

COURT FILE NUMBER 2203 12557
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT ROYAL BANK OF CANADA
RESPONDENTS FAISSAL MOUHAMAD PROFESSIONAL CORPORATION, MCIVOR DEVELOPMENTS LTD., 985842 ALBERTA LTD., 52 DENTAL CORPORATION, DELTA DENTAL CORP., 52 WELLNESS CENTRE INC., PARADISE MCIVOR DEVELOPMENTS LTD., MICHAEL DAVE MANAGEMENT LTD., FAISSAL MOUHAMAD and FETOUN AHMAD also known as FETOUN AHMED



DOCUMENT **APPLICATION (SCHEDULING)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT McMillan LLP
TD Canada Trust Tower
1700, 421 – 7th Avenue SW
Calgary, Alberta T2P 4K9

**Attention: Adam Maerov/Kourtney Rylands/
Preet Saini**
Telephone: (403) 531-4700
Fax: (403) 531.4720
File Number: 293571

NOTICE TO THE RESPONDENTS

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: Tuesday, June 13, 2023
Time: 2:00 pm
Where: Edmonton Law Courts, via WebEx
Before: The Honourable Justice Little

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

Remedy claimed or sought:

1. MNP Ltd., in its capacity as receiver and manager ("**Receiver**") of Faissal Mouhamad Professional Corporation ("**FMPC**"), Delta Dental Corp. ("**DDC**") and 52 Dental Corporation ("**52 Dental**"), 52 Wellness Centre Inc. ("**52 Wellness**") and Michael Dave Management Ltd. ("**MDML**") and 985842 Alberta Ltd. ("**985**") (collectively, the "**Debtors**") seeks an order substantially in the form attached hereto as Schedule "A":

- a. Approving a timeline (the “**Timeline**”) for the required activities leading up to an application by the Receiver for advice and direction (the “**Advice and Direction Application**”) as described further below;
- b. Setting a hearing date on July 17, 2023 for the following relief, which was originally scheduled to be heard on May 8, 2023 (the “**Adjourned Relief**”):
 - (a) approving the professional fees and disbursements of the Receiver and the Receiver’s legal counsel, McMillan LLP for the period from January 1, 2023 to March 31, 2023, including an estimate to complete the administration of the receivership proceedings for 52 Wellness;
 - (b) approving a sale process for all of 985842’s right, title and interest, if any, in and to the limited partnership units (the “**LP Units**”) issued by InvestPlus Master Limited Partnership and the class A units (the “**Class A Units**”) issued by InvestPlus REIT and/or any claims in connection with the LP Units or the Class A Units; and
 - (c) directing InvestPlus REIT and InvestPlus Master Limited Partnership to provide the Receiver with their respective most recent audited and unaudited financial statements and issue a letter substantially in the form attached as “Schedule 1” to the Seventh Report of the Receiver (the “**985842 Letter**”) to all of the holders of LP Units and Class A Units.
2. Such further and other relief as counsel may request and this Honourable Court may deem appropriate.

Grounds for Making this Application:

History

2. MNP Ltd. previously acted as interim receiver of Faissal Mouhamad Professional Corporation, 52 Dental Corporation, and Delta Dental Corp pursuant to an interim receivership order granted on August 23, 2022 by the Honourable Justice Hiller (in such capacity, the “**Interim Receiver**”).
3. On September 16, 2022, MNP Ltd. was appointed as Receiver over all of the current and future assets, undertakings, and properties of Faissal Mouhamad Professional Corporation, 52 Dental Corporation, Delta Dental Corp., Michael Dave Management Ltd. and 52 Wellness Centre Inc. (collectively, and together with 985842 Alberta Ltd., the “**Debtors**”) pursuant to the Receivership Order.
4. On September 29, 2022, MNP Ltd. was appointed as Receiver over all of the current and future assets, undertakings, and properties of 985842 Alberta Ltd. (the “**985 Receivership Order**”).

Advice and Direction Application Timetable

12. Substantially all of the assets of the Debtors have been sold by the Receiver and the Receiver is currently holding the net proceeds of sale in trust.
13. Pursuant to an Order granted by the Court on February 14, 2023 (the “**Claims Process Order**”), a claims process was approved that directed the Receiver to solicit claims from all creditors of the Debtors for the purpose of determining the creditors that will be eligible to share in any distributions made in the respective receivership proceedings (the “**Claims Process**”). The Claims Process established a claims bar date of April 10, 2023, for creditors to submit their proofs of claim to the Receiver (the “**Claims Bar Date**”).
14. As set out in paragraph 9 of the Claims Process, upon the request of any creditor (the “**Requesting Creditor**”), who filed a proof of claim prior to the Claims Bar Date, the Receiver was authorized and directed to make available to such Requesting Creditor any proof of claim filed by a creditor that was not the Requesting Creditor so as to provide the Requesting Creditor with a reasonable opportunity to examine the proof of claim and question the affiant in respect of such proof of claim in accordance with paragraph 10 of the Claims Process.
15. Following the Claims Bar Date, the Receiver established an electronic data room (the “**Data Room**”) in which it posted all secured claims filed by creditors pursuant to the Claims Process (the “**Secured Claimants**”). On April 25, 2023, the Receiver issued a notice to the Secured Claimants. The Notice included or referred to the following:
 - 15.1. Instructions on how to access the Data Room. All Requesting Creditors have been granted access to the Data Room;
 - 15.2. The Receiver’s advice that the Advice and Direction Application would be required to resolve various matters related to the secured claims and distributions from the various estates; and
 - 15.3. The Receiver’s intention to establish a timeline for creditors to complete any required examinations and prepare and submit material relates to the Advice and Direction Application (defined above as the Timeline). Secured Claimants were asked to advise the Receiver as to whether they intended to complete examinations or submit additional material to the Court in respect of the secured claims by the close of business on May 25, 2023 (the “**Notice Deadline**”). By the Notice Deadline, the Receiver had heard from three Secured Claimants, who indicated that they may wish to complete examinations or submit additional material in advance of the Advice and Direction Application.
16. The Timetable is set out below:

Milestones	Deadline
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Approval of timeline related to the Advice and Direction Application	June 13, 2023
Deadline for examinations relating to any of the affidavits file in support of secured proofs of claim	July 18, 2023
Deadline for the Receiver to file material related to the Advice and Direction Application	July 28, 2023
Deadline for interested parties to file material related to the Advice and Direction Application	August 4, 2023
Deadline for the Receiver to submit required additional material related to the Advice and Direction Application	August 7, 2023
Advice and Direction Application	August 11, 2023

17. As set out in the Timeline, subject to the approval of this Honourable Court, the Receiver is seeking to schedule the Advice and Direction Application for August 11, 2023. The Receiver is supportive of the Timeline on the basis that it has been established in consultation with Secured Claimants and provides sufficient time for Secured Claimants to participate in the Advice and Direction Application.

THE ADJOURNED RELIEF

18. The Adjourned Relief was originally scheduled to be heard on May 8, 2023 but was adjourned *sine die* at the request of various stakeholders. The Receiver originally intended to reschedule to a date in late May 2023. Following discussions and correspondence with various stakeholders, however, the Receiver was unable to establish a date that was agreeable to all parties. While the Receiver is sensitive to the scheduling limitations, these considerations must be balanced against the need to advance the receivership proceedings in the most efficient and cost-effective manner possible.
19. The Receiver asked that parties provide their availability to attend a hearing to address the Adjourned Relief during the weeks of July 17 to 21, 2023 and July 24 to 28, 2023 by May 26, 2023. Based on the responses received, the Receiver is requesting that the Court set a hearing for the Adjourned Applications on July 17, 2023 as no counsel has advised the Receiver or its counsel that it is not available on such date.

