

No. H-200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

PEOPLES TRUST COMPANY

Petitioner



CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.,
PETER CENSORIO also known as PETER ANTHONY CENSORIO
also known as PETER ANTHONY CENSORIO, STRADA 39 TRUST;
BANCORP GROWTH MORTGAGE FUND II LTD., BANCORP BALANCED MORTGAGE
FUND II LTD., BANCORP FINANCIAL SERVICES INC., PK CAPITAL LTD.,
ALL CANADIAN INVESTMENT CORPORATION, FBM CANADA GSD, INC., MEDINA
CONCRETE SERVICES LTD., TUCUVAN CONSTRUCTION LTD., OMNI DRYWALL LTD.,
SERIN INVESTMENTS LTD., CLARION PROPERTY CORPORATION, G. I. H. PROPERTIES
LTD., BARRY CHARLES HOLDINGS LTD., BECISON HOLDING CORPORATION, SANDRA
CHAPPELL, CREST CAPITAL CORPORATION, DURHAM CAPITAL MANAGEMENT INC.,
YORK VENTURES LTD., HI-GROVE HOLDINGS (1995) LTD., DIANE RAUCH, JEFFREY
RAUCH, GERHARD RAUCH, HELGA RAUCH, PAVILION INVESTMENTS INC.,
RODNEY GRANT KENYON, ALAN LONG, MANDATE MANAGEMENT CORPORATION

Respondents

IN THE MATTER OF THE RECEIVERSHIP OF

CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.

SECOND REPORT OF THE COURT-APPOINTED
RECEIVER AND MANAGER,
D. MANNING & ASSOCIATES INC.

DECEMBER 9, 2020

D. MANNING & ASSOCIATES INC.
COURT-APPOINTED RECEIVER AND MANAGER OF THE
ASSETS, UNDERTAKINGS AND PROPERTY OF
CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.
Suite 520 - 625 Howe Street
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INTRODUCTION

This is the Second Report of D. Manning & Associates Inc. as Court-Appointed Receiver and Manager (the "Receiver") of the assets, undertakings and property of Censorio Group (Hastings & Carleton) Holdings Ltd. (the "Company") relating to a Property at 4223-4229 Hastings Street, Burnaby, British Columbia (the "Property"). The Order appointing the Receiver was made by Mr. Justice Crerar of the Supreme Court of British Columbia on February 5, 2020, in Action No. H-200039 (Vancouver Registry). Our First Report was dated April 16, 2020 and filed in Court on May 20, 2020.

I. COURT APPLICATIONS AND PRE-SALE CONTRACTS

On May 20, 2020, the Receiver filed a Notice of Application, heard on May 25, 2020, seeking the following Orders:

- a) increasing the Receiver's borrowings to \$4,350,000;
- b) authorizing the Receiver to pay certain Critical Trades and Suppliers limited amounts for pre-receivership claims;
- c) authorizing the Receiver to sell units subject minimum prices as described in a sealed list price without further Court approval and to obtain Vesting Orders by Desk Order;
- d) directing the Receiver to advise any Pre-Sale Purchasers of units that the Receiver chooses to disclaim, of an appeal period of the Receiver's decision to disclaim any pre-sale contract.

The Court granted an Order (attached as Schedule "A") for terms (a) and (b) above. The application to sell at pre-approved prices without further Court approval was adjourned generally.

On May 25, 2020, the Court ordered the following process respecting pre-sale contracts:

The determination of the enforceability of any Pre-Sale Contracts, as against the Receiver, be heard by this Court Tuesday June 23, 2020 at 9am which is to proceed as follows:

- (a) the Receiver shall file and serve the Notice of Application on or before June 9, 2020;
- (b) Responses shall be served on or before June 16, 2020; and
- (c) Any further Reply Responses shall be served or filed on or before June 19, 2020.

On May 25, 2020, the Pre-Sale Purchasers of Unit #206, SL 10, Todd Lee and Pamela Lee, rescinded their Contract of Purchase and Sale.

The Receiver requested a new marketing proposal from Oakwyn Realty ("Oakwyn"), and also asked Oakwyn to assess the historic value of each Pre-Sale unit as of the approximate date of the Pre-Sale and at January 23, 2018. The Receiver also questioned Mr. Peter Censorio as to the relationship of each Pre-Sale purchaser to Mr. Peter Censorio or any of his companies. The Receiver also became aware of one more Critical Trade, Empire Masonry Ltd. This information was incorporated into an Affidavit #2 of Alex En-Hwa Ng, executed June 5, 2020 and filed in Court on June 8, 2020.

On June 8, 2020, the Receiver filed a Notice of Application to be heard on June 23, 2020 (later rescheduled by the Court to June 30, 2020), seeking an Order with the following terms:

- a) directions from the Court as to whether or not all 14 Pre-Sale Contracts should be disclaimed or proceeded with;
- b) directions to the immediate sale of the Units each of these units at market prices;
- c) authorizing the Receiver to pay \$20,000 to Empire Masonry Ltd. as an additional Critical Trade.

Responsive materials to the Receiver's Notice of Application were filed by Mr. Peter Censorio as well as the following twelve (12) Pre-Sale Purchasers; all opposing the Receiver's recommendation to disclaim their Pre-Sale Contracts:

- 1) Luigi Garcea and Cheryl Serraglio (Unit #402, SL 27/28)
- 2) Kristina Van Hombeeck and Franco Boretto (Unit #104, SL 4)
- 3) Camille Dorsey (Unit #208, SL 9)
- 4) Patrick Hunter (Unit #101, SL 1)
- 5) Brian Gillis (Unit #103, SL 3)
- 6) Mario Tinucci and Cheryl Bryce (Unit #204, SL 11)
- 7) Nader Vatanchi (Unit #304, SL 19)
- 8) Gloria Bevacqua and Emilio Bevacqua (Unit #308, SL 17)
- 9) 2533596 Ontario Ltd. (Unit #401, SL 21)
- 10) Alexandra Graham and James Graham (Unit #403, SL 22)
- 11) Nicholas De Santis (Unit #408, SL 25)
- 12) 1166538 B.C. Ltd. (Commercial Retail Unit ("CRU"), SL 29)

Only one (1) Pre-Sale Purchaser did not file an Application Response to the Receiver's Notice of Application: Kelly Chyming Wong (Unit #406, SL 26).

An Affidavit #3 of Alex En Hwa Ng was executed on June 19, 2020, summarizing the history of the project and the status of Pre-Sale Contracts as of December 10, 2019 (just prior to construction ceasing).

An Affidavit #4 of Alex En Hwa Ng was executed on June 19, 2020, attaching a letter from Mr. Jack Bernard of Rennie Marketing Systems ("Rennie"), advising as to Rennie's residential condominium sales results and trends during the COVID-19 pandemic.

Prior to the June 30, 2020 Court hearing, the Receiver made the decided to recommend accepting both the Pre-Sale Contract for Unit #101, SL 1 (Patrick Hunter) at the price of \$779,900, and Unit #402, SL 27/28 (Luigi Garcea and Cheryl Serraglio) at a negotiated higher price of \$1,125,000.

The Order made June 30, 2020 Order authorized the critical payable to Empire Masonry Ltd. The Court's decision on the Pre-Sale Contracts was then reserved and later pronounced July 6, 2020. A copy of the June 30, 2020 Order is attached as Schedule "B".

Also on June 30, 2020, the Receiver received an Offer from Synvest Equities Ltd. ("Synvest"), through CBRE Limited, for all unsold residential and commercial units, in the amount of \$18,500,000 (\$15,900,000 for the residential units and \$2,600,000 for the Commercial Retail Unit ("CRU"), with the price to be adjusted in the event that any Pre-Sale Contracts were upheld by the Court.

The Court's decision on the Pre-Sale Contracts was pronounced on July 6, 2020 and is attached as Schedule "C". The Order provided as follows:

- a) Authorizing the Receiver to disclaim the ten remaining residential Pre-Sale Contracts (#103, #104, #204, #208, #304, #308, #401, #403, #406, #408) and the CRU;
- b) The Receiver was directed to offer all disclaimed Pre-Sale Purchasers the option to purchase their unit for a price listed in the Court Order, with offers open for acceptance until July 16, 2020;
- c) Authorizing the Receiver to commence marketing and selling all units not sold to Pre-Sale Purchasers in accordance with the above;
- d) Waiving the requirement for endorsement of the Order by counsel for parties other than the Receiver.

At this point, the Receiver advised CBRE that the Synvest Offer would be put on hold until the Receiver knew for certain which Pre-Sale Purchasers would accept the Receiver's offer to purchase their units for the Court-approved prices.

The Receiver sent out notices to all ten (10) remaining residential Pre-Sale Purchasers and the Pre-Sale Purchaser of the CRU on July 9, 2020, informing them of the Court's decision and offering them the option to purchase their unit at the Court-approved price and attaching an Agreement of Purchase and Sale at the Court-approved price.

Only one Pre-Sale Purchaser, Mario Tinucci and Cheryl Bryce (Unit #204, SL 11), chose to accept the option to purchase their unit for the Court-approved price of \$462,408.00.

Four (4) Pre-Sale Purchasers signed Cancellation Addendums: #103, #104, #208 and #407. All remaining Pre-Sale Contracts were disclaimed by the Receiver on July 17, 2020. All rescinded or disclaimed Pre-Sale Purchasers had their deposits refunded by Oval Village Law (formerly Forbes Boyle Lambert Law Corporation ("FBL")).

In order for the Strata plan to be registered, certain Certificates of Pending Litigation ("CPLs") were required to be removed from title to the lands. Therefore a further application was made to Court by the Receiver for that purpose. An Affidavit #1 of William Choo was executed on July 29, 2020, in support of a that Application which was to effectively permit All Canadian Investment Corporation ("ACIC") to release its Certificate of Pending Litigation registered under # CA7750158 against the Property, but maintaining its priority and authorizing ACIC to register a further CPL against the Property following subdivision approval, to be effective September 16, 2019. This Application was heard by the Court on August 12, 2020, and an Order (Schedule "D") was made on the proposed terms on that date.

II. BULK OFFER ON THE PROPERTY

On July 21, 2020, Synvest made a new Offer to purchase all of the unsold residential units and the CRU. Accordingly, Listing Agreements for the balance of the Units could not be executed pending the negotiations with Synvest pursuant to their bulk purchase Offer.

Synvest's new Offer was for \$15,468,700 (\$12,646,400 for the 24 remaining residential units and \$2,822,300 for the CRU), to which the Receiver countered at \$17,158,358 on July 23, 2020. On July 27, 2020, Synvest made a further Counter-Offer at \$16,658,600. Synvest's Counter-Offer was rejected by the Receiver and it was apparent by August 4, 2020, that no bulk sale price offered by Synvest could be recommended by the Receiver.

III. MARKETING AND SALE OF THE PROPERTY – COMMERCIAL RETAIL UNIT

At the end of the Synvest negotiations, the Receiver was in a position to settle the Listing Agreements with Rennie.

August 13, 2020, the Receiver finalized a Commercial Listing Agreement with Rennie (through Jason Lai Personal Real Estate Corporation), with the following terms:

Term:	August 17, 2020 to December 17, 2020
List Price:	\$3,380,000
Commission:	7% on first \$100,000; 2.5% on remainder
Outside Commission:	3.25% on first \$100,000; 1.15% on remainder to Outside Brokerage 3.75% on first \$100,000; 1.35% on remainder to Rennie
Termination Fee:	Up to \$75,000 in actual marketing costs
Exclusions:	Synvest Equities Ltd. or related companies

On September 3, 2020, Rennie presented its first Offer, from Ezzati Holdings Inc. ("Ezzati"), in the amount of \$2,875,000. The Offer included certain conditions that were unacceptable to the Receiver, which removed these in its Counter-Offer, made on September 14, 2020, in the amount of \$3,200,000.

On September 22, 2020, Ezzati made a further Counter-Offer at \$2,950,000, which the Receiver countered at \$3,125,000 on September 29, 2020.

On October 1, 2020, Ezzati made a further Counter-Offer at \$3,080,000 which the Receiver countered at \$3,100,000 on October 2, 2020. This \$3,100,000 Counter-Offer was accepted by Ezzati on October 3, 2020, and Ezzati paid the First Deposit of \$155,000.

Unfortunately, Ezzati was unable to obtain financing for the purchase, and signed a Notice of Non-Waiver on October 22, 2020, and the Receiver refunded the First Deposit.

Later that day (October 22, 2020), Rennie presented its second Offer, from Bhugra Professional Management Inc. ("Bhugra"). This Offer was for the gross price of \$3,300,000, but Bhugra wanted a Tenant Improvement Credit of \$200,000, resulting in a net price of \$3,100,000.

On October 23, 2020, the Receiver made a Counter-Offer to Bhugra, keeping the \$3,300,000 gross price, but reducing the Tenant Improvement Credit to \$100,000. The same day (October 23, 2020), Bhugra responded with a further Counter-Offer, increasing the gross price to \$3,325,000 but keeping the amount of the Tenant Improvement Credit at \$200,000. Bhugra also asked for permission to apply for a Building Permit prior to Court Approval, which the Receiver declined to consent to.

On October 26, 2020, Mr. Jason Lai advised the Receiver that a competing Offer was expected imminently. The Receiver held off on accepting Bhugra's Offer until it determined on October 27, 2020 that the competing Offer was not forthcoming.

On October 27, 2020, the Receiver accepted Bhugra's Offer for \$3,325,000 less the Tenant Improvement Credit of \$200,000, for a net price of \$3,125,000.

On November 19, 2020, Bhugra advised that they were having difficulty obtaining financing and wished to change their subject removal date to November 27, 2020 and to reduce their price to

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\$3,000,000 less the Tenant Improvement Credit of \$200,000, for a net price of \$2,800,000. The Receiver advised that this price adjustment was unacceptable, and on November 20, 2020, Bhugra changed their offer to \$3,300,000 less the Tenant Improvement Credit of \$200,000, for a net price of \$3,100,000.

On November 20, 2020, a new Offer came in from Canadian Mr. Sweeper Inc. ("Mr. Sweeper"), for \$3,000,000, which did not have a financing subject. The Receiver countered at \$3,200,000 on November 23, 2020, to which Mr. Sweeper countered at \$3,100,000 the same day. On November 24, 2020, the Receiver made a further counter at \$3,150,000. Mr. Sweeper further countered at \$3,120,000, which the Receiver accepted on November 24, 2020, with subject removal the same day.

An Affidavit #7 of Alex En Hwa Ng was executed on December 2, 2020, in support of an application for approval of the Mr. Sweeper Offer, scheduled for December 17, 2020, at which time the Offer will be presented to Court along with any competing bids.

The Mr. Sweeper Offer is subject to Court approval on Thursday, December 17, 2020.

IV. MARKETING AND SALE OF THE PROPERTY – RESIDENTIAL UNITS

Immediately prior to entering into a Residential Listing Agreement with Rennie, one of the disclaimed Pre-Sale Purchasers (Rino DiNicolo, assignee of Kelly Chyming Wong, Unit #406, SL 26) attempted to negotiate an offer for that residential unit. The Offer was vague in its terms but appeared to come out to approximately \$470,000 (later increased to \$475,000). The Receiver informally made a Counter-Offer at \$536,408, which was rejected. This negotiation further delayed the Receiver's ability to finalize the Residential Listing Agreement with Rennie.

The Receiver negotiated a Residential Listing Agreement with Rennie which was finalized on August 19, 2020, with the following terms:

Term:	August 19, 2020 to the earlier of March 15, 2021 and the Closing Date of the last unit
Commission:	2.25%
Outside Commission:	3.25% on first \$100,000; 1.1625% on remainder to Outside Brokerage
	2.25% to Rennie
Marketing Fee:	\$5,000 per month
Termination Fee:	Up to \$75,000 in actual marketing costs
Exclusions:	Synvest Equities Ltd. or related companies

Rennie determined that it would not be desirable to perform in-person showings of units until the units were at a state of construction amenable to such showings.

The Receiver executed Multiple Listing Contracts on Units #103, #104, #202, #304 and #401 with Rennie on October 27, 2020.

On November 3, 2020, Tara loos made an offer for #405 for \$569,905, which is 95% of the list price of \$599,900. However, later that same day she withdrew the offer on #405 and instead make an offer on #305 for \$546,155, which is 95% of the list price of \$574,900. The Receiver accepted this offer on November 4, 2020.

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On November 4, 2020, Ryan Lasaleta made an offer on #103 for \$485,000, which is marginally higher than 95% of the list price of \$509,900, which the Receiver accepted the same day. On November 16, 2020, Melissa Lasaleta was added as a Purchaser.

On November 7, 2020, Daniel Pedro and Sophie Anza made an offer for #202 for \$775,000, which is 92.8% of the list price of \$834,900. On November 10, 2020, the Receiver made a counter-offer at \$805,900, to which the offerors further counter-offered at \$795,000 and which was accepted by the Receiver on November 10, 2020. Subjects were removed on November 18, 2020.

The Receiver executed a Multiple Listing Contract for Unit #405 with Rennie on November 10, 2020. On November 13, 2020, Michael Chang and Carmen Chung made an Offer on #405 for the full list price of \$599,900, but with a decorating allowance of \$29,995, for a net price of \$569,905 (95% of the list price). The Receiver accepted the Offer on November 16, 2020.

On November 13, 2020, an Affidavit #5 of Alex En Hwa Ng was executed in support of an application to Court for an Order approving a Minimum Price List on the residential units.

On November 13, 2020, an Affidavit #6 of Alex En Hwa Ng was executed in support of an application to Court for a Vesting Order on the sale of Unit #204 to Mario Tinucci and Cheryl Bryce.

On November 18, 2020, Catherine Loo made an Offer for #208 for \$480,000, which is 94.1% of the list price of \$509,900. On November 18, 2020, the Receiver made a counter-offer at \$499,900, On November 20, 2020, Catherine Loo made a Counter-Offer of \$490,000, which the Receiver accepted that day.

The Hearing on both of the applications (for the Minimum Price List and the Vesting Order on Unit #204) was held on November 20, 2020, and both Orders were granted, along with an Order sealing Affidavit #5 of Alex En Hwa Ng (Schedule "E"). The Order preapproving minimum prices is attached as Schedule "F".

On November 22, 2020, Adam Keserich made an Offer for #205 for \$531,905, which is 95% of the list price of \$559,900. The Receiver countered at \$536,905 on November 23, 2020. Adam Keserich made a further counter of \$534,905 on November 24, 2020, which the Receiver accepted that day.

V. STRATA PLAN

The revised Strata Plan was filed with the Superintendent of Real Estate on October 30, 2020. Strata titles were approved and registered on November 23, 2020.

VI. LEASES ON COMMERCIAL RETAIL UNIT

As of the date of the Receiver's appointment, the CRU had Lease Agreements with two tenants:

PRPIC EYECARE INC.

Landlord: Censorio Group (Hastings & Carleton) Properties Inc.
(NOTE: this company does not actually exist)
Tenant: Prpic Eyecare Inc.
Covenantors: Petar Prpic and Ivan Prpic
Nature of business: Optician
Term: 5 years, with two 5-year options to extend
Area: 2,094 square feet
Minimum Rent: Years 1-2: \$32/sf, \$67,008/year, \$5,584/month
Years 3-5: \$35/sf, \$73,290/year, \$6,107.50/month
Additional Rent: 5% Administration Fee, property taxes and operating costs
Security Deposit: \$11,168 plus GST

The security deposit was not maintained in a separate trust account and was used to submit Building Permit drawings and consultant work for the commercial retail unit.

1205554 B.C. LTD.

Landlord: Censorio Group (Hastings & Carleton) Holdings Inc.
Tenant: 1205554 B.C. Ltd.
Covenantor: 49th Parallel Coffee Holding Inc.
Nature of business: Coffee and donut shop
Term: 10 years, with two 5-year options to extend
Area: 2,263 square feet
Minimum Rent: Years 1-2: \$35/sf, \$79,205/year, \$6,600.42/month
Years 3-4: \$37/sf, \$83,731/year, \$6,977.58/month
Years 5-7: \$38/sf, \$85,994/year, \$7,166.17/month
Years 8-10: \$39/sf, \$88,257/year, \$7,354.75/month
Additional Rent: 5% Administration Fee, property taxes and operating costs
Security Deposit: \$13,955.17 plus GST

The security deposit was being held by the leasing realtor, TRG Commercial Realty Ltd., which would take its leasing commission of \$10,908 from the deposit.

On May 14, 2020, counsel for 1205554 B.C. Ltd. ("49th") advised that 49th was considering terminating its Lease. The Receiver, through its counsel, ultimately negotiated a Lease Termination Agreement with 49th that included a Surrender Fee of \$19,801.26, representing three months of Basic Rent plus GST. The Lease Termination Agreement was finalized on June 24, 2020 and 49th paid the Surrender Fee to the Receiver.

The Receiver had the form of Prpic Eyecare Inc. ("Prpic")'s Lease, previously negotiated by Censorio, reviewed by counsel, who found it seriously deficient. For example, the Lease did not even reference the Strata Corporation. The Receiver's counsel had to completely redraft and renegotiate the Lease with Prpic, including dealing with Prpic's insistence on three (3) months of free rent; this was negotiated down to three (3) months of Minimum Basic Rent, to commence following the Fixturing Period. The new Lease with Prpic was finalized on September 1, 2020.

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VII. ESTIMATED COST TO COMPLETE CONSTRUCTION

A Cost to Complete Budget prepared by Mr. Peter Censorio and Mr. Arthur Zhang, is attached as Schedule "G". Hard costs are over the original budget by \$625,817 and soft costs by \$44,044, for a total cost overrun of \$669,862. However, we had previously budgeted \$10,456 for Provincial Sales Tax on appliances, and tenant improvements for the CRU to be paid by the Receiver of \$21,060 less \$10,360 for the balance payable for sign work (and not including the \$20,940 payable by the Receiver to the tenant for their work, and deficiency work for the tenant estimated at \$8,000), reducing this cost overrun to \$648,706. The original contingency budget was \$200,000, so the actual increase in costs is \$448,706.

The envelope consultant, Spratt Emanuel Engineering Ltd. ("Spratt"), insisted on exposing countless rainscreen components for reinspection, which created an extraordinary workload, which greatly impacted our schedule and Cost to Complete Budget. To be clear, the building exterior cladding design is extremely busy as it relates to waterproof detailing, considering the interface of multiple materials including brick, hard-panels, exposed concrete, metal cladding, metal roofs and canopies including steel balcony decks with complicated structural elements.

There were multiple areas within various contracts previously entered into by the Company with trades and suppliers that did not cover all necessary work required for the completion of the project. As a result, additional and unanticipated costs were required to be incurred by the Receiver, resulting in budget overruns.

VIII. CRITICAL TRADES, SUPPLIERS AND CONSULTANTS (CRITICAL PAYABLES)

The Receiver was not able to pay Arrears to Critical Trades, Suppliers and Consultants until it obtained Court approval to do so, which approval occurred on May 25, 2020. One additional critical payable, Empire Masonry Inc., was paid after Court approval on June 30, 2020.

IX. OTHER ASSETS OF THE COMPANY

As of the date of Receiver's appointment, the Company's counsel, FBL, was holding funds in trust with regard to two builders' liens:

<u>Lien No.</u>	<u>Claimant</u>	<u>Funds held in FBL Trust (\$)</u>
CA7705173	Seagate Structures Ltd.	91,341.51
CA7630242	Insul-Twin Systems Ltd.	<u>23,346.39</u>
Total		<u>114,687.90</u>

On April 24, 2020, the Receiver finalized negotiations on the Seagate matter and executed a Release, with the funds distributed as follows and the builder's lien released:

	\$
Jenkins Marzban Logan	70,000.00 (counsel for Seagate)
D. Manning & Associates Inc.	<u>21,341.51</u>
Total	\$91,341.51

The net amount paid to the Receiver after legal fees of FBL, was \$16,540.70.

On June 12, 2020 the Receiver finalized negotiations on the Insul-Twin matter and executed a Release, with the funds distributed as follows and the builder's lien released:

	\$
William Cadman Law Corp, In Trust	11,674.70 (counsel for Insul-Twin)
Forbes Boyle Lambert Account	2,502.50
D. Manning & Associates Inc.	<u>9,169.19</u>
Total:	\$23,346.39

The net amount paid to the Receiver after legal fees was \$9,281.19, less \$112.00 representing GST on legal fees, for a total of \$9,169.19.

According to Mr. Peter Censorio, bonds held by the City of Burnaby currently total \$121,124.15. The Receiver will apply for a refund of these bonds following final occupancy, with the majority of such bonds to be refunded within six to eight weeks, and the Landscape Bond to be refunded within one year, but this is a small amount. The actual amount of bonds to be refunded is unknown at this time.

For the purposes of this Report, we have used an estimated figure of \$100,000. The final amount to be received from the City of Burnaby will affect the estimated net realizable asset figure.

X. DISCLOSURE STATEMENT

The Receiver prepared a new Disclosure Statement which was filed with the Superintendent of Real Estate on July 8, 2020.

An Amended Disclosure Statement will be filed with the Superintendent of Real Estate after the Occupancy Permit is issued in December 2020, and will be sent to all remaining purchasers as of that date.

XI. SECURED CREDITORS

On August 12, 2020, a Court Order was made requiring ACIC to release its Certificate of Pending Litigation registered under # CA7750158 against the Property, but maintaining its priority and authorizing ACIC to register a further CPL against the Property following subdivision approval, to be effective September 16, 2019.

On November 23, 2020, a further Certificate of Pending Litigation (CA8586886) was filed against the Property by Medina Concrete Services Ltd. in the amount of \$33,332.53.

The 2019 WorkSafeBC assessment owing is \$3,437.59 as at January 29, 2020. The Company presently has no employees. This super priority secured claim has been paid.

City of Burnaby municipal utilities in the amount of \$3,118.90, for the period October 1, 2020 to December 31, 2020, have been paid by the Receiver.

City of Burnaby property taxes for 2020 and arrears in the amount of \$124,274.08 have been paid by the Receiver.

XII. PROPOSED TIMELINE FOR CONSTRUCTION, MARKETING AND COMPLETION OF SALES

The Receiver proposes the following approximate timeline, subject to unforeseen events, in particular relating to the present COVID-19 situation:

Marketing of Residential and Commercial Units	August 2020 to April 2021
Completion of Construction	December 2020
Consultant Signoffs, Occupancy Permits	December 2020
Completion of Residential and Commercial Sales	January 2021 to April 2021

XIII. RECEIVER AND MANAGER'S FEES

The Receiver's First Report estimated its fees at \$630,000, plus disbursements and taxes. Subsequent events as outlined in this Second Report have increased the scope of work required of the Receiver, and the Receiver's fees are now estimated at \$685,905, plus disbursements and taxes. Unanticipated events affecting the Receiver's fees include the following:

- The adjournment of the May 25, 2020 Court Hearing to June 23, 2020 (later changed to June 30, 2020), with Court-ordered deadlines for serving the Notice of Application, reply materials from Respondents, and further replies;
- Obtaining a new listing proposal on residential units from Oakwyn Realty at the suggestion of PK Capital;
- Determining the need to add Empire Masonry Ltd. as a critical payable;
- Receiving, reviewing and providing comments in response to Application Responses and/or Affidavits received from twelve (12) of the Pre-Sale Purchasers;
- Executing an Affidavit #3 of Alex En Hwa Ng on June 19, 2020, summarizing the history of the project and the status of Pre-Sale Contracts as of December 10, 2019 (just prior to construction ceasing);
- Executing an Affidavit #4 of Alex En Hwa Ng on June 19, 2020, attaching a letter from Mr. Jack Bernard of Rennie, advising as to Rennie's residential condominium sales results and trends during the COVID-19 pandemic;
- Just prior to the June 30, 2020 Court hearing, accepting the Pre-Sale Contract on Unit #101, SL 1 (Patrick Hunter) at the Pre-Sale price, and negotiating and accepting a higher price on the sale of Unit #402, SL 27/28 (Luigi Garcea and Cheryl Serraglio);
- The June 30, 2020 adjournment of the Court's decision on the Pre-Sales;
- Dealing with a bulk offer on all unsold units from Synvest through CBRE Limited;

- The July 6, 2020 Court Order authorizing the Receiver to disclaim the ten remaining residential Pre-Sale Contracts (#103, #104, #204, #208, #304, #308, #401, #403, #406, #408) and the CRU, and directing the Receiver to offer all disclaimed Pre-Sale Purchasers the option to purchase their unit for a price listed in the Court Order, with offers open for acceptance until July 16, 2020;
- Issuing notices to all ten (10) remaining residential Pre-Sale Purchasers and the Pre-Sale Purchaser of the CRU on July 9, 2020, informing them of the Court's decision and offering them the option to purchase their unit at the Court-approved price and attaching an Agreement of Purchase and Sale at the Court-approved price;
- Dealing with the one Pre-Sale Purchaser, Mario Tinucci and Cheryl Bryce (Unit #204, SL 11), whose chose to accept the option to purchase their unit for the Court-approved price;
- Four (4) Pre-Sale Purchasers signed Cancellation Addendums: #103, #104, #208 and #407. All remaining Pre-Sale Contracts were disclaimed by the Receiver on July 17, 2020, and the Receiver arranged for all rescinded or disclaimed Pre-Sale Purchasers to have their deposits refunded by Oval Village Law (formerly FBL);
- Executing an Affidavit #1 of William Choo on July 29, 2020, in support of a Notice of Application also dated July 29, 2020; seeking a Court Order to require ACIC to release its Certificate of Pending Litigation registered under # CA7750158 against the Property, but maintaining its priority and authorizing ACIC to register a further CPL against the Property following subdivision approval, to be effective September 16, 2019;
- Just prior to entering into a Residential Listing Agreement with Rennie, one of the disclaimed Pre-Sale Purchasers (Rino DiNicolo, assignee of Kelly Chyming Wong, Unit #406, SL 26) attempted to make a further Offer on that residential unit. The Offer was vague in its terms. The Receiver informally made a Counter-Offer, which was rejected. In any event, this delayed the Receiver's ability to finalize the Residential Listing Agreement with Rennie;
- The Receiver negotiated a Residential Listing Agreement with Rennie which was finalized on August 19, 2020, but Rennie determined that it would not be desirable to perform in-person showings of units until the units were at a state of construction amenable to such showings;
- On November 13, 2020, an Affidavit #5 of Alex En Hwa Ng was executed in support of an application to Court for an Order approving a Minimum Price List on the residential units;
- On November 13, 2020, an Affidavit #6 of Alex En Hwa Ng was executed in support of an application to Court for a Vesting Order on the sale of Unit #204 to Mario Tinucci and Cheryl Bryce (a Pre-Sale);
- The Receiver filed a revised Strata Plan with the Superintendent of Real Estate on October 30, 2020;
- On May 14, 2020, counsel for 49th, one of the commercial tenants, advised that 49th was considering terminating its Lease. The Receiver, through its counsel, ultimately negotiated a Lease Termination Agreement with 49th that included a Surrender Fee representing three months of Basic Rent plus GST. The Lease Termination Agreement was finalized on June 24, 2020 and 49th paid the Surrender Fee to the Receiver;
- The Receiver had the form of Prpic's Lease, previously negotiated by Censorio, reviewed by counsel, who found it seriously deficient. For example, the Lease did not even reference the Strata Corporation. The Receiver's counsel had to completely redraft and renegotiate the Lease with Prpic, including dealing with Prpic's insistence on three (3) months of free rent; this was negotiated down to three (3) months of

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Minimum Rent, to commence following the Fixturing Period. The new Lease with Prpic was finalized and signed on September 1, 2020;

- The Receiver dealt with extensions to insurance coverage with Wilson M. Beck Insurance Services Inc.;
- Significant time was spent dealing with certain trades, consultants and engineers on deficiencies;
- The Receiver dealt with delays in Prpic completing their Tenant Improvements and deficiency work on the CRU;
- Significant time was spent dealing with Mr. Peter Censorio and Mr. Arthur Zhang regarding their Cost to Complete Budgets and obtaining explanations for material variances on cost overruns.

XIV. RECEIVER AND MANAGER'S LEGAL FEES

The Receiver's First Report estimated legal fees at \$225,000, plus disbursements and taxes, "assuming no surprises". Owen Bird Law Corporation has now submitted a revised estimate of legal fees at \$400,000, plus disbursements and taxes, and has summarized its reasons for the projected increase in a Memorandum dated November 19, 2020 and attached as Schedule "H", in particular:

- Additional requirements related to the Pre-Sale Contract disclaimer hearing matters (see "Receiver and Manager's Fees", above, for a narrative of the Court process to disclaim certain Pre-Sales, all of which involved extensive work on the part of the Receiver's legal counsel);
- Negotiations with 49th regarding the surrender of their Lease agreement;
- Negotiations with Prpic and complete revision of their Lease agreement as the original Lease agreement entered to with Censorio was a non-strata form of Lease;
- Dealing with the 92.5% offers made to Pre-Sale purchasers and the necessary amendment to the Disclosure Statement to accompany their offers;
- Extensive lien discharge matters;
- Dealing with stakeholders such as surveyors for information and materials for the Disclosure Statement;
- Issuing Disclaimer Notices to Pre-Sale Purchasers;
- Dealing with issues relating to the CRU and parking issues that were not previously contemplated, including parking and storage allocation, Prpic deficiency issues that were threatening to hold up the entire project, and a new B.C. Hydro right of way;
- Dealing with errors and inconsistencies on the original Strata Plan and redoing all signed strata forms and having them re-approved by the Superintendent of Real Estate;
- The November 20, 2020 Court hearing for the minimum price list to be approved and certain sale approvals;
- The pending Court hearing for sale approval and Vesting Order on the CRU;
- Court hearings that will be required for any residential units sold for less than the Court-ordered minimum prices;
- Finishing the Amendment to Disclosure Statement and filing it and posting the Strata Plan filing and finishing the Information Package and preparation for closing;
- Reviewing and filing further Receiver's Reports;
- Passing the Receiver's accounts and discharging the Receiver.

XV. ESTIMATED REALIZATION AND SHORTFALL

The Receiver's Estimated Further Net Realizable Value of the Assets is attached as Schedule "I", showing an estimated further net realizable value of the assets of \$19,150,932 based on currently accepted Offers on residential and commercial units, with an estimated distribution of \$3,499,407 to secured creditors ranking after Peoples and before further interest on Peoples' loan from November 1, 2020 to payout.

An Estimated Net Realizable Value of the Assets - Variance Analysis as of November 25, 2020 is attached as Schedule "J", showing variances between the Receiver's First Report (dated April 15, 2020) and November 25, 2020.

All of these estimates could vary depending on actual sales rates, costs to complete, selling price per unit, timing of completion, Receiver's costs and legal costs, and interest on the mortgage holders' loans, as well as unforeseen complications due to the COVID-19 situation.

XVI. STATEMENT OF RECEIPTS AND DISBURSEMENTS

The Receiver's Interim Statement of Cash Receipts and Disbursements for the period February 5, 2020 to November 25, 2020 is attached as Schedule "K", showing a net balance of \$144,136.

XVII. ESTIMATED ADVANCES REQUIRED FROM SALE PROCEEDS OF STRATA LOTS

The Receiver estimates that it will require advances from the sale proceeds of Strata Lots in the amount of \$362,237, calculated as follows:

	\$
Cash in Receiver's trust account as at November 25, 2020	144,136
Add: Further advance requested from Peoples Trust Company under their mortgage to the Company	263,436
Add: Receiver's GST refunds to be applied for as at November 25, 2020	<u>23,473</u>
Subtotal	431,045
Anticipated disbursements before GST	<u>(793,282)</u>
Estimated advances required from sale proceeds of Strata Lots	<u>362,237</u>

Anticipated disbursements before GST consist of the following:

	\$
Estimated further Marketing Costs	138,187
Tenant improvements for CRU	31,300
Deficiency allowances on CRU	8,000
Unbilled and further Estimated Costs to Complete	246,960
Estimated Administrative Overhead	6,500
Estimated Utilities	5,000
Estimated Strata Fees	26,000
Estimated Property Taxes and Municipal Utilities	18,000
Unbilled and further Estimated Receiver and Manager's Costs	150,000
Owen Bird Law Corporation Fees for November 1, 2020 to Completion	128,335
Contingency	<u>35,000</u>
TOTAL	<u>793,282</u>

XVIII. RECOMMENDED COURSES OF ACTION

The Receiver recommends the following courses of action:

- Arrange for the preparation and filing of outstanding and ongoing Financial Statements, T2 Corporation Income Tax Returns and Goods and Services Tax returns of the Company, and arrange for filing of Annual Reports;
- Arrange for payment of property taxes to the City of Burnaby, and municipal water and sewer charges, when due;
- Ensure that we have bound general liability, builder's risk, wrap up construction liability and property insurance coverage on the Property for the appropriate periods;
- Monitor the progress of dealing with the completion of all deficiency work and obtaining all signoffs and inspections by the consultants/engineers;
- Deal with inspection of the Property and obtaining an Occupancy Permit from the City of Burnaby;
- Prepare an Amended Disclosure Statement, file with the Superintendent of Real Estate, and send it to each Pre-Sale Purchaser and all new Purchasers of unsold units;
- Pay ongoing construction costs, marketing costs, Property costs and Receivership costs;
- Following final occupancy, apply to the City of Burnaby for refunds of all bonds held by them;
- Monitor Rennie Developer Services & Advisory's progress on marketing and sales on the residential units;
- Obtain offers for each residential unit and discuss them with Peoples and Bancorp;
- Obtain Court Approval of the accepted offer on each residential unit that requires Court approval, and a Vesting Order on each residential unit;
- Complete the sale of each residential unit;
- Obtain Court Approval of the accepted offer on the CRU, and a Vesting Order;
- Complete the sale of the CRU;
- Monitor the progress of dealing with any deficiencies, post-closing of sales;
- Obtain advances from net sale proceeds of strata lots, when necessary, to pay ongoing construction costs, marketing costs, property costs, and Receivership costs;

(01830271;1)

- Make a distribution of net proceeds from the sale of the Property to Peoples to repay their advances to the Receiver under their mortgage to the Company, and their mortgage balance including interest and protective disbursements;
- Make a distribution of further net proceeds from the sale of the Property to subordinate mortgage holders in order of their priority;
- All other necessary matters to carry out the administration of the Receivership, as outlined by the Court Order(s);
- Apply for the Receiver's discharge and passing of accounts;
- Conclude the Receivership and close the file.

We look forward to receiving any comments on our proposed courses of action. In the meantime, should you have any questions, please contact either of the writers.

Yours very truly,

D. MANNING & ASSOCIATES INC.
LICENSED INSOLVENCY TRUSTEE
COURT-APPOINTED RECEIVER AND MANAGER IN RESPECT OF THE ASSETS,
UNDERTAKINGS AND PROPERTY OF
CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.
(4223-4229 HASTINGS STREET, BURNABY, B.C.)
(not in its personal capacity)



Per: William Choo, CPA, CGA / Alex E.H. Ng, LIT, OIRP

Attachments

SCHEDULE "A"

COURT ORDER DATED MAY 25, 2020

SUPREME COURT
OF
BRITISH COLUMBIA

SEAL
27-May-20

Vancouver
REGISTRY



BETWEEN:

No. H 200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD.

PETER CENSORIO also known as PETER ANTHONY CENSORIO
and PETER ANTHONY CENSORIO

STRADA 39 TRUST

BANCORP GROWTH MORTGAGE FUND II LTD.
BANCORP BALANCED MORTGAGE FUND II LTD.

BANCORP FINANCIAL SERVICES INC.

PK CAPITAL LTD.

ALL CANADIAN INVESTMENT CORPORATION

FBM CANADA GSD, INC.

MEDINA CONCRETE SERVICES LTD.

TUCUVAN CONSTRUCTION LTD.

OMNI DRYWALL LTD.

1223293 B.C. LTD.

RAHUL GLASS LTD.

SERIN INVESTMENTS LTD.

CLARION PROPERTY CORPORATION

G. I. H. PROPERTIES LTD.

BARRY CHARLES HOLDINGS LTD.

BECISON HOLDING CORPORATION

SANDRA CHAPPELL

CREST CAPITAL CORPORATION

DURHAM CAPITAL MANAGEMENT INC.

YORK VENTURES LTD.

HI-GROVE HOLDINGS (1995) LTD.

DIANE RAUCH

JEFFREY RAUCH

GERHARD RAUCH

HELGA RAUCH

PAVILION INVESTMENTS INC.

RODNEY GRANT KENYON

ALAN LONG

MANDATE MANAGEMENT CORPORATION

Respondents

IN THE MATTER OF THE RECEIVERSHIP OF
CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)
MADAM JUSTICE FITZPATRICK) MONDAY, THE 25TH DAY OF MAY, 2020

ON THE APPLICATION of the Receiver and Manager, D. MANNING & ASSOCIATES INC., ("Receiver") coming on for hearing this day by teleconference, at Vancouver, British Columbia.

AND ON READING the Affidavit #1 of Alex En Hwa Ng sworn May 20, 2020 and considering the First Report of the Receiver dated April 16, 2020 ("First Receiver's Report") and the pleadings filed herein; AND ON HEARING Alan A. Frydenlund QC, Counsel for the Receiver and other counsel as listed on Schedule A hereto, and no one else appearing, although duly served.

THIS COURT ORDERS AND DECLARES that:

RECEIVER'S POWERS

1. Pursuant to the Order of Mr. Justice Crerar pronounced February 5, 2020, appointing the Receiver herein ("Initial Receivership Order") that the Receiver's powers are hereby enhanced to increase the advances that the Receiver may receive from the Petitioner from \$1,500,000, as provided for in the Initial Receivership Order, to \$4,350,000 (which amount may also be further increased be either by the agreement of the parties hereto or further Order of this Court) which advances will remain in full priority to all Respondents and all Claims of Builders' Lien, pursuant to s. 32(5) of the *Builders' Lien Act* S.B.C. 1997 c.45.

RECEIVER'S DIRECTIONS

2. The Receiver is hereby directed to pay any Negotiated Payables, as defined in the First Receiver's Report; as the Receiver may determine as necessary.

PRE-SALE CONTRACTS

3. The determination of the enforceability of any Pre-Sale Contracts, as against the Receiver, be heard by this Court Tuesday June 23rd, 2020 at 9am which is to proceed as follows;
 - (a) the Receiver shall file and serve the Notice of Application on or before June 9, 2020;
 - (b) Responses shall be filed and served on or before June 16, 2020; and
 - (c) Any further Reply Responses shall be served and filed on or before June 19, 2020.

GENERAL

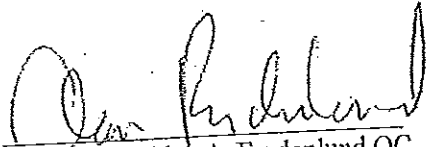
4. The Receiver's application to sell units at preapproved prices be adjourned generally.

5. The Receiver's application to seal Affidavit #1 of Alex En Hwa Ng be, and the same is, hereby dismissed.
6. Endorsement of this Order by Counsel appearing on this application other than the Receiver is dispensed with.

Digitally signed by
Fitzpatrick, J

APPROVED BY:

BY THE COURT


Signature of Alan A. Frydenlund QC
lawyer for Receiver and Manager

Digitally signed by
Leung, Winnie

REGISTRAR

Schedule A

Counsel Appearing

William Roberts, Counsel for Bancorp Growth Mortgage Fund II Ltd., Bancorp Balanced Mortgage Fund II Ltd. Bancorp Financial Services Inc.

Vicki Tickle, Counsel for PK Capital Ltd.

Douglas Hyndman, Counsel for the Monitor of All Canadian Investment Corporation

Wes McMillan, Counsel for Pre-Sale Purchasers, Luigi Garcia and Cheryl Senaglio

Desmond MacMillan, Counsel for Pre-Sale Purchasers Jeffery Winters, Patrick Hunter, Nader Vatauchi and Sandra Lorenzo Iameo

Layne Hellrung, Counsel for Timeline Floors

No. H-200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

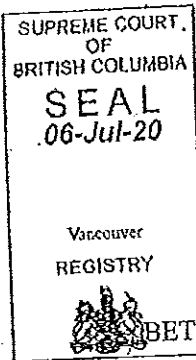
AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD., PETER CENSORIO also known as PETER
ANTHONEY CENSORIO and PETER ANTHONY CENSORIO,
STRADA 39 TRUST, BANCORP GROWTH MORTGAGE FUND II
LTD., BANCORP BALANCED MORTGAGE FUND II LTD.,
BANCORP FINANCIAL SERVICES INC., PK CAPITAL LTD., ALL
CANADIAN INVESTMENT CORPORATION, FBM CANADA GSD,
INC., MEDINA CONCRETE SERVICES LTD., TUCUVAN
CONSTRUCTION LTD., OMNI DRYWALL LTD., 1223293-B.C.
LTD., RAHUL GLASS LTD., SERIN INVESTMENTS LTD.,
CLARION PROPERTY CORPORATION, G. I. H. PROPERTIES
LTD., BARRY CHARLES HOLDINGS LTD., BECISON HOLDING
CORPORATION, SANDRA CHAPPELL, CREST CAPITAL
CORPORATION, DURHAM CAPITAL MANAGEMENT INC.,
YORK VENTURES LTD., HI-GROVE HOLDINGS (1995) LTD.,
DIANE RAUCH, JEFFREY RAUCH, GERHARD RAUCH, HELGA
RAUCH, PAVILION INVESTMENTS INC., RODNEY GRANT
KENYON, ALAN LONG and MANDATE MANAGEMENT
CORPORATION

RECEIVERSHIP ORDER SUPPLEMENTAL #1

OWEN BIRD LAW CORPORATION
P.O. Box 49130
Three Bentall Centre
2900 - 595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Alan A. Frydenlund, Q.C.
File No. 23024-0093

SCHEDULE "B"
COURT ORDER DATED JUNE 30, 2020



No. H 200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD.

PETER CENSORIO also known as PETER ANTHONY CENSORIO
and PETER ANTHONY CENSORIO

STRADA 39 TRUST

BANCORP GROWTH MORTGAGE FUND II LTD.
BANCORP BALANCED MORTGAGE FUND II LTD.

BANCORP FINANCIAL SERVICES INC.
PK CAPITAL LTD.

ALL CANADIAN INVESTMENT CORPORATION
FBM CANADA GSD, INC.

MEDINA CONCRETE SERVICES LTD.
TUCUVAN CONSTRUCTION LTD.

OMNI DRYWALL LTD.
1223293 B.C. LTD.
RAHUL GLASS LTD.

SERIN INVESTMENTS LTD.
CLARION PROPERTY CORPORATION
G. I. H. PROPERTIES LTD.

BARRY CHARLES HOLDINGS LTD.
BECISON HOLDING CORPORATION

SANDRA CHAPPELL
CREST CAPITAL CORPORATION

DURHAM CAPITAL MANAGEMENT INC.
YORK VENTURES LTD.

HI-GROVE HOLDINGS (1995) LTD.
DIANE RAUCH

JEFFREY RAUCH
GERHARD RAUCH

HELG A RAUCH
PAVILION INVESTMENTS INC.

RODNEY GRANT KENYON
ALAN LONG

MANDATE MANAGEMENT CORPORATION

Respondents

IN THE MATTER OF THE RECEIVERSHIP OF
CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)

MADAM JUSTICE FITZPATRICK)

) TUESDAY, THE 30TH DAY OF JUNE, 2020
)
)

ON THE APPLICATION of the Receiver and Manager, D. MANNING & ASSOCIATES INC., ("Receiver") coming on for hearing this day at Vancouver, British Columbia.

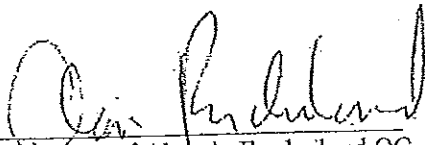
AND ON READING Affidavits #1, #2, #3 and #4 of Alex En Hwa Ng made May 20, June 5, June 19 all of 2020 respectively, Affidavit #1 of Jonathan Wong made January 29, 2020, the First Report of the Receiver dated April 16, 2020, Affidavit #1 of Patrick Hunter made June 19, 2020, Affidavit #1 of Luigi Garcea made June 15, 2020, Affidavit #1 of Vince Taylor made June 16, 2020, Affidavit #1 of Jeffery Winters made June 16, 2020, Affidavit #1 of Peter Censorio made June 16, 2020, Affidavit #1 of Alessandra Iameo made June 17, 2020, Affidavit #1 Nicholas De Santis made June 17, 2020, Affidavit #1 of Nader Vatanchi made June 18, 2020, Affidavit #1 of James Graham made June 18, 2020, Affidavit #1 of Alexandra Graham made June 18, 2020, Affidavit #1 of Gloria Bevacqua made June 19, 2020, Affidavit #1 of Mario Tinucci made June 22, 2020, the Canada and Mortgage Housing Corporation Market Outlook-Summer 2020 filed herein and the pleadings filed herein; AND ON HEARING Alan A. Frydenlund QC, Counsel for the Receiver and other counsel as listed on Schedule A hereto, and no one else appearing, although duly served.

THIS COURT ORDERS AND DECLARES THAT;

1. The Receiver is hereby authorized to pay to Empire Masonry Ltd. the sum of \$20,000 being a necessary and settled critical pre-receivership expense.
2. Endorsement of this Order by Counsel appearing on this application other than the Receiver is dispensed with.

APPROVED BY:

BY THE COURT



Signature of Alan A. Frydenlund QC
lawyer for Receiver and Manager

Digitally signed by
Roberts, Nicole

REGISTRAR

Digitally signed by
Fitzpatrick, J

Schedule A
Counsel Appearing

William Roberts and Noor Mann, Counsel for Bancorp Growth Mortgage Fund II Ltd., Bancorp Balanced Mortgage Fund II Ltd. Bancorp Financial Services Inc.

Vicki Tickle, Counsel for PK Capital Ltd.

Wes McMillan, Counsel for Pre-Sale Purchasers, Luigi Garcea and Cheryl Serraglio

Desmond MacMillan, Counsel for Pre-Sale Purchasers, Patrick Hunter, Brian Gillis, Nader Vatanchi, Gloria and Emilo Bevacqua, Alexandra and Jim Graham, Mario Tinucci, Nick De Santis, 1166538 B.C. Ltd. and 2533596 Ontario Ltd.

Pre-Sale Purchasers Appearing by Teleconference

Camille Dorsey

Kristina Laura Van Hombecck

No. H-200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD., PETER CENSORIO also known as PETER
ANTHONEY CENSORIO and PETER ANTHONY CENSORIO,
STRADA 39 TRUST, BANCORP GROWTH MORTGAGE FUND II
LTD., BANCORP BALANCED MORTGAGE FUND II LTD.,
BANCORP FINANCIAL SERVICES INC., PK CAPITAL LTD., ALL
CANADIAN INVESTMENT CORPORATION, FBM CANADA GSD,
INC., MEDINA CONCRETE SERVICES LTD., TUCUVAN
CONSTRUCTION LTD., OMNI DRYWALL LTD., 1223293 B.C.
LTD., RAHUL GLASS LTD., SERIN INVESTMENTS LTD.,
CLARION PROPERTY CORPORATION, G. I. H. PROPERTIES
LTD., BARRY CHARLES HOLDINGS LTD., BECISON HOLDING
CORPORATION, SANDRA CHAPPELL, CREST CAPITAL
CORPORATION, DURHAM CAPITAL MANAGEMENT INC.,
YORK VENTURES LTD., HI-GROVE HOLDINGS (1995) LTD.,
DIANE RAUCH, JEFFREY RAUCH, GERHARD RAUCH, HELGA
RAUCH, PAVILION INVESTMENTS INC., RODNEY GRANT
KENYON, ALAN LONG and MANDATE MANAGEMENT
CORPORATION

RECEIVERSHIP ORDER SUPPLEMENTAL #2

OWEN BIRD LAW CORPORATION
P.O. Box 49130
Three Bentall Centre
2900 - 595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Alan A. Frydenlund, Q.C.
File No. 23024-0093

SCHEDULE "C"

COURT ORDER DATED JULY 6, 2020

OF
BRITISH COLUMBIA

SEAL
08-Jul-20

Vancouver
REGISTRY



BETWEEN:

No. H - 200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD.
PETER CENSORIO also known as PETER ANTHONY CENSORIO
and PETER ANTHONY CENSORIO
STRADA 39 TRUST
BANCORP GROWTH MORTGAGE FUND II LTD.
BANCORP BALANCED MORTGAGE FUND II LTD.
BANCORP FINANCIAL SERVICES INC.
PK CAPITAL LTD.
ALL CANADIAN INVESTMENT CORPORATION
FBM CANADA GSD, INC.
MEDINA CONCRETE SERVICES LTD.
TUCUVAN CONSTRUCTION LTD.
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SERIN INVESTMENTS LTD.
CLARION PROPERTY CORPORATION
G. I. H. PROPERTIES LTD.
BARRY CHARLES HOLDINGS LTD.
BECISON HOLDING CORPORATION
SANDRA CHAPPELL
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DURHAM CAPITAL MANAGEMENT INC.
YORK VENTURES LTD.
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DIANE RAUCH
JEFFREY RAUCH
GERHARD RAUCH
HELGA RAUCH
PAVILION INVESTMENTS INC.
RODNEY GRANT KENYON
ALAN LONG
MANDATE MANAGEMENT CORPORATION

Respondents

IN THE MATTER OF THE RECEIVERSHIP OF
CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)

MADAM JUSTICE FITZPATRICK.)

