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COURT	COURT OF KING'S BENCH OF ALBERTA	
JUDICIAL CENTRE	EDMONTON	
PLAINTIFF	TIMBERCREEK MORTGAGE SERVICING INC. AND 2292912 ONTARIO INC.	
DEFENDENT	SYMPHONY CONDOMINIUM LTD., ROCKWOOD MANAGEMENT LTD. AND ALLEN WASNEA	
DOCUMENT	FIFTH REPORT OF THE RECEIVER IN THE MATTER OF THE RECEIVERSHIP OF SYMPHONY CONDOMINIUM LTD.	
DATED	February 20, 2024	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Counsel McMillan LLP Suite 1700, 421 7th Avenue SW Calgary, AB T2P 4K9 Telephone: 403-215-2752 Facsimile: 403-531-4720 Email: Adam.Maerov@mcmillan.ca / Preet.Saini@mcmillan.ca Attention: Adam Maerov/ Preet Saini Receiver MNP Ltd. Suite 2000, 144 – 4th Avenue SW Calgary, AB T2P 0H3 Telephone: 403-477-9661 Facsimile: 403-537-8437 Email: vanessa.allen@mnp.ca Attention: Vanessa Allen	

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INTRODUCTION AND BACKGROUND

1. On April 7, 2022 (the “**Filing Date**”), the Court of King’s Bench of Alberta (known as the Court of Queen’s Bench of Alberta at the time) granted a Consent Receivership Order appointing MNP Ltd. as Receiver and Manager (the “**Receiver**”) over all of the assets, undertakings and property (the “**Property**”) of Symphony Condominium Ltd. (“**Symphony**”). The Property is mainly comprised of real properties including various residential condominium units within the building known as the Symphony Tower, located at 9720 – 106 Street NW in Edmonton (the “**Symphony Condos**”).
2. At the Filing Date, the Company held 34 Symphony Condos, 53 parking stalls and six storage units as well as the following properties:
 - 2.1. A 3.5-story multi-residential building comprising 12 rental units located at 10612 97 Avenue NW in Edmonton, Alberta (the “**Parkview Apartments**”); and
 - 2.2. A single dwelling residence located at the base of the Symphony Tower (the “**Foote Residence**”).
3. As at the date of this report, the Company continues to hold 25 Symphony Condos, 38 parking stalls, three storage units and one common area unit (these remaining units will be referred to as the “**Symphony Units**”). The sales of the remaining Symphony Units, the Parkview Apartments and the Foote Residence were completed as previously approved by the Court.
4. Symphony operated as a real estate developer and was incorporated in the province of Alberta for the purpose of constructing and selling the Symphony Tower. Symphony is the successor by way of amalgamation of Royal Park Apartment Ltd., Lincoln Apartment Ltd., Lillian Apartment Ltd., Broadview Apartment Ltd., Whitehill Apartment Ltd., Malowney Apartment Ltd., Viewpoint Apartment Ltd., Arcade Apartment Ltd., Tyrone Manor Ltd. and Hillside Gardens Ltd. (collectively, the “**Predecessor Companies**”).
5. The Receivership Order was granted following an application by Timbercreek Mortgage Servicing Inc. (“**Timbercreek**”) and 2292912 Ontario Inc. At the Filing Date, Timbercreek was owed approximately \$23.4 million pursuant to a mortgage facility. Timbercreek holds several registrations against certain of the Property, including first registered mortgages against the Symphony Units, a general security agreement, and a general assignment of rents and leases in relation to the Foote Residence (collectively, the “**Timbercreek Security**”).
6. At the Filing Date, Canada ICI Capital Corporation (“**Canada ICI**”) was owed approximately \$4.4 million pursuant to a mortgage facility. Canada ICI held registered mortgages, including a registered mortgage on the Foote Residence.