Material of evidence to be relied on:

5. Receivership Order pronounced on September 16, 2022.
6. Receivership Order pronounced on September 29, 2022.

7. Claims Process Order pronounced on February 14, 2023.
8. Eighth Report of the Receiver dated June 5, 2023.
9. Such further and other grounds as counsel may advise and this Honourable Court may deem just.

Applicable Rules:

10. Rules 6.9, 6.47, 11.27 and 13.5 of the Alberta Rules of Court; and
11. Such further material as counsel may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

12. *Bankruptcy and Insolvency Act*, RSC 1985 c. B-3, as amended;
13. This Court's equitable and inherent jurisdiction; and
14. Such further authority as counsel may advise and this Honourable Court may permit.

How the application is proposed to be heard or considered:

15. Commercial Chambers before the Honourable Justice Little by WebEx.

WARNING

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of this 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 applicant(s) a reasonable time before the application is to be heard or considered.

Schedule “A”

Form of Order

COURT FILE NUMBER 2203 12557
 COURT COURT OF KING'S BENCH OF ALBERTA
 JUDICIAL CENTRE EDMONTON
 PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS FAISSAL MOUHAMAD PROFESSIONAL CORPORATION, MCIVOR DEVELOPMENTS LTD., 985842 ALBERTA LTD., 52 DENTAL CORPORATION, DELTA DENTAL CORP., 52 WELLNESS CENTRE INC., PARADISE MCIVOR DEVELOPMENTS LTD., MICHAEL DAVE MANAGEMENT LTD., FAISSAL MOUHAMAD and FETOUN AHMAD also known as FETOUN AHMED

DOCUMENT **ORDER (SCHEDULING)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT McMillan LLP
 TD Canada Trust Tower
 1700, 421 – 7th Avenue SW
 Calgary, AB T2P 4K9

**Attention: Adam Maerov/Kourtney Rylands/
 Preet Saini**
 Telephone: 403.531.4700
 Fax: 403.531.4720
 File No. 293571

DATE ON WHICH ORDER WAS PRONOUNCED: June 13, 2023
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice Little
LOCATION OF HEARING: Edmonton Courts Centre

UPON THE APPLICATION of MNP Ltd., in its capacity as court-appointed receiver and manager (the “**Receiver**”) of Faissal Mouhamad Professional Corporation, 52 Dental Corporation, Delta Dental Corp., Michael Dave Management Ltd., 52 Wellness Centre Inc. and 985842 Alberta Ltd.; AND UPON reviewing the Eighth Report of the Receiver dated June 5, 2023 (the “**Eighth Report**”); AND UPON reviewing the receivership order granted by the Honourable Justice Mah on September 16, 2022 and the September 29, 2022 Order of the Honourable Justice Mah appointing the Receiver in respect of 985842 Alberta Ltd.; AND UPON hearing counsel for the Receiver and any other interested parties present;

IT IS ORDERED THAT:

SERVICE OF APPLICATION

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, 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.

APPROVAL OF TIMELINE FOR ADVICE AND DIRECTION APPLICATION

2. The Timeline (as defined in the Eighth Report) is hereby approved.
3. The Advice and Direction Application (as defined in the Eighth Report) shall be heard on August 11, 2023 on the Commercial Duty List before the Honourable Justice Hillier.

ADJOURNED RELIEF

4. The Adjourned Applications (as defined in the Eighth Report) shall be heard on July 17, 2023 on the Commercial Duty List before the Honourable Justice Feth.

SERVICE OF ORDER

5. Service of this Order shall be deemed good and sufficient by
 - (a) serving the same on:
 - (i) the persons listed on the Service List created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order;
 - (b) Posting a copy of this Order on the Receiver's website at:
<https://mnpdebt.ca/en/corporate/corporate-engagements/fmpc>
and service on any other person is hereby dispensed with.

Justice of the Court of King's Bench of Alberta