MONDAY, THE 6TH DAY OF JULY, 2020

ON THE APPLICATION of the Receiver and Manager, D. MANNING & ASSOCIATES INC., ("Receiver") coming on for hearing June 30, 2020 at Vancouver, British Columbia.

AND ON READING Affidavits #1, #2, #3 and #4 of Alex En Hwa Ng made May 20, June 5, June 19 all of 2020 respectively, Affidavit #1 of Jonathan Wong made January 21, 2020, the First Report of the Receiver dated April 16, 2020, Affidavit #1 of Patrick Hunter made June 19, 2020, Affidavit #1 of Luigi Garcea made June 15, 2020, Affidavit #1 of Vince Taylor made June 16, 2020, Affidavit #1 of Jeffery Winters made June 16, 2020, Affidavit #1 of Peter Censorio made June 16, 2020, Affidavit #1 of Alessandra Iameo made June 17, 2020, Affidavit #1 of Nicholas De Santis made June 17, 2020, Affidavit #1 of Nader Vatanchi made June 18, 2020, Affidavit #1 of James Graham made June 18, 2020, Affidavit #1 of Alexandra Graham made June 18, 2020, Affidavit #1 of Gloria Bevacqua made June 19, 2020, Affidavit #1 of Mario Tinucci made June 22, 2020, the Canada and Mortgage Housing Corporation Market Outlook- Summer 2020 filed herein and the pleadings filed herein; AND ON HEARING Alan A. Frydenlund QC, Counsel for the Receiver and other counsel as listed on Schedule A hereto, and no one else appearing, although duly served, and on judgment being reserved to this date. *and appearing by telephone.*

THIS COURT ORDERS AND DECLARES THAT;

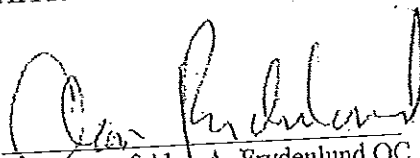
1. Effective July 17, 2020, the Receiver is hereby authorized to disclaim:
 - (a) the ten remaining residential pre-sale contracts, being those pre-sale contracts for units 103 (Strata Lot 3), 104 (Strata Lot 4), 204 (Strata Lot 11), 208 (Strata Lot 9), 304 (Strata Lot 19), 308 (Strata Lot 17), 401 (Strata Lot 21), 403 (Strata Lot 22), 406 (Strata Lot 26), 408 (Strata Lot 25); and
 - (b) the pre-sale contract for the commercial unit, Strata Lot 29.
 (collectively, the "Pre-Sale Units")

2. The Receiver shall, before offering any of the Pre-Sale Units for sale to the general public, offer the Pre-Sale Units to the disclaimed pre-sale purchasers in accordance with the following:
 - (a) in respect of the ten residential units, the disclaimed pre-sale purchaser shall be entitled to purchase the property that is the subject of their respective disclaimed pre-sale contract, at the following prices, being calculated as 92.5% of the prices recommended by Rennie Developer Services & Advisory:

- (i) Unit 103 (Strata Lot 3) -- \$471,658.00;
 - (ii) Unit 104 (Strata Lot 4) -- \$434,658.00;
 - (iii) Unit 204 (Strata Lot 11) -- \$462,408.00;
 - (iv) Unit 208 (Strata Lot 9) -- \$480,908.00;
 - (v) Unit 304 (Strata Lot 19) -- \$480,908.00;
 - (vi) Unit 308 (Strata Lot 17) -- \$490,158.00;
 - (vii) Unit 401 (Strata Lot 21) -- \$813,908.00;
 - (viii) Unit 403 (Strata Lot 22) -- \$795,408.00;
 - (ix) Unit 406 (Strata Lot 26) -- \$536,408.00;
 - (x) Unit 408 (Strata Lot 25) -- \$536,408.00;
- (b) in respect of the commercial unit, being Strata Lot 29, the disclaimed pre-sale purchaser shall be entitled to purchase that property for \$3,100,000.00 (collectively the "Offers");

3. It shall be a term of each offer that the sale will complete within 14 business days of the Receiver obtaining an occupancy permit, or such later date as may be agreed to by the Receiver and that particular pre-sale purchaser.
4. The Receiver shall leave these offers to pre-sale purchasers open for acceptance until July 16, 2020, after which the offers shall be automatically withdrawn.
5. The Receiver shall commence marketing and sale the subject properties, including the Pre-Sale Units, save for those units sold to existing pre-sale purchasers in accordance with the preceding paragraphs.
6. Endorsement of this Order by Counsel appearing on this application other than the Receiver is dispensed with.

APPROVED BY:


Signature of Alan A. Frydenlund QC
lawyer for Receiver and Manager

BY THE COURT

Digitally signed by
Ng, Jasmine

REGISTRAR

Digitally signed by
Filpatrick, J

Schedule A

Counsel Appearing

William Roberts and Noor Mann, Counsel for Bancorp Growth Mortgage Fund II Ltd., Bancorp Balanced Mortgage Fund II Ltd. and Bancorp Financial Services Inc.

Vicki Tickle, Counsel for PK Capital Ltd.

Wes McMillan, Counsel for Pre-Sale Purchasers, Luigi Garcea and Cheryl Serraglio

Desmond MacMillan, Counsel for Pre-Sale Purchasers, Patrick Hunter, Brian Gillis, Nader Vatanchi, Gloria and Emilo Bevacqua, Alexandra and Jim Graham, Mario Tinucci, Nick De Santis, 1166538 B.C. Ltd. and 2533596 Ontario Ltd.

Pre-Sale Purchasers Appearing by Teleconference

Camille Dorsey

Kristina Laura Van Hombbeck

Parties Appearing by Teleconference

Peter Censorio

No. H-200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

AND:

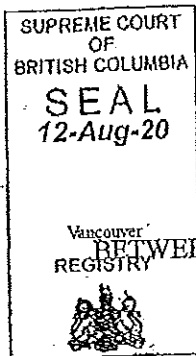
CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD., PETER CENSORIO also known as PETER
ANTHONEY CENSORIO and PETER ANTHONY CENSORIO,
STRADA 39 TRUST, BANCORP GROWTH MORTGAGE FUND II
LTD., BANCORP BALANCED MORTGAGE FUND II LTD.,
BANCORP FINANCIAL SERVICES INC., PK CAPITAL LTD., ALL
CANADIAN INVESTMENT CORPORATION, FBM CANADA GSD,
INC., MEDINA CONCRETE SERVICES LTD., TUCUVAN
CONSTRUCTION LTD., OMNI DRYWALL LTD., 1223293 B.C.
LTD., RAHUL GLASS LTD., SERIN INVESTMENTS LTD.,
CLARION PROPERTY CORPORATION, G. I. H. PROPERTIES
LTD., BARRY CHARLES HOLDINGS LTD., BECISON HOLDING
CORPORATION, SANDRA CHAPPELL, CREST CAPITAL
CORPORATION, DURHAM CAPITAL MANAGEMENT INC.,
YORK VENTURES LTD., HI-GROVE HOLDINGS (1995) LTD.,
DIANE RAUCH, JEFFREY RAUCH, GERHARD RAUCH, HELGA
RAUCH, PAVILION INVESTMENTS INC., RODNEY GRANT
KENYON, ALAN LONG and MANDATE MANAGEMENT
CORPORATION

RECEIVERSHIP ORDER SUPPLEMENTAL #2

OWEN BIRD LAW CORPORATION
P.O. Box 49130
Three Bentall Centre
2900 - 595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Alan A. Frydenlund, Q.C.
File No. 23024-0093

SCHEDULE "D"

COURT ORDER DATED AUGUST 12, 2020



No. H - 200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD.

PETER CENSORIO also known as PETER ANTHONY CENSORIO
and PETER ANTHONY CENSORIO

STRADA 39 TRUST

BANCORP GROWTH MORTGAGE FUND II LTD.
BANCORP BALANCED MORTGAGE FUND II LTD.
BANCORP FINANCIAL SERVICES INC.

PK CAPITAL LTD.

ALL CANADIAN INVESTMENT CORPORATION
FBM CANADA GSD, INC.

MEDINA CONCRETE SERVICES LTD.
TUCUVAN CONSTRUCTION LTD.

OMNI DRYWALL LTD.

1223293 B.C. LTD.

RAHUL GLASS LTD.

SERIN INVESTMENTS LTD.

CLARION PROPERTY CORPORATION
G. I. H. PROPERTIES LTD.

BARRY CHARLES HOLDINGS LTD.
BECISON HOLDING CORPORATION

SANDRA CHAPPELL

CREST CAPITAL CORPORATION
DURHAM CAPITAL MANAGEMENT INC.
YORK VENTURES LTD.

HI-GROVE HOLDINGS (1995) LTD.

DIANE RAUCH

JEFFREY RAUCH

GERHARD RAUCH

HELGA RAUCH

PAVILION INVESTMENTS INC.

RODNEY GRANT KENYON

ALAN LONG

MANDATE MANAGEMENT CORPORATION

Respondents

IN THE MATTER OF THE RECEIVERSHIP OF
CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE
MADAM JUSTICE IYER

)
)
) WEDNESDAY, THE 12TH DAY OF AUGUST,
) 2020

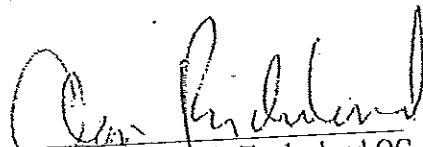
ON THE APPLICATION of the Receiver and Manager, D. MANNING & ASSOCIATES INC., ("Receiver") coming on for hearing this day at Vancouver, British Columbia, by teleconference.

AND ON READING Affidavit #1 of William Choo made July 29 2020, the First Report of the Receiver dated April 16, 2020, and the pleadings filed herein; AND ON HEARING Alan A. Frydenlund QC, Counsel for the Receiver, and no one else appearing, although duly served.

THIS COURT ORDERS AND DECLARES THAT;

1. The Respondent, All Canadian Investment Corporation be directed to release the Certificate of Pending Litigation registered at 14:27, September 16, 2019, under number CA7750158 ("CPL") against title to the lands the subject of this proceeding (the "Property") to permit the Receiver to register strata plans to subdivide the Property.
2. All Canadian Investment Corporation shall, notwithstanding the release of the CPL, maintain any priority attributable to the CPL and its time and date of registration against the Property as though it was not released.
3. All Canadian may, but is not obliged to, register a Certificate of Pending Litigation against the titles to the Property following subdivision of the Property and such registration shall be deemed to be effective as of 14:27, September 16, 2019.
4. Endorsement of this Order by Counsel appearing on this application other than the Receiver is dispensed with.

APPROVED BY:


Signature of Alan A. Frydenlund QC
lawyer for Receiver and Manager

BY THE COURT

Digitally signed by
Novcic, Maja

REGISTRAR

No. H-200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD., PETER CENSORIO also known as PETER
ANTHONEY CENSORIO and PETER ANTHONY CENSORIO,
STRADA 39 TRUST, BANCORP GROWTH MORTGAGE FUND II
LTD., BANCORP BALANCED MORTGAGE FUND II LTD.,
BANCORP FINANCIAL SERVICES INC., PK CAPITAL LTD., ALL
CANADIAN INVESTMENT CORPORATION, FBM CANADA GSD,
INC., MEDINA CONCRETE SERVICES LTD., TUCUVAN
CONSTRUCTION LTD., OMNI DRYWALL LTD., 1223293 B.C.
LTD., RAHUL GLASS LTD., SERIN INVESTMENTS LTD.,
CLARION PROPERTY CORPORATION, G. I. H. PROPERTIES
LTD., BARRY CHARLES HOLDINGS LTD., BECISON HOLDING
CORPORATION, SANDRA CHAPPELL, CREST CAPITAL
CORPORATION, DURHAM CAPITAL MANAGEMENT INC.,
YORK VENTURES LTD., HI-GROVE HOLDINGS (1995) LTD.,
DIANE RAUCH, JEFFREY RAUCH, GERHARD RAUCH, HELGA
RAUCH, PAVILION INVESTMENTS INC., RODNEY GRANT
KENYON, ALAN LONG and MANDATE MANAGEMENT
CORPORATION

RECEIVERSHIP ORDER SUPPLEMENTAL #3

OWEN BIRD LAW CORPORATION
P.O. Box 49130
Three Bentall Centre
2900 - 595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Alan A. Frydenlund, Q.C.
File No. 23024-0093

SCHEDULE "E"

COURT ORDER DATED NOVEMBER 20, 2020
(SEALING ORDER)

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

NOV 20 2020

ENTERED

BETWEEN:

FORM 35 (RULES 8-4(1), 13-1(3) AND 17-1(2))

No. H 200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.
PETER CENSORIO also known as PETER ANTHONY CENSORIO
and PETER ANTHONY CENSORIO

STRADA 39 TRUST

BANCORP GROWTH MORTGAGE FUND II LTD.
BANCORP BALANCED MORTGAGE FUND II LTD.
BANCORP FINANCIAL SERVICES INC.

PK CAPITAL LTD.

ALL CANADIAN INVESTMENT CORPORATION

FBM CANADA GSD, INC.

MEDINA CONCRETE SERVICES LTD.
TUCUVAN CONSTRUCTION LTD.

OMNI DRYWALL LTD.

123293 B.C. LTD.

RAHUL GLASS LTD.

SERIN INVESTMENTS LTD.

CLARION PROPERTY CORPORATION

G. I. H. PROPERTIES LTD.

BARRY CHARLES HOLDINGS LTD.
BECISON HOLDING CORPORATION

SANDRA CHAPPELL

CREST CAPITAL CORPORATION
DURHAM CAPITAL MANAGEMENT INC.

YORK VENTURES LTD.

HI-GROVE HOLDINGS (1995) LTD.

DIANE RAUCH

JEFFREY RAUCH

GERHARD RAUCH

HELGA RAUCH

PAVILION INVESTMENTS INC.

RODNEY GRANT KENYON

ALAN LONG

MANDATE MANAGEMENT CORPORATION

Respondents

SEALING ORDER

BEFORE) THE HONOURABLE MR./MADAM JUSTICE) 20/NOV/2020
))
) DOUGLAS)
))

ON THE APPLICATION of D. Manning & Associates Inc., the court-appointed Receiver and Manager of Censorio Group (Hastings & Carleton) Holdings Ltd. (the "Receiver"), coming on for hearing at Vancouver, British Columbia on 20/NOV/2020 and on hearing Alan A. Frydenlund, Q.C., counsel for the Receiver, and no-one else appearing although duly served;

THIS COURT ORDERS that:

1. Access to sealed items is permitted by:

Counsel of Record

Parties on Record

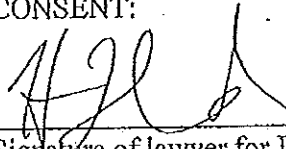
Further Court Order

Others _____

Items to be sealed

Document Name:	Date filed	Number of copies filed	Duration of Sealing Order	Sought	Granted Y / N
1) Entire File					
2) Specific Documents Affidavit #5 of Alex En Hwa Ng, made November 13, 2020	To be filed	1	Further court order	Y	Y
3) Clerk's Notes					
4) Order					

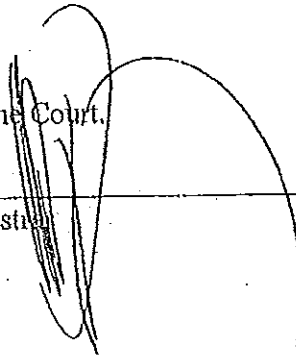
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Signature of lawyer for D. Manning & Associates Inc.,
the Receiver of Censorio Group (Hastings & Carleton) Holdings Ltd.,
for Alan A. Frydenlund, Q.C.

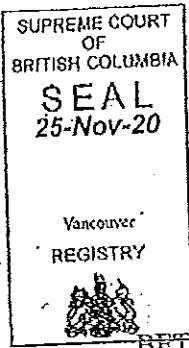
By the Court.

Registered



SCHEDULE "F"

COURT ORDER DATED NOVEMBER 20, 2020
APPROVING MINIMUM PRICES



No. H 200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD. ET AL

Respondents

ORDER MADE AFTER APPLICATION
(ORDER PREAPPROVING SALE PRICES)

BEFORE) THE HONOURABLE MADAM) FRIDAY, THE 20TH DAY OF
))
) JUSTICE DOUGLAS) NOVEMBER, 2020

ON THE APPLICATION of D. MANNING & ASSOCIATES INC. (the "Receiver") coming on for hearing on this day at Vancouver, British Columbia, and on hearing ALAN A. FRYDENLUND, Q.C., counsel for the Receiver and no-one else appearing, although given notice in accordance with the Rules of the Court, and on reading the materials filed herein:
Counsel appeared by telephone;

THIS COURT ORDERS THAT:

1. The Receiver is hereby authorized to sell the following the lands and premises the subject of this proceeding being:

City of Burnaby

Strata Lots 2, 3, 4, 5, 12, 6, 7, 10, 8, 9, 13, 20, 14, 19, 15, 18, 16, 17, 21, 22, 23, 26, 24 and 25, District Lot 121 Group 1 NWD Strata Plan EPS5728

(each Strata Lot referred to separately as a "Unit" and collectively as the "Lands")

to any purchaser(s) for a sum no less than the gross price for each respective Unit as listed in column "M" of the Price List attached as Exhibit "B" Affidavit #5 of Alex En Hwa Ng

(which was sealed pursuant the Order of this Court made this day) for each respective property, is hereby approved (the "Preapproved Minimum Prices"), without further Court approval.

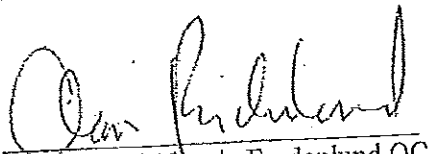
2. Upon the Receiver submitting for filing, at the Registry of the Court, a copy of this Order, a form of Vesting Order and a Certificate certifying that a contract for a particular Unit is at least in the amount of the Preapproved Minimum Price and setting out:
- i. the name(s) of the purchaser(s);
 - ii. Unit number and legal description; and
 - iii. purchase price;

the Registry of this Court is directed to enter a Vesting Order for each such Unit, and from time to time, in the form of Vesting Order as submitted by the Receiver, substantially in the form as attached hereto as Schedule 1.

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:

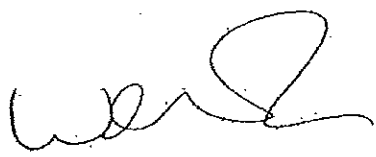
APPROVED BY:

BY THE COURT


Signature of Alan A. Frydenlund QC
lawyer for Receiver and Manager

Digitally signed by
Naidu, Sanjeev

REGISTRAR



Signature of William Roberts
lawyer for Bancorp Growth Mortgage Fund II
Ltd., Bancorp Balanced Mortgage Fund II Ltd.
and Bancorp Financial Services Inc.

SCHEDULE 1

No. H 200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD. ET AL

Respondents

ORDER
(VESTING ORDER FOR PREAPPROVING SALES)

BEFORE)
)) _____ DAY, THE _____
)) DAY OF _____,
)) _____ 202_

ON THE APPLICATION of D. MANNING & ASSOCIATES INC. (the "Receiver") this
_____ day of _____, 202_ at Vancouver, British Columbia, and on reading the Order
of Madam Justice Douglas pronounced November 20, 2020, and on reading the Receiver's
Certificate dated _____, 202_ :

THIS COURT ORDERS THAT:

- 1. The sale of the following lands and premises:

City of Burnaby

Parcel Identifier: _____

Strata Lot _____ District Lot 121 Group 1 NWD Strata Plan EPS5728

(the "Lands")

to _____ of _____, or if amended or assigned by the purchaser and agreed to by the Receiver, as set out in a letter from the solicitors for the Receiver, on the terms and conditions set out in the Contract of Purchase and Sale dated _____ for the sum of _____ is hereby approved.

2. Upon filing a certified copy of this Order in the New Westminster Land Title Office together with a letter from the Receiver's solicitor authorizing such registration and subject to the terms of this Order, the Lands be conveyed to and vest in the purchaser, _____, in fee simple, [choose joint tenants] free and clear of any estate, right, title, interest, equity of redemption, and other claims of the parties, except the reservations, provisos, exceptions, and conditions expressed in the original grant(s) thereof from the Crown.

3. The dates for completion, adjustment and possession be set at [choose either: _____ days following the issuance of an Occupancy Permit or _____ 202] or so soon before or so soon thereafter as the Receiver and the purchaser shall agree.

4. The net purchase price for each respective Unit after adjustments shall be paid to OWEN BIRD LAW CORPORATION, in trust, and shall be paid out in accordance with the following priorities without further order:

- a) in payment of any outstanding property taxes, water and sewer rates;
- b) in payment of real estate commission and GST, if payable;
- c) to The Owners, Strata Plan EPS5728, the amount appropriately due pursuant to Section 116 of the *Strata Property Act*;
- d) GST, if payable;
- e) to the Receiver to the credit of this proceeding.

5. For the purpose of issuing title in respect of the Lands, the following charges, liens, encumbrances, caveats, mortgages, and certificates of pending litigation be cancelled insofar as they apply to the Lands:

RESPONDENTS	NATURE OF INTERESTS	REGISTRATION NUMBERS
PEOPLES TRUST COMPANY	Mortgage	CA6245585
	Assignment of Rents	CA6245586
	Certificate of Pending Litigation	CA7994287
	Certificate of Pending Litigation	CA7996226
BANCORP GROWTH MORTGAGE FUND II LTD., BANCORP BALANCED MORTGAGE FUND II LTD. and BANCORP FINANCIAL SERVICES INC.	Mortgage	CA6245684 modified by CA7557828
	Assignment of Rents	CA6245685 modified by CA7557829
PK CAPITAL LTD.	Mortgage	CA7219414
	Assignment of Rents	CA7219415
ALL CANADIAN INVESTMENT CORPORATION	Certificate of Pending Litigation	CA7750158
	Claim of Builders Lien	CA7847746
MEDINA CONCRETE SERVICES LTD.	Claim of Builders Lien	CA7883860
	Claim of Builders Lien	CA7914853
TUCUVAN CONSTRUCTION LTD.	Claim of Builders Lien	CA7929493
OMNI DRYWALL LTD.	Claim of Builders Lien	CA7992704
1223293 B.C. LTD.	Claim of Builders Lien	CA7995006
RAHUL GLASS LTD.	Claim of Builders Lien	

together with any other charges, liens, encumbrances, caveats, mortgages, or certificates of pending litigation registered against the Lands subsequent to 11:33 am on January 23, 2020 being the time and date of the registration of the Petitioner's Certificate of Pending Litigation No. CA7996226 which had been released to permit registration of the Strata Plan herein.

6. The parties may apply for such further direction as may be necessary to carry out this Order.

BY THE COURT

REGISTRAR

No. H-200039
Vancouver Registry

IN THE SUPREME COURT OF BRITISH
COLUMBIA

BETWEEN:

PEOPLES TRUST COMPANY

Petitioner

AND:

CENSORIO GROUP (HASTINGS & CARLETON)
HOLDINGS LTD. ET AL

Respondents

ORDER MADE AFTER APPLICATION
(ORDER PREAPPROVING SALES PRICES)

OWEN BIRD LAW CORPORATION
P.O. Box 49130
Three Bentall Centre
2900 - 595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Alan A. Frydenlund, Q.C.
File No. 23024-0093

SCHEDULE "G"
COST TO COMPLETE BUDGET

AS OF: November 24, 2020
 FILE: 3-8574
 CLAIM: No.9

LENDER:
 DEVELOPER:

Receiver & Manager: D. Manning & Associates Inc.
 Consoro Group (Hastings & Carleton) Holdings Ltd.

