

COURT/ESTATE FILE NUMBER 2201-09578

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS SEAMA SHALCHI-MOGHADDAM PROFESSIONAL CORPORATION AND SEAMA SHALCHI-MOGHADDAM

DOCUMENT ORDER (Discharge of Receiver)

I hereby certify this to be a true copy of the original Order
 Dated this 9 day of February, 2023
[Signature]
 for Clerk of the Court

DLA PIPER (CANADA) LLP
 1000, 250 – 2 Street SW
 Calgary, Alberta T2P 0C1

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Lawyer: Carole J. Hunter
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File No. 016155-00036

DATE ON WHICH ORDER WAS PRONOUNCED: February 9, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Justice K. M. Horner

UPON THE APPLICATION of MNP Ltd., in its capacity as receiver and manager (the "Receiver") of the undertakings, property and assets of Seama Shalchi-Moghaddam Professional Corporation (the "Debtor") for an order, *inter alia*, approving the discharge of MNP Ltd. as receiver and manager of the Receiver.

AND UPON HAVING READ the Application, the Second Report of Receiver dated February 1, 2023 (the "Second Report") and the Confidential Second Report of the Receiver dated February 1, 2023 (the "Confidential Second Report"); AND UPON hearing the submissions of counsel for the Receiver and Royal Bank of Canada ("RBC") and the other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Notice of Application for this Order is hereby validated and deemed good and sufficient, this application is properly returnable today.
2. The security interest granted by the Debtor to RBC over the Purchased Assets is valid and enforceable. Following payment of the fees and disbursements of the Receiver and its legal counsel, as approved by this Honourable Court, and subject to any reserves established by the Receiver for priority claims and funds the Receiver deems necessary to complete the administration of the receivership proceedings, the Receiver is hereby authorized and directed to distribute the net proceeds in the receivership estate to RBC up to the amount outstanding to RBC by the Debtor under the RBC Loans (as such term is defined in the Second Report).
3. The Receiver's accounts for fees and disbursements, as set out in the Second Report are hereby approved without the necessity of a formal passing of its accounts.
4. The accounts of the Receiver's legal counsel, DLA Piper (Canada) LLP for its fees and disbursements, as set out in the Second Report are hereby approved without the necessity of a formal assessment of its accounts.
5. The Receiver's activities as set out in the Second Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached as Schedule "3" to the Second Report, are hereby ratified and approved. Only the Receiver, in its personal capacity and with respect to its own personal liability may rely upon or utilize, in any way, such approval of its activities.
6. On the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the term 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 claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
7. 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.


8. Upon the Receiver filing with the Clerk of the Court a certificate substantially in the form attached hereto as Schedule "A", confirming that:

(a) All matters set out in paragraph 27 of the Second Report 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.

9. 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.

10. Service of this Order on any party not attending this application is hereby dispensed with.



J.C.K.B.A.

SCHEDULE "A"

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JUDICIAL CENTRE CALGARY

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DEFENDANTS SEAMA SHALCHI-MOGHADDAM PROFESSIONAL CORPORATION AND SEAMA SHALCHI-MOGHADDAM

DOCUMENT **RECEIVER'S DISCHARGE CERTIFICATE**

Clerk's Stamp:

DLA PIPER (CANADA) LLP
1000, 250 – 2 Street SW
Calgary, Alberta T2P 0C1

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Lawyer: Carole J. Hunter

Phone Number: (403) 698 8782

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RECITALS

- A. Pursuant to an Order of the Honourable Justice J. Sldnell of the Court of King's Bench of Alberta, Judicial District of Calgary (the "Court") dated September 2, 2022, MNP Ltd. was appointed as the receiver (the "Receiver") of the undertakings, property and assets of Seama Shalchi-Moghaddam Professional Corporation.
- B. Pursuant to an Order of the Court dated February 9, 2023, the Court ordered, *inter alia*, the discharge of the Receiver to be effective upon the filing by the Receiver a certificate certifying the matters set out herein.

THE RECEIVER HEREBY CERTIFIES THAT:

1. The Receiver is satisfied, in its discretion, that it has completed (i) all matters set out in paragraph 27 of the Second Report of the Receiver dated February 1, 2023 (the "Second Report") and (ii) all

steps it considers necessary or desirable to take, as set out in the Second Report and the Order of the Court dated February 9, 2023.

2. This Certificate was delivered by the Receiver at [TIME] on [DATE].

MNP Ltd., in its capacity as Receiver of the undertakings, property and assets of Seama Shalchi-Moghaddam Professional Corporation, and not in its personal capacity.

Per: _____
Name:
Title: