

No. S-234961 Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

BANK OF MONTREAL

PETITIONER

AND:

UNIFAB INDUSTRIES LTD. AND SEKWOD ENTERPRISES (2012) LTD.

RESPONDENT

ORDER MADE AFTER APPLICATION (FEE APPROVAL & DISCHARGE)

) THE HONOURABLE MADAM) BEFORE) JUSTICE FITZPATRICK) January 26, 2024

ON THE APPLICATION OF MNP Ltd. ("MNP"), in its capacity as receiver (in such capacity, the "Receiver") of all of the assets, undertakings and property of Unifab Industries Ltd. ("Unifab") and Sekwod Enterprises (2012) Ltd. ("Sekwod", and together with Unifab, the "Company") coming on for hearing at Vancouver, British Columbia, on this day, AND ON HEARING Mishaal Gill, counsel for the Receiver, and no one else despite being served; AND UPON READING the materials filed, including the First Report of the Receiver to the Court dated October 18, 2023 (the "First Report") and the Second and Final Report of the Receiver to the Court dated January 15, 2024 (the "Second Report", and together with the First Report, the "Receiver's Reports");

THIS COURT ORDERS that:

1. The time for service of the Notice of Application filed January 16, 2024 and supporting materials is hereby abridged such that the Notice of Application is properly returnable

today and service thereof upon any interested party other than those parties on the service list maintained by the Receiver in this proceeding be and is hereby dispensed with.

- 2. The activities of the Receiver as described in the Receiver's Reports be and are hereby approved, provided however that only MNP Ltd. in its personal capacity and only with respect to its own personal liability shall be entitled to rely upon or utilize in any way such approval.
- 3. The Receiver's statement of receipts and disbursements, in the form attached as Appendix "D" to the Second Report, be and is hereby approved.
- 4. The Receiver's accounts for professional fees and disbursements for the period July 12 to December 31, 2023, in the amount of \$265,469.05, inclusive of applicable taxes, be and are hereby approved.
- 5. The Receiver's estimated further fees and disbursements of approximately \$30,000.00, plus applicable taxes, for the period of January 1, 2024 to the completion of this matter be and are hereby approved.
- 6. The accounts for professional fees and disbursements of the Receiver's legal counsel, Fasken Martineau DuMoulin LLP ("Fasken"), for the period July 24 to December 31, 2023 in the amount of \$65,131.25, inclusive or applicable taxes, be and are hereby approved.
- 7. Fasken's estimated further fees and disbursements of approximately \$25,000.00, plus applicable taxes, for the period of January 1, 2024, to the completion of this matter be and are hereby approved.
- 8. After payment of (i) the amounts due and owing to Service Canada and Canada Revenue Agency in respect of their statutory priority claims; (ii) the fees of the Receiver as herein approved; and (iii) the fees and disbursements of Fasken as herein approved, the Receiver shall pay to the Petitioner, Bank of Montreal, all funds remaining in its hands, subject to the Receiver maintaining sufficient funds to complete the administration of the receivership.

Upon payment of the amounts set out in paragraph 8 hereof and upon the Receiver filing a certificate certifying that it has completed the remaining outstanding activities described in the Second Report, the Receiver shall be discharged as Receiver of the assets, undertakings and property of the Company, 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 in its capacity as Receiver.

- 10. MNP, in its capacity as Receiver, shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of any order made in these proceedings, save and except:
 - (a) any gross negligence or wilful misconduct on its part; or
 - (b) amounts in respect of obligations imposed specifically on receivers by applicable legislation.

Nothing in this Order shall derogate from the protections afforded MNP, in its capacity as Receiver, by section 14.06 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), or by any other applicable legislation.

- 11. Notwithstanding any provision herein, this Order shall not affect any person to whom notice of these proceedings was not delivered as required by the BIA and regulations thereto, any other applicable enactment or any other Order of this Court.
- 12. The Receiver may apply to this Court for advice and directions in relation to this order and any related matters.
- 13. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as

9.

may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

14. Endorsement of this Order by counsel appearing, other than counsel for the Receiver, is hereby dispensed with.

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 Mishaal Gill Lawyer for the Receiver

BY THE COURT REGISTRAR



No. S-234961 Vancouver Registry

۲

.

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

BANK OF MONTREAL

PETITIONER

AND:

UNIFAB INDUSTRIES LTD. AND SEKWOD ENTERPRISES (2012) LTD. RESPONDENT

ORDER MADE AFTER APPLICATION

(FEE APPROVAL & DISCHARGE)

FASKEN MARTINEAU DuMOULIN LLP Barristers and Solicitors 550 Burrard Street, Suite 2900 Vancouver, BC, V6C 0A3 +1 604 631 3131

Counsel: Mishaal Gill Matter No: 278733.00019