons who may be entitled to receive service or notice thereof, and no other document or material need be sent to or served upon any person in respect of the herein application or orders sought.

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 Joel Schachter

Party Lawyer for the Receiver

BY THE COURT

REGISTRAR

SCHEDULE "B"

MODEL DISCHARGE ORDER

NO. S227651
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

FIRST NATIONAL FINANCIAL GP CORPORATION

PETITIONER

AND:

442746 B.C. LTD., WASTE CONNECTIONS OF CANADA
INC. (formerly, BFI CANADA INC.), ALLIED PLUMBING,
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ALTERNATIVE ENERGY, HER MAJESTY THE QUEEN IN
RIGHT OF BRITISH COLUMBIA, HARINDER DHILLON,
KINGSWAY PAVING BC LTD., CITY OF VANCOUVER and
KUMIKKER RANGI

RESPONDENTS

ORDER MADE AFTER APPLICATION

DISCHARGE ORDER

BEFORE THE HONOURABLE

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dd/mm/yyyy22/Nov/2023

THE APPLICATION of [RECEIVER'S NAME] MNP Ltd., in its capacity as Court-appointed
[Receiver or Receiver and Manager] receiver (the "Receiver") of the assets, undertakings and
properties of [Name of Debtor] 442746 B.C. Ltd., coming on for hearing at Vancouver, British
Columbia, on the 22nd day of November, 2023; AND ON
HEARING Joel Schachter, counsel for the Receiver, and those other
counsel listed on Schedule "A" hereto no one else appearing, although duly served; AND UPON
READING the material filed, including the Report of the Receiver dated
October 23, 2023 (the "Final Report"[1]);

THIS COURT ORDERS AND DECLARES THAT:

1. The activities of the Receiver, as set out in the First and Final Report, ~~are hereby~~ of the Receiver dated October 23, 2023 and filed herewith (the "Final Report"), insofar as those activities relate to the herein receivership, be approved.

2. The Receiver's fees and disbursements of the Receiver and its counsel, ~~as as~~ set out in the Final Report and the Fee Affidavit, ~~are hereby~~ approved. ~~[2]~~ summarily.

1. ~~After payment of the fees and disbursements of the Receiver as herein approved, the Receiver shall pay all funds remaining in its hands to [NAME OF PARTY]. [3]~~

2.3. ~~Upon payment of the amounts set out in paragraph 3 hereof [and upon the Receiver filing a certificate certifying that it has completed the remaining outstanding activities described in the Report] [4], the~~ The Receiver shall be discharged as Receiver of all of the assets, ~~undertaking~~ undertakings and property of the Debtor, including proceeds, provided that notwithstanding its discharge herein:

(a) ~~(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) ~~(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 [RECEIVER'S NAME] MNP Ltd. in its capacity as Receiver.

3. ~~[Release of Receiver.] [5]~~

4. ~~Notwithstanding any provision herein, this Order shall not affect any person to whom notice of these proceedings was not delivered as required by the *Bankruptcy and Insolvency Act* and regulations thereto, any other applicable enactment or any other Order of this Court. [6] MNP Ltd. be released and discharged from any and all liability that MNP Ltd. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of MNP Ltd. while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, MNP Ltd. be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the~~

within receivership proceedings, save and except any gross negligence or wilful misconduct on its part.

4.5. Providing notice of the herein application and orders sought, once granted, by publishing such application materials and subsequent orders on the Website (as defined in the Final Report) created and maintained by the Receiver in respect of this receivership, shall constitute good and sufficient service and delivery of such application materials and orders on any persons who may be entitled to receive service or notice thereof, and no other document or material need be sent to or served upon any person in respect of the herein application or orders sought.

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 Joel Schachter

Party Lawyer for the PetitionersReceiver

<Print Name>

Signature of

Party Lawyer for <name of party(ies)>

<Print Name>

BY THE COURT

REGISTRAR

BRITISH COLUMBIA MODEL DISCHARGE ORDER—
EXPLANATORY NOTES

B.C. Model Insolvency Order Committee,
Vancouver, British Columbia

These Notes are to be read together with the model Discharge Order developed by the B.C. Model Insolvency Order Committee (as described below):

[1] — This model order assumes that the time for service does not need to be abridged.

[2] — This model order assumes the approval of the Receiver's fees and disbursements is done on a summary basis. If the Court determines that the assessment of the Receiver's fees and disbursements should be assessed by a Registrar, then this paragraph should be changed to read: "The Receiver shall pass its accounts before a Registrar of the Supreme Court who shall prepare a report and recommendation to the Court." The balance of the relief provided for in this model order should in such case be deleted and can be sought on the subsequent application for approval of the Registrar's report.

[3] — This model order assumes that the material filed supports a distribution to a specific secured creditor or other party.

[4] — Counsel should consider including this provision only if the Receiver's Report identifies any outstanding matters that should be completed before the Receiver's discharge.

[5] — The BCMIOC was divided as to whether a general release might be appropriate. On the one hand, the Receiver has presumably reported its activities to the Court, and presumably the reported activities have been approved in prior Orders. Moreover, the Order that appointed the Receiver likely has protections in favour of the Receiver. These factors tend to indicate that a general release of the Receiver is not necessary. On the other hand, the Receiver has acted only in a representative capacity and as the Court's officer, so the Court may be of the view that it is appropriate to insulate the Receiver from liability by way of a general release. Some members of the BCMIOC felt that, absent a general release, Receivers might hold back funds and/or wish to conduct a claims bar process, which would unnecessarily add time and cost to the receivership.

—— Without intending to express an opinion as to whether a general release is appropriate, the BCMIOC has decided not to include the general release language in the body of the model order. Whether such language is appropriate is a matter to be considered by the presiding Judge based on the specific circumstances of the case. If this relief is being sought, stakeholders should be specifically advised and given ample notice.

—— If a general release is ordered, the language approved by the BCMIOC is as follows:

5. — [RECEIVER'S NAME] is hereby released and discharged from any and all liability that [RECEIVER'S NAME] now has or may hereafter have by reason of, or in any way arising out of,

~~the acts or omissions of [RECEIVER'S NAME] while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, [RECEIVER'S NAME] is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings.~~

~~[6] If not included in a previous report, the Receiver should include in the Report filed in support of the application evidence that the Receiver satisfied its notice obligations, including under the *Bankruptcy and Insolvency Act*.~~

O. S-1810417
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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HARINDER DHILLON, KINGSWAY PAVING
BC LTD., CITY OF VANCOUVER and
KUMIKKER RANGI

RESPONDENTS

NOTICE OF APPLICATION



Barristers and Solicitors
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Vancouver, BC V6C 3L2
Phone: (604) 685-3456
Attention: William L. Roberts