PROGRESS CLAIM FORM
 'Hastings & Carleton'
 4223 Hastings Street, Burnaby, BC

CODE	ELEMENT	(1)	(2a)	(2b)	(2)	(3)	(4)	(5)	(6)	(7)				
		ORIGINAL BUDGET	PRIOR BUDGET REVISIONS	CURRENT BUDGET REVISIONS	TOTAL BUDGET REVISIONS	REVISED BUDGET					CURRENT PAID	CURRENT CLAIM	TOTAL CLAIM	COST TO COMPLETE
						(1+2)	(3-6)	(4+5)	(3-6)					
1000	GENERAL REQUIREMENTS	261,152	0	227,769	227,769	488,921	336,835	69%	29,923	13%	386,758	75%	122,164	25%
2000	SITE WORK	38,163	0	6,308	6,308	44,471	44,467	100%	0	0%	44,467	100%	4	0%
3000	CONCRETE	8,000	0	39,581	39,581	47,581	47,582	100%	0	0%	47,582	100%	(1)	0%
4000	MASONRY	5,275	0	303	303	5,578	5,578	100%	0	0%	5,578	100%	(0)	0%
5000	METALS	92,256	0	38,947	38,947	131,083	112,205	86%	0	0%	112,205	96%	18,878	14%
6000	WOOD & PLASTICS	60,000	0	17,385	17,385	77,385	76,577	99%	808	5%	77,386	100%	(1)	0%
7000	THERMAL & MOISTURE	118,800	0	56,054	56,054	174,854	134,094	77%	25,759	46%	159,853	91%	15,001	9%
8000	DOORS & WINDOWS	59,302	0	45,385	45,385	104,687	77,503	74%	0	0%	77,503	74%	27,184	26%
9000	FINISHES	186,819	0	128,114	128,114	314,933	284,217	90%	13,495	11%	297,712	95%	17,221	5%
10000	SPECIALTIES	141,004	0	14,221	14,221	155,225	147,064	96%	0	0%	147,064	95%	8,161	5%
11000	EQUIPMENT	175,000	0	7,709	7,709	182,709	182,709	100%	0	0%	182,709	100%	0	0%
12000	FURNISHINGS	43,313	0	5,313	5,313	48,626	48,626	100%	0	0%	48,626	100%	0	0%
13000	SPECIAL CONSTRUCTION	0	0	7,316	7,316	7,316	7,316	100%	0	0%	7,316	100%	(0)	0%
14000	CONVEYING SYSTEMS	5,000	0	977	977	5,977	4,983	83%	994	102%	5,977	100%	0	0%
15000	MECHANICAL	252,900	0	7,188	7,188	260,088	255,327	98%	4,758	66%	260,085	100%	3	0%
16000	ELECTRICAL	149,000	0	23,947	23,947	172,947	144,347	84%	26,000	111%	170,347	99%	2,000	1%
	TOTAL CONSTRUCTION	1,595,954	0	625,817	625,817	2,221,771	1,909,429	86%	101,737	16%	2,011,167	91%	210,614	9%
20000	LAND	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
21000	CONSULTANTS	59,087	0	6,595	6,595	65,682	50,976	76%	3,879	59%	54,855	84%	10,827	16%
22000	DEVELOPMENT	121,000	0	30,995	30,995	151,995	126,477	83%	0	0%	126,477	83%	25,518	17%
23000	GOVERNMENT TAXES & LEVIES	1,726	0	6,454	6,454	8,180	8,180	100%	0	0%	8,180	100%	(0)	0%
24000	MARKETING	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
25000	FINANCING	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
26000	INTEREST RESERVE - 1ST MORTG	0	0	0	0	0	0	0%	0	0%	0	0%	0	100%
26500	INTEREST RESERVE - 2ND MORTG	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
27000	CONTINGENCY 0.00%	200,000	0	(200,000)	(200,000)	1	0	0%	0	0%	0	0%	1	100%
	TOTAL DEVELOPMENT	381,814	0	-155,956	-155,956	225,859	185,634	82%	3,879	-2%	189,513	84%	36,346	16%
	TOTAL PROJECT	1,977,778	0	469,862	469,862	2,447,630	2,095,063	86%	105,616	22%	2,200,680	90%	246,960	10%
1010	Project Manager - 1/2 time	26,000		19,500	19,500	45,500	39,000	88%	6,500	35%	45,500	100%	0	0%
1020	Superintendent	0		5,500	5,500	6,500	5,500	100%	0	0%	6,500	100%	0	0%
1030	Project Coordinator	0		0	0	0	0	0%	0	0%	0	0%	0	0%

1040 Safety Officer	16,000	18,970	18,970	34,970	31,032	89%	3,938	21%	34,970	100%	(0)	0%
1050 Project Accountant - 1/2 time	22,000	25,020	25,020	47,020	37,020	79%	5,000	20%	42,020	89%	5,000	11%
1060 Building Survey	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1070 Legal Survey	10,000	0	0	10,000	9,475	95%	125	0%	9,600	96%	400	4%
1080 Safety Supplies	0	1,355	1,355	1,355	135	10%	3,311	23%	15,045	100%	(0)	0%
1090 Temp Telephone	800	14,245	14,245	15,045	11,734	83%	0	0%	0	0%	0	0%
1100 Temp Office Equipment	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1110 Temp Field Office Supplies	500	417	417	917	786	86%	131	31%	917	100%	(0)	0%
1120 Temp Fencing/Hoarding	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1130 Temp Site Storage	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1140 Temp Site Office	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1150 Temp Field Supplies	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1160 Temp Power	0	450	450	450	450	100%	0	0%	450	100%	(0)	0%
1170 Weather Enclosures	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1180 Project Signage	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1190 Temp Labour	15,000	23,914	23,914	38,914	28,914	74%	0	0%	28,914	74%	10,000	28%
1200 Small Tools & Rentals	0	22,350	22,350	22,350	22,350	100%	1,820	8%	22,350	100%	(0)	0%
1200 Temp Power	12,000	9,610	9,610	21,610	19,790	92%	174	1%	1,587	100%	(0)	0%
1220 Temp Toilets	650	937	937	1,587	1,413	89%	0	0%	0	0%	0	0%
1230 Mobile Crane	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1240 Covered Walkways	0	989	989	989	989	100%	0	0%	989	100%	0	0%
1250 Cartage	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1260 Winter Conditions	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1270 Progressive Clean up (Garbage)	20,000	49,639	49,639	69,639	65,003	93%	2,636	5%	67,639	97%	2,000	3%
1280 Final Clean up	20,000	10,000	10,000	30,000	19,209	64%	662	7%	19,872	66%	10,128	34%
1290 Flag Man	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1300 Guard Rails	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1310 Deficiencies	15,000	0	0	15,000	0	0%	0	0%	0	0%	15,000	100%
1320 Protect Finishes	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1330 Site Security	9,200	3,873	3,873	7,073	5,698	81%	625	16%	6,323	89%	750	11%
1340 Maintenance/1 yr warranty	80,000	0	0	80,000	2,336	3%	0	0%	2,336	3%	77,664	97%
1350 Job Photographs	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1360 Blue Printing / Drafting	0	0	0	0	0	0%	0	0%	0	0%	0	0%
1370 Construction Fee	20,000	20,000	20,000	40,000	35,000	88%	5,000	25%	40,000	100%	0	0%
1000 Subtotal General Requirements	251,152	227,769	227,769	458,921	336,635	69%	29,923	13%	366,758	75%	122,163	25%
2010 Demolition	0	0	0	0	0	0%	0	0%	0	0%	0	0%
2020 Hazmat Removal	0	0	0	0	0	0%	0	0%	0	0%	0	0%
2030 Excavation & Disposal	0	0	0	0	0	0%	0	0%	0	0%	0	0%
2040 Detailed Excavation	0	0	0	0	0	0%	0	0%	0	0%	0	0%
2050 Trenching	0	0	0	0	0	0%	0	0%	0	0%	0	0%

Subtotal Metals	92,236	0	38,847	38,847	131,083	112,205	86%	0	0%	112,205	86%	18,878	14%
6010 Framing - Labour	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
6020 Framing - Materials	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
6030 Misc Framing Materials	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
6040 R/I Backing & Blocking	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
6050 Finish Carpentry	30,000	34,246	34,246	34,246	64,246	63,577	99%	689	2%	64,246	100%	(0)	0%
6060 Millwork(Kitchen/Vanity Install)	30,000	(16,861)	(16,861)	13,139	13,139	13,000	92%	139	-1%	13,139	100%	(0)	0%
Subtotal Wood & Plastics	60,000	0	17,385	17,385	77,385	76,577	99%	808	5%	77,388	100%	(1)	0%

7010 Dampening	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
7020 Canopy Gutter Coating	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
7030 SBS Roofing	25,000	2,675	2,675	27,675	27,675	27,675	100%	0	0%	27,675	100%	0	0%
7040 Batt Insulation	5,000	(2,500)	(2,500)	2,500	2,500	2,500	100%	0	0%	2,500	100%	0	0%
7050 Spray Insulation	75,000	44,946	44,946	119,946	104,946	79,186	66%	25,759	57%	104,946	87%	15,000	13%
7060 Cement Board Siding	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
7070 Wood Soffits	0	3,751	3,751	3,751	3,751	3,751	100%	0	0%	3,751	100%	0	0%
7080 Firestopping	13,800	7,182	7,182	20,982	20,982	20,981	100%	0	0%	20,981	100%	0	0%
7090 Sealants & Caulking	118,900	56,054	56,054	174,954	159,853	134,094	77%	25,759	46%	159,853	91%	15,001	9%
Subtotal Thermal & Moisture	118,900	0	56,054	174,954	159,853	134,094	77%	25,759	46%	159,853	91%	15,001	9%

8010 Metal Doors & Frames	0	6,023	6,023	6,023	6,023	6,023	100%	0	0%	6,023	100%	(0)	0%
8020 Wood Doors & Frames - Suite Entry	0	2,920	2,920	2,920	2,920	2,920	100%	0	0%	2,920	100%	0	0%
8040 Curtain Wall	29,302	0	0	29,302	29,302	2,590	9%	0	0%	2,590	9%	26,712	91%
8050 Vinyl Windows	0	7,905	7,905	7,905	7,905	7,905	100%	0	0%	7,905	100%	(0)	0%
8060 Vinyl Swing Patio Doors	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
8070 Custom Divider Panel Doors	30,000	28,537	28,537	58,537	58,537	58,065	99%	0	0%	58,065	99%	472	1%
Subtotal Doors & Windows	59,302	0	45,285	104,687	104,687	77,503	74%	0	0%	77,503	74%	27,184	26%

9010 Steel Stud	0	21,449	21,449	21,449	21,449	21,449	100%	0	0%	21,449	100%	0	0%
9020 Drywall - Residential	22,000	31,549	31,549	53,549	53,549	53,549	100%	0	0%	53,549	100%	(0)	0%
9030 Drywall - Commercial	0	4,056	4,056	4,056	4,056	4,056	100%	0	0%	4,056	100%	0	0%
9040 Tile	0	0	0	0	0	0	0%	0	0%	0	0%	0	0%
9050 Flooring	60,000	5,000	5,000	65,000	65,000	58,000	89%	0	0%	58,000	89%	7,000	11%
9060 Painting - Exterior	44,818	12,370	12,370	57,188	42,888	42,888	75%	4,080	33%	48,968	82%	10,220	18%

9070 Painting - Interior	60,000	53,680	53,680	113,680	104,275	92%	9,415	18%	113,680	100%	0	0%
Subtotal Finishes	186,819	0	128,114	314,933	284,217	90%	13,495	11%	297,712	95%	17,221	5%
10010 Identifying Devices	3,000	3,949	3,949	6,949	6,949	100%		0%	6,949	100%	0	0%
10020 Bike Enclosures	20,000	500	500	20,500	20,500	100%		0%	20,500	100%	0	0%
10030 Shower Doors	0	0	0	0	0	0%		0%	0	0%	0	0%
10040 Canopy Glass	8,000	7,400	7,400	15,400	7,400	48%		0%	7,400	48%	8,000	52%
10050 Mirrors	8,400	(5,000)	(5,000)	3,400	3,400	100%		0%	3,400	100%	0	0%
10060 Misc. Glazing	1,000	(1,000)	(1,000)	0	0	0%		0%	0	0%	0	0%
10070 Rolling Overhead Doors	0	10,840	10,840	10,840	10,840	100%		0%	10,840	100%	0	0%
10080 Pestal Specialties	0	0	0	0	0	0%		0%	0	0%	0	0%
10090 Closer Shelving	96,404	(468)	(468)	95,936	95,931	100%		0%	95,931	100%	5	0%
10100 Washroom Accessories	4,200	(2,000)	(2,000)	2,200	2,044	93%		0%	2,044	93%	156	7%
Subtotal Specialties	141,004	0	14,221	155,225	147,084	95%	0	0%	147,084	95%	8,161	5%
11010 Appliances	175,000	7,709	7,709	182,709	182,709	100%		0%	182,709	100%	0	0%
Subtotal Equipment	175,000	0	7,709	182,709	182,709	100%		0%	182,709	100%	0	0%
12010 Window Coverings	18,929	929	929	18,929	18,929	100%		0%	18,929	100%	(0)	0%
12020 Cabinets	0	3,339	3,339	3,339	3,339	100%		0%	3,339	100%	0	0%
12030 Countertops	25,313	1,045	1,045	26,358	26,357	100%		0%	26,357	100%	0	0%
Subtotal Furnishings	43,313	0	5,313	48,626	48,626	100%		0%	48,626	100%	0	0%
13010 Fire Safety Plan	0	0	7,316	7,316	7,316	100%		0%	7,316	100%	(0)	0%
Subtotal Fire Safety Plan	0	0	7,316	7,316	7,316	100%		0%	7,316	100%	(0)	0%
14010 Elevator	5,000	977	977	5,977	4,983	83%	994	102%	5,977	100%	0	0%
Subtotal Conveying Systems	5,000	0	977	5,977	4,983	83%	994	102%	5,977	100%	0	0%
15010 Mechanical	177,900	7,188	7,188	185,088	180,327	97%	4,758	66%	185,085	100%	3	0%
15020 Plumbing Fixtures	75,000	0	0	75,000	75,000	100%		0%	75,000	100%	0	0%
Subtotal Mechanical	252,900	0	7,188	260,088	255,327	99%	4,758	66%	260,085	100%	3	0%
16010 Electrical Work	118,000	26,000	26,000	144,000	117,000	81%	25,000	96%	142,000	99%	2,000	1%
16020 Electrical Work - Light Fixtures	22,000	5,347	5,347	27,347	27,347	100%		0%	27,347	100%	(0)	0%
16030 Security Access System	9,000	(8,000)	(8,000)	1,000	0	0%	1,000	-13%	1,000	100%	0	0%
16040 Communications	0	0	0	0	0	0%		0%	0	0%	0	0%
Subtotal Electrical	149,000	0	23,347	172,347	144,347	84%	26,000	111%	170,347	99%	2,000	1%
20010 Land Costs	0	0	0	0	0	0%		0%	0	0%	0	0%
20020 Property Transfer Tax	0	0	0	0	0	0%		0%	0	0%	0	0%
Subtotal Land	0	0	0	0	0	0%		0%	0	0%	0	0%
21010 Architect	20,000	0	0	20,000	13,248	66%		0%	13,248	66%	6,752	34%
21020 Landscape Architect	0	520	520	520	520	100%		0%	520	100%	0	0%

21030 Civil Engineer	4,085	914	914	5,000	100%	5,000	0%	5,000	100%	0	0%
21040 Building Envelope	25,000	809	809	25,809	100%	25,809	0%	25,809	100%	(0)	0%
21050 Structural Engineer	2,500	1,412	1,412	3,912	10%	3,379	239%	3,779	97%	133	3%
21060 Mechanical Engineer	2,500	0	0	2,500	68%	1,701	0%	1,701	68%	799	32%
21070 Electrical Engineer	2,500	0	0	2,500	16%	400	0%	900	36%	1,600	64%
21080 Geotechnical Engineer	0	0	0	0	0%	0	0%	0	0%	0	100%
21090 Certified Professional	0	0	0	0	0%	0	0%	0	0%	0	0%
21100 Other Consultants	2,500	0	0	2,500	38%	959	0%	959	36%	1,541	62%
21110 Code Consultant	0	0	0	0	0%	0	0%	0	0%	0	0%
21120 Acoustic Engineer	0	0	0	0	0%	0	0%	0	0%	0	0%
21130 Traffic Engineer	0	0	0	0	0%	0	0%	0	0%	0	0%
21140 Environmental Consultant	0	0	0	0	0%	0	0%	0	0%	0	0%
21150 Interior Design	0	2,940	2,940	2,940	100%	2,940	0%	2,940	100%	0	0%
21160 Consultant Disbursements	0	0	0	0	0%	0	0%	0	0%	0	100%
21170 Plans / Prints / Drawings	0	0	0	0	0%	0	0%	0	0%	0	0%
Subtotal Consultants	59,087	6,595	6,595	65,682	78%	3,879	59%	54,855	84%	10,827	16%

22010 Development Management	0	0	0	0	0%	0	0%	0	0%	0	0%
22020 Appraisal	0	0	0	0	0%	0	0%	0	0%	0	0%
22030 Insurance	116,000	34,995	34,995	150,995	83%	125,477	0%	125,477	83%	25,518	17%
22040 Home Warranty	0	1,000	1,000	1,000	100%	1,000	0%	1,000	100%	0	0%
22050 Survey - Strata	0	0	0	0	0%	0	0%	0	0%	0	100%
22060 Survey - Legal	0	0	0	0	0%	0	0%	0	0%	0	0%
22070 Rendering	0	0	0	0	0%	0	0%	0	0%	0	0%
22080 Carrying Costs - Strata Fees	5,000	(5,000)	(5,000)	0	0%	0	0%	0	0%	0	0%
22090 Legal - Acquisition / Closing	0	0	0	0	0%	0	0%	0	0%	0	0%
Subtotal Development	121,000	30,995	30,995	151,995	83%	126,477	0%	126,477	83%	25,518	17%

23010 Development Permit / Rezoning	0	0	0	0	0%	0	0%	0	0%	0	0%
23020 Subdivision / Phased Strata	0	0	0	0	0%	0	0%	0	0%	0	0%
23030 Municipal Engineering Fees	0	0	0	0	0%	0	0%	0	0%	0	0%
23040 Building Permit	1,726	(1,038)	(1,038)	688	100%	688	0%	688	100%	0	0%
23050 Cap Off Fees (Sewer & Water)	0	0	0	0	0%	0	0%	0	0%	0	0%
23060 Sign Permit	0	7,492	7,492	7,492	100%	7,492	0%	7,492	100%	(0)	0%
23070 Other City Fees	0	0	0	0	0%	0	0%	0	0%	0	0%
23080 GVS & DD Sewer Levy	0	0	0	0	0%	0	0%	0	0%	0	0%
23090 Park Levy	0	0	0	0	0%	0	0%	0	0%	0	0%
23100 School Levy	0	0	0	0	0%	0	0%	0	0%	0	0%
23110 Property Tax	0	0	0	0	0%	0	0%	0	0%	(0)	0%
Subtotal Government Taxes & Levies	1,726	6,454	6,454	8,180	100%	8,180	0%	8,180	100%	0	0%

24010 Marketing	0	0	0	0	0%	0	0%	0	0%	0	0%
Subtotal Marketing	0	0	0	0	0%	0	0%	0	0%	0	0%

25010 Brokerage Fee	0	0	0	0	0%	0	0%	0	0%	0	0%
25020 Loan Application / Commitment	0	0	0	0	0%	0	0%	0	0%	0	0%
25030 Letter of Credit Fees	0	0	0	0	0%	0	0%	0	0%	0	0%
25040 Other Financing Fees	0	0	0	0	0%	0	0%	0	0%	0	0%
25050 Interest on Land	0	0	0	0	0%	0	0%	0	0%	0	0%
25060 Interest Reserve-TREZ	0	0	0	0	0%	0	0%	0	0%	0	0%
25070 Interest Reserve-1st mortgage	0	0	0	0	0%	0	0%	0	0%	0	100%
25080 Interest Reserve-2nd mortgage	0	0	0	0	0%	0	0%	0	0%	0	0%
25090 Commitment Fee - 1st mortgage	0	0	0	0	0%	0	0%	0	0%	0	0%

25100 Commitment Fee - 2nd mortgage	0	0	0	0	0	0%	0%	0	0%	0	0%
25110 Loan Broker Fee	0	0	0	0	0	0%	0%	0	0%	0	0%
25120 New Loan Closing Costs	0	0	0	0	0	0%	0%	0	0%	0	0%
25130 Legal - Financing / Lender	0	0	0	0	0	0%	0%	0	0%	0	0%
25140 Discharge Fees	0	0	0	0	0	0%	0%	0	0%	0	0%
25150 Quantity Surveyor	0	0	0	0	0	0%	0%	0	0%	0	0%
25160 Loan Extension Fee	0	0	0	0	0	0%	0%	0	0%	0	0%
Total Financing	0	0	0	0	0	0%	0%	0	0%	0	100%

26010 General Contingency	200,000	(200,000)	(200,000)	(200,000)	0	0%	0%	0	0%	1	100%
26020 Construction Contingency	0	0	0	0	0	0%	0%	0	0%	0	0%
Subtotal Contingency	200,000	0	(200,000)	(200,000)	0	0%	0%	0	0%	1	100%

SCHEDULE "H"

OWEN BIRD LAW CORPORATION
REVISED ESTIMATE OF LEGAL FEES MEMORANDUM
DATED NOVEMBER 19, 2020

Memorandum

TO: Alex Ng
FROM: Alan A. Frydenlund, Q.C.
FILE NAME: PTC re Censorio
RE: Legal Budget

DATE: November 19, 2020
CC: Jennifer Williams
William Choo
FILE NO: 23024 -93/94

Our original budget was set at \$225,000, assuming no surprises. In view of the contingencies described below, we anticipate that it will be \$400,000

We have divided this matter generally into two parts: File #23024-93, being primarily litigation and File #23024-94 being primarily solicitor's work. Note that this is a general separation, though there is overlap in both files.

FILE No. 93 [Litigation primarily]

This has been billed to August 26, 2020 and totals approximately \$81,250 "all in"¹

This portion of the matter is "over budget" by \$20,000 primarily due to additional requirements related to the pre-sale contract disclaimer hearing matters

Our budget to get to the point of approving sales was \$60,000.

FILE No 94 [Solicitors primarily]

This has been billed to October 30, 2020 and totals \$202,771 "all in" without taking into account the recovery of \$23,838.49 for the settlement of the surrender of lease described below.

This portion of the matter is "over budget" by \$138,000 due to the additional matters described below:

1. March 27 account (\$27,463) is primarily for the DS as was the May 26 account (\$19,569) which takes that part to \$47,000. We budgeted \$35,000.

¹ Our March 25th account (\$9,520) concerns the presales (contract review and validity) and could properly be put to the 93 file though it was billed in the 94 file. This work was contemplated by the litigation budget

November 19, 2020

Page 2

2. June 29 account (\$33,526). This work was not contemplated in our initial budget. Most of this work related to the tenant 49th Parallel trying to exit the lease as well as Lease matters from Peter Censorio (various issues with non-strata leases and signed lease amendments that had to be resolved). There was significant back and forth negotiating a surrender with 49th Parallels lawyer -- in the end we negotiated a \$19,801.26 settlement for surrender of the lease which was paid by the tenant and returned to the receiver. Any potential argument and liability that 49 parallel had that the delays constituted a breach under the Lease were by the negotiation of a settlement. The Prpic Lease had to be re-drafted and re-negotiated with Tenant's counsel as it was originally prepared on a non-strata form of lease. I.e. the wrong type of lease that would be unattractive to a buyer when the CRU was re-listed and would lead to legal battles with the strata and other owners. Attended to numerous matters re discharge of builder's liens, chasing discharges, following extensively with various counsel, attending to filing of discharges etc.
3. August 30 (\$63,707) an account for 2 months included unanticipated items such as the 92.5% offers made to presale purchasers and the necessary amendment to the disclosure statement to accompany the offers. Of this account \$45,000 was not contemplated in our original budget as there were also carry over of various lease matters as above. Extensive lien discharge matters including chasing counsel for discharges etc. Finish negotiating Prpic corrected strata lease. Extensive chasing of stakeholders such as surveyor for info and materials for disclosure statement -- no transition from prior lawyer of developer to ask questions or obtain correct info. Attending to various matters the developer's lawyer would normally have organized or led ie property manager details, home warranty, parking allocations: Extensive work and follow up with surveyor (ie necessary information to file strata plan and later survey mistakes). Late night scramble to get DS filed so purchase contracts could be presented to old buyers as per Order as DS had to be filed first. Disclaimer notices. Rennie matters re marketing -- reviewing listing agreements with realtors, a lot of hand holding on court process with their conveyance team. Prpic lease issues- leak in building and the tenant refused to start building with alleged leak -- calls with lawyers and negotiation to get them to start building as it would hold up occupancy. Extra Hydro SRW that had to be negotiated, drafted, finalized and filed.
4. the Sept 29 (\$23,399) account dealt with the commercial unit and parking issues \$13,500 was not contemplated on our original budget.-- parking and storage allocation was not sorted out or determined, had to walk stakeholders through options and recommend to go LCP route, work with surveyor to fix and Rennie to align assignments with marketability of each unit More Rennie marketing hand holding (they seem unfamiliar with receiverships). More Prpic leak issues and negotiations -- Prpic threatening to delay build out which would delay entire project. Finish new BC hydro SRW.
5. the Oct 30 (\$34,926) dealt with strata plans and parking. This was not contemplated in our original budget. The surveyor made significant mistake on strata plans which were

November 19, 2020

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ok'd by developer (surveyor created two commercial units instead of one, strata lots misnumbered, unit entitlement was incorrect). Found mistake, figured out how to fix and advised surveyor and Peter. Had to redo all signed strata forms, get everything re-signed, get forms re-approved by Superintendent of Real Estate. More Prpic problems with push back from tenant on multiple leak and other related base building issues. Tenant difficult and required much back and forth with their counsel. We managed to convince them to start and brokered a very effective and cheap solution to what they were stuck on in order to get build out moving). This facilitated the work to continue to press on towards occupancy. Creation of Info package for closings.

Summary

Budget to billing dates \$125,000
Actual to Billing Dates \$271,665²
Over Budget to billing dates \$160,000³

BUDGET GOING FORWARD⁴

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We estimate as follows:

1. \$35,000 for WIP and sales approvals, including: (i) November 20, 2020 court hearing for the 95% list to be approved and certain sale approvals; and (ii) pending court hearing for sale approval and vesting order on the CRU; (iii) court hearings for any residential units sold for less than 95% of list price⁵.
2. \$3,500 reviewing and filing further Receiver's Reports;
3. \$11,500 to pass Receiver's accounts and discharge Receiver

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4. \$10,000 finish amendment to disclosure statement that has to be finalized and filed and post strata plan filing and finish information package and preparation for closing⁶
5. \$27,500 closing sales, lien holdback etc.
6. Contingency \$25,000⁷

² Including PST excluding recoverable GST

³ Approximately as follows: #1 above \$12,000; #2 \$33,500; #3 45,000; #4 \$13,500; #5 \$35,000 plus \$20,000 for additional litigation

⁴ Including disbursements excluding taxes

⁵ This assumes that the Court permits minimum prices and 4/5 of the sales proceed in that fashion

⁶ This assumes that there are no issues with the Strata Plan pending registration

⁷ For additional sales approvals and court matters

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UPDATED BUDGET: Original Budget \$225,000, Revised Budget \$400,000⁸

⁸ Including PST but not recoverable GST

SCHEDULE "I"

RECEIVER'S ESTIMATED FURTHER NET REALIZABLE
VALUE OF THE ASSETS AT NOVEMBER 25, 2020

Censorio Group (Hastings & Carleton) Holdings Ltd.
Estimated Further Net Realizable Value of the Assets
as at November 25, 2020

Assets	Estimated (\$)	Notes
Cash In Receiver and Manager's Trust Account	144,136	As of November 25, 2020
Post-Receiver'ship GST Refund	23,473	Period ended November 25, 2020 to be applied for.
District of Burnaby, Estimated Bond Refunds	100,000	
Sale of 3 Pre-sale Residential Units	2,367,308	Note 1
Less: Selling Commission on Pre-sale	(6,741)	Note 2
Estimated Sale of 24 Unsold Residential Units	14,848,255	
Less: Rennie Listing Commission	(334,086)	2.25% of gross sales
Less: Estimated Selling Commