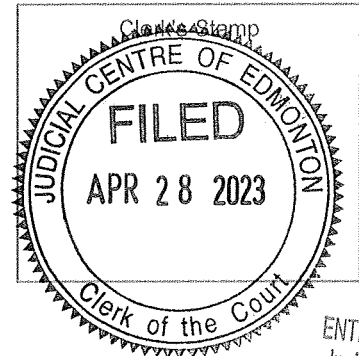


COURT FILE NO. 2003 04652
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF THE TORONTO DOMINION BANK
DEFENDANTS A.B.C. AFTERSCHOOL LTD., ANN'S DAY CARE LTD., ROBERT JOESPH LAVOY, ANN L. LAVOY AND COREY ROBERT LAVOY
DOCUMENT **ORDER FOR FINAL DISTRIBUTION, APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, APPROVAL OF RECEIVER'S ACTIVITIES AND DISCHARGE OF RECEIVER**



ENTERED
by M.M.

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DATE ON WHICH ORDER WAS PRONOUNCED: April 28, 2023
LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta
NAME OF JUSTICE WHO MADE THIS ORDER: Mr. Honourable Mr. Justice Neilson

UPON the application of MNP Ltd. in its capacity as the Court-appointed Receiver (the "Receiver") of the undertaking, property and assets of A.B.C. Afterschool Ltd. (the "Debtor") for an Order for final distribution of proceeds, approval of the Receiver's Fees and Disbursements, approval of the Receiver's activities and discharge of the Receiver; AND UPON having read the Receiver's Second Report dated April 17, 2023 (the "Receiver's Second Report") and Affidavit on fees of Karen Aylward; AND UPON hearing counsel for the Receiver, the Debtor, counsel for Toronto Dominion bank ("TD Bank") and counsel for various creditors; AND UPON being satisfied that it is appropriate to do so; **IT IS HEREBY ORDERED AND DECLARED THAT:**

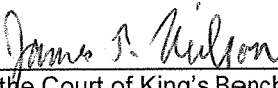
1. Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this Application, and time for service of this Application is abridged to that actually given.
2. The Receiver's accounts for fees and disbursements, as set out in the Receiver's Second Report and the Affidavit of Karen Aylward, are hereby approved without the necessity of a formal passing of its accounts.

3. The accounts of the Receiver's legal counsel, Duncan Craig LLP, for its fees and disbursements, as set out in the Receiver's Second Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The Receiver's activities as set out in the Receiver's Second Report and in all of its other reports filed herein, and the Interim Statement of Receipts and Disbursements as attached to the Receiver's Second Report, are hereby ratified and approved.
5. The Receiver is hereby authorized and directed to maintain a holdback of \$85,000.00 to address any remaining final costs of the receivership estate and the remaining and anticipated professional fees of the Receiver and its legal counsel (the "Expense Holdback").
6. The Receiver is authorized and directed to make the following distributions:
 - (a) such additional amounts necessary to pay the Receiver for its fees, disbursements and GST recorded and incurred from and after April 13, 2023 in completing the steps required to finalize and complete the Receiver's administration of the receivership estate, including without limitation obtaining this Order, and such fees and disbursements are hereby approved without the necessity of a formal passing of its accounts;
 - (b) such additional amounts necessary to pay Duncan Craig LLP for its fees, disbursements and GST that are recorded and incurred from and after February 22, 2021 in assisting the Receiver in completing the steps required to finalize and complete the Receiver's administration of the receivership estate, including without limitation obtaining this Order, closing the anticipated sale transaction, and such fees and disbursements are hereby approved without the necessity of a formal passing of its accounts;
 - (c) \$160,143.00 (plus interest, if applicable) payable to TD Bank with respect to the repayment of the Receiver's borrowings; and
 - (d) the balance of all other funds available for distribution to creditors of the Debtor to TD Bank as repayment for the indebtedness of the Debtor to TD Bank, including without limitation any funds remaining after completing payments outlined in (a), (b) and (c) above in this paragraph, and any funds remaining from the Expense Holdback once all other tasks within these Receivership proceedings are completed.
7. If any other director or shareholder of the Debtor, or any one of them, are desirous of having returned to them the books, records and documents of the Debtor as defined by Rule 68(2) of the Bankruptcy and Insolvency General Rules, they must provide notice of same, in writing, to the Receiver within 30 days of being served with this Order, and must take possession at their expense all of the books, records and documents of the Debtor within 30 days of providing such notice, failing which the Receiver is at liberty to dispose of the books, records, and documents of the Debtor without further notice to any party.
8. 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 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.

9. No action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity of conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct.
10. Upon the Receiver filing with the Clerk of the Court a sworn Affidavit of a licensed Trustee employed by the Receiver confirming that:
 - (a) all matters set out in paragraphs 5, 6 and 7 of this Order have been completed; and
 - (b) all other administrative matters incidental to the Receiver's appointment and pending discharge, including the filing of reports pursuant to sections 246(2) and 246(3) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 and the cancelling of all open operating accounts, if any, have been completed;

then the Receiver shall be discharged as Receiver of the Debtor, 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.

11. Upon the filing of the Receiver's Affidavit set out in paragraph 10, the Clerk of the Court is hereby directed to unseal any Confidential Addendum or Supplement to any of the Receiver's Reports which were previously sealed and still remain sealed, and then file each such Confidential Addendum or Supplement on the Court file.
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, registered mail 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