7. The Receiver has previously filed four reports and six confidential reports in these receivership proceedings. The most recent Fourth Report of the Receiver was dated September 8, 2024 (the “**Fourth Report**”).
8. Copies of relevant documents relating to these proceedings are available on the Receiver’s website at <https://mnpdebt.ca/en/corporate/corporate-engagements/symphony-condominium-ltd>.

NOTICE TO READER

9. In preparing this report and making comments herein, the Receiver has relied upon, certain unaudited, draft or internal financial information, including Symphony’s books and records, and information from other third-party sources (collectively, the “**Information**”). The Receiver has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with generally accepted assurance standards or other standards established by the Chartered Professional Accountants of Canada (the “**Standards**”). Additionally, none of the Receiver’s procedures were intended to disclose defalcations or other irregularities. If the Receiver were to perform additional procedures or to undertake an audit examination of the Information in accordance with the Standards, additional matters may have come to the Receiver’s attention. Accordingly, the Receiver does not express an opinion, nor does it provide any other form of assurance on the financial or other information presented herein. The Receiver may refine or alter its observations as further information is obtained or brought to its attention after the date of this report.
10. The Receiver assumes no responsibility or liability for any loss or damage occasioned by any party as a result of the use of this Report. Any use which any party makes of this report, or any reliance or decision to be made based on this report is the sole responsibility of such party.
11. All amounts included herein are in Canadian dollars unless otherwise stated.

PURPOSE OF THE REPORT

12. This report constitutes the Fifth Report of the Receiver (the “**Fifth Report**”). The Fifth Report is being filed in support of the Receiver’s application to this Honourable Court returnable on February 29, 2024 (the “**February 29 Hearing**”) requesting the following relief:
 - 12.1. Approving the reported actions of the Receiver in administering these receivership proceedings provided that only the Receiver, in its personal capacity and with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approvals;
 - 12.2. Authorizing the Receiver to assign the Company into bankruptcy pursuant to the *Bankruptcy and Insolvency Act R.S.C. 1985, c. B-3, as amended* (the “**BIA**”), with MNP Ltd. being appointed as the Licensed Insolvency Trustee of the bankrupt estate (the “**Bankruptcy Application**”);

- 12.3. Authorizing the Receiver to pay to Timbercreek from time to time one or more distributions from the net proceeds in the receivership estate, subject to such reasonable reserves of funds as the Receiver deems necessary for the ongoing administration of the receivership proceedings or to satisfy any claims that may be payable in priority to the Timbercreek Security (the “**Distribution Application**”);
- 12.4. Directing Alberta Land Titles (“**Land Titles**”) to transfer two of the Symphony Units legally described as unit 239 and unit 345 to Condominium Corporation No. 192 0542 (the “**Condo Corp.**”) pursuant to a Settlement and Mutual Release Agreement dated September 6, 2023 (the “**Settlement Agreement**”) that was approved by the Court pursuant to an Order granted on September 14, 2023 (the “**September 14 Order**”).
- 12.5. Approving the Receiver’s Interim Statement of Receipts and Disbursements for the Period from April 7, 2022, to February 15, 2024; and
- 12.6. Approving the professional fees and disbursements of the Receiver and of the Receiver’s legal counsel, McMillan LLP (“**McMillan**”) for the period from August 1, 2023, to January 31, 2024.

ACTIVITIES OF THE RECEIVER

13. The Receiver’s activities since the date of the Fourth Report are summarized below:
 - 13.1. Worked with Sotheby’s International Realty Canada, and following the departure of the assigned realtor, Amyotte Real Estate, to market the Symphony Condos and negotiate offers presented for the Symphony Condos;
 - 13.2. Worked with the Condo Corp. with respect to the management of the Symphony Units;
 - 13.3. Followed up on various matters related to the implementation of the Settlement Agreement;
 - 13.4. Completed the sale of the Foote Residence and completed a distribution to Canada ICI from the net sale proceeds of the Foote Residence as approved by the September 14 Order;
 - 13.5. Prepared required tax filings;
 - 13.6. Prepare an interim report required pursuant to section 246(2) of the BIA;
 - 13.7. Set up and maintained the Receiver’s Website;
 - 13.8. Communicated with legal counsel, as required, with respect to various matters; and
 - 13.9. Communicated with Timbercreek with respect to the ongoing administration of the receivership and the marketing of the Symphony Units and responded to various other creditor/ stakeholder inquiries.

BANKRUPTCY PROCEEDINGS

14. At the February 29 Hearing, the Receiver is seeking an Order authorizing the Receiver to assign the Company into bankruptcy pursuant to the BIA (the “**Bankruptcy Proceedings**”), with MNP Ltd. being appointed as the Licensed Insolvency Trustee of the bankrupt estate.
15. The Bankruptcy Proceedings will reverse the priority of a claim by Canada Revenue Agency for pre-filing goods and services tax for approximately \$64,900 (the “**Pre-Filing GST Claim**”). The Pre-Filing GST Claim will be relegated to an ordinary unsecured claim upon the initiation of the Bankruptcy Proceedings. Having the Receiver initiate the Bankruptcy Proceedings will avoid the time and expense of Timbercreek, as the primary secured lender, having to make an application for a Bankruptcy Order.

DISTRIBUTIONS TO TIMBERCREEK

16. Pursuant to an Order granted on May 18, 2023, the Receiver and McMillan were each authorized to pay to Timbercreek from time to time one or more distributions from the net proceeds of the sale of the Symphony Units, subject to reasonable reserves to fund the ongoing administration of the receivership and satisfy any priority claims (the “**May 18 Order**”). To the Receiver’s knowledge, the Pre-Filing GST Claim is the only priority claim. The wording of the May 18 Order did not include the ability for the Receiver to distribute general receipts in the receivership to Timbercreek.
17. The Receiver has now collected approximately \$628,000 from the return of a term deposit (the “**Term Deposit**”) held by HSBC pursuant to a letter of credit that had been given to Alberta Infrastructure and Transportation and the Justice and Solicitor General for the Government of Alberta related to an agreement to construct and maintain the pedway that links the Symphony Tower to the Alberta Legislature (the “**Pedway**”). The wording in the May 18 Order did not contemplate a distribution to Timbercreek from the Term Deposit or other general receipts collected in the receivership.
18. As previously reported, McMillan completed an independent review of the Timbercreek Security and determined that the Timbercreek Security is, subject to the usual and customary assumptions and qualifications, valid and enforceable against Symphony. Among other things, McMillan reviewed the Timbercreek Mortgage and concluded, with standard assumptions and qualifications, that the Timbercreek Mortgage constitutes a valid and enforceable obligation of the Symphony in accordance with the terms of the Timbercreek Mortgage. As a result of the Timbercreek Security, Timbercreek has a first-secured interest in the net proceeds in the receivership estate, outside of selected net sale proceeds from the sale of the Foote Residence, which were distributed to Canada ICI pursuant to the September 14 Order.
19. The Receiver is seeking an Order at the February 29 Hearing authorizing the Receiver to make distributions from all receipts, whether collected to date or in the future, in the receivership to

Timbercreek, subject to reasonable reserves to fund the ongoing administration of the receivership and to satisfy any priority claims.

THE SETTLEMENT AGREEMENT

20. As previously reported, the Settlement Agreement between the Receiver and the Condo Corp was approved pursuant to the September 14 Order. The Settlement Agreement provided for, among other matters, the transfer of the units legally described as Unit 345 and unit 239 (collectively, the “**Settlement Units**”) from Symphony to the Condo Corp.
21. McMillan has advised the Receiver that, based on their communications with Land Titles, Land Titles may be unwilling to transfer the Settlement Units to the Condo Corp without specific direction from the Court. As such, at the February 29 Hearing, the Receiver is seeking an Order directing Land Titles to transfer the Settlement Units to the Condo Corp as set out in the Settlement Agreement.

INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

22. Attached hereto as “Schedule 1” is the Receiver’s Interim Statement of Receipts and Disbursements for the period from April 7, 2022, to February 15, 2024 (the “**Interim R&D**”). As reflected in the Interim R&D, as at February 15, 2024, approximately \$807,600 was being held in trust by the Receiver.
23. The Interim R&D reflects total receipts of approximately \$9.7 million. The Receiver highlights the following items over \$100,000 included in these receipts:
 - 23.1. Net sale proceeds of approximately \$8.2 million, which represent the net pre-receivership sale proceeds that were held by Sharek at the Filing Date as well as the net sale proceeds from the sale of the Parkview Apartments, and nine Symphony Condos (the “**Unit Sales**”);
 - 23.2. Approximately \$628,000 from the return of the Term Deposit;
 - 23.3. GST receipts of \$349,400, including GST collected on the Unit Sales;
 - 23.4. Approximately \$167,000 from the refund of a common area holdback held for the Symphony Tower;
 - 23.5. Cash held in financial institutions on the Filing Date of approximately \$150,000; and
 - 23.6. GST refunds totaling \$116,000, which include refunds collected from the Predecessor Companies.
24. The Interim R&D reflects total disbursements of approximately \$8.9 million. The Receiver highlights the following items over \$100,000 included in these disbursements:
 - 24.1. Distributions to Timbercreek totaling \$5.9 million, as approved pursuant to the May 18 Order;

- 24.2. The professional fees and disbursements of the Receiver totaling approximately \$557,900 for the period ended January 31, 2024;
 - 24.3. Condominium fees of approximately \$542,200 for the period ended January 31, 2024;
 - 24.4. Property taxes of approximately \$428,200 for 2022 and 2023;
 - 24.5. GST of \$377,663, including required remittances (not including any applicable refunds);
 - 24.6. The professional fees and disbursements McMillan totaling approximately \$273,300 for the period ended January 31, 2024;
 - 24.7. Construction services of approximately \$221,200, which included work on the Symphony Condos, some of which were incomplete or required cosmetic repairs on the Filing Date, and work on the Pedway;
 - 24.8. A distribution to Canada ICI from the net sale proceeds of the Foote Residence net of an agreed upon cost allocation, as approved pursuant to the September 14 Order; and
 - 24.9. Various consulting fees totaling approximately \$110,400.
25. As reflected in the notes to the Interim R&D, Symphony also holds an interest in selected additional deposits that are being held in trust by third parties.

PROFESSIONAL FEES

26. Attached as "Schedule 2" is a summary of the professional fees and disbursements of the Receiver and McMillan. The Receiver's professional fees and disbursements (the "**Receiver's Fees**") totaled approximately \$107,300 plus GST of approximately \$5,400 for a total of approximately \$112,700 for the interim period from August 1, 2023, to January 31, 2024.
27. Also included in the attached "Schedule 2" are McMillan's professional fees and disbursements totaling approximately \$56,100 plus GST of approximately \$2,800 for a total of approximately \$58,900, for the interim period from August 1, 2023, to January 31, 2024 (the "**Receiver's Legal Fees**").
28. At the February 29 Hearing, the Receiver is seeking approval of the Receiver's Fees and the Receiver's Legal Fees (collectively, the "**Professional Fees**"). The professional fees and disbursements of the Receiver and the Receiver's legal counsel for the period ended July 31, 2023, were previously approved by this Honourable Court. The Professional Fees have been charged by the various providers at their standard hourly rates which, in the Receiver's experience, are comparable to the standard rates of other providers of similar services in Alberta. The Receiver will make copies of both its accounts and the accounts of McMillan (subject to redaction for privilege) available to the Court or any interested person upon further request.

RECOMMENDATION AND CONCLUSION

29. The Receiver is recommending approval of the relief sought at the February 29 Hearing, including as it relates to the Receiver's activities, the Interim SRD and the Professional Fees, the Bankruptcy Application, the Distribution Application and the application for an Order providing further direction to Land Titles to allow for the transfer of the Settlement Units. The Receiver supports this relief for the reasons outlined herein.

All of which is respectfully submitted this 21st day of February 2024.

MNP Ltd., in its capacity as Receiver of Symphony Condominium Ltd. and not in its personal or corporate capacity



Per: _____
Vanessa Allen, B. Comm, CIRP, LIT
Senior Vice President

SCHEDULES

SCHEDULE 1

Symphony Condominium Ltd. - in Receivership ("Symphony")
Interim Statement of Receipts and Disbursements
for the period from April 7, 2022 to February 15, 2024

		Notes
Receipts:		
Net sale proceeds	\$ 8,156,559	1
Return of term deposit	627,995	2
GST collected	349,400	
Refund of common area holdback	166,986	3
Cash held in financial institutions	150,027	4
GST refunds	116,042	
Miscellaneous refunds	64,556	
Rent receipts	22,787	5
Interest	26,062	
Total receipts:	9,680,413	
Disbursements:		
Distribution to Timbercreek Mortgage Servicing Inc.	5,900,018	6
Receiver's fees and disbursements	557,872	7
Condominium fees	542,195	8
Property taxes	428,221	9
GST Paid/ Remitted	377,663	
Legal fees and disbursements	273,285	10
Construction services	221,221	11
Distribution to Canada ICI Capital Corporation	193,713	12
Consulting services	110,394	
Utilities	81,083	
Repairs and maintenance	64,914	
Miscellaneous	52,099	
Commission	44,788	13
Appraisals	18,750	
Insurance	6,554	
Total disbursements:	8,872,770	
Excess of receipts over disbursements:	\$ 807,643	14

Notes - general:

1. On April 7, 2022, the Court of King's Bench of Alberta (the "Court"), as it is currently known, granted a Consent Receivership Order (the "Receivership Order") appointing MNP Ltd. as Receiver and Manager (the "Receiver") over all of the assets, undertakings and property of Symphony.

**Symphony Condominium Ltd. - in Receivership ("Symphony")
Interim Statement of Receipts and Disbursements
for the period from April 7, 2022 to February 15, 2024**

Notes - specific:

1. Represents net pre-receivership sale proceeds that were being held by Sharek Logan & van Leenan LLP at the date of receivership as well as the net sale proceeds from the sale of the property known as the Parkview Apartments (the "Parkview Sale"), units 507, 707, 806, 1106, 1206, 1606, 1805, 2504 and 2701 within the Symphony Tower (the "Unit Sales") and the property known as the Foote Residence (the "Foote Sale"). The Parkview Sale and the Unit Sales were approved by the Court pursuant to Orders granted on May 18, 2022 and June 23, 2022. The Foote Sale was approved by the Court pursuant to an Order granted on September 14, 2023. No GST was payable on the Parkview Sale or the Foote Sale.
2. Represents the return of a term deposit held by HSBC pursuant to a letter of credit (the "LOC") held by Alberta Infrastructure related to a pedway construction agreement.
3. Represents the refund of a portion of the common area holdback for the Symphony Tower based on an updated report prepared by Turner & Townsend, dated July 13, 2022.
4. Represents amounts held in Symphony's bank account at the date of receivership.
5. Consists of rent from tenants of the Parkview Apartments and parking tenants of the Symphony Tower.
6. Represents distributions to Timbercreek Mortgage Servicing Inc. issued pursuant to the Order granted by the Court on May 18, 2022.
7. Represents professional fees and disbursements payable to the Receiver for the period ended January 31, 2024.
8. Represents condominium fees payable for the units within the Symphony Tower that are subject to the Receivership Order and the Foote Residence for April 2022 through January 2024.
9. Represents 2022/ 2023 property taxes payable for the units within the Symphony Tower that are subject to the Receivership Order and the Foote Residence.
10. Represents professional fees and disbursements payable to the Receiver's legal counsel for the period ended January 31, 2024.
11. Represents amounts payable pursuant to various contracts with Teknicon Construction Services/ White Willow Contracting Inc. to complete work on the units within the Symphony Tower and make various repairs to the pedway that connects the Symphony Tower to the Alberta Legislature.
12. Represents a distribution to Canada ICI Capital Corporation from the net sale proceeds of the Foote Residence net of an agreed upon cost allocation, as approved pursuant to the Order granted by the Court on September 14 2023.
13. Represents commission payable to 2% Realty Pro on the Parkview Sale and commission payable to Sothebys International Realty on the sale of unit 1606 as and the Foote Residence. Commission payable on the other Unit Sales was paid directly from closing funds with the net sale proceeds being paid to the Receiver.
14. The following additional deposits are currently being held in trust:
 - a. Deposits totalling approximately \$135,300 related to two matters that were the subject of ongoing litigation.
 - b. A deposit of approximately \$35,750 related to common property holdbacks on the pre-receivership sale of various condominium units, of which \$13,000 will may be releasable to the Receiver.
 - c. Various deposits pursuant to contracts between Symphony and the City of Edmonton and Symphony and Her Majesty the Queen in right of Alberta, represented by the Minister of Infrastructure, portions of which may be releasable to the Receiver.

SCHEDULE 2

**In the Matter of the Receivership of
Symphony Condominium Ltd.
Summary of Professional Fees and Disbursements for the period from August 1, 2023 to January 31, 2024**

MNP Ltd.

Invoice date	Invoice Number	Description	Professional fees	Disbursements	Subtotal	GST	Total
September 22, 2023	11230638	For the period ended August 31, 2023	\$ 33,637.05	\$ -	\$ 33,637.05	\$ 1,681.85	\$ 35,318.90
October 10, 2023	11257208	For the period ended September 30, 2023	31,156.20	-	31,156.20	1,557.81	32,714.01
November 6, 2023	11299338	For the period ended October 31, 2023	8,860.50	-	8,860.50	443.02	9,303.52
January 3, 2024	11382862	For the period ended November 30, 2023	9,187.00	-	9,187.00	459.35	9,646.35
January 3, 2024	11382870	For the period ended December 31, 2023	4,773.00	-	4,773.00	238.65	5,011.65
February 12, 2024	11439742	For the period ended January 31, 2024	19,696.00	-	19,696.00	984.80	20,680.80
Total - MNP Ltd.			\$ 107,309.75	\$ -	\$ 107,309.75	\$ 5,365.48	\$ 112,675.23

McMillan LLP

Invoice date	Invoice number	Description	Professional fees	Disbursements	Subtotal	GST	Total
September 12, 2023	3018859	For the period ended August 31, 2023	\$ 11,486.00	\$ -	\$ 11,486.00	\$ 574.30	\$ 12,060.30
October 16, 2023	3019029	For the period ended September 30, 2023	32,458.50	292.39	32,750.89	1,636.64	34,387.53
November 9, 2023	3019261	For the period ended October 31, 2023	2,552.00	276.00	2,828.00	134.60	2,962.60
December 13, 2023	3019514	For the period ended November 30, 2023	3,280.00	74.84	3,354.84	167.74	3,522.58
December 31, 2023	3019729	For the period ended December 31, 2023	393.50	-	393.50	19.68	413.18
February 7, 2024	3019883	For the period ended January 31, 2024	5,292.50	-	5,292.50	264.63	5,557.13
Total - McMillan LLP			\$ 55,462.50	\$ 643.23	\$ 56,105.73	\$ 2,797.59	\$ 58,903.32

Total Professional Fees and Disbursements	\$ 162,772.25	\$ 643.23	\$ 163,415.48	\$ 8,163.07	\$ 171,578.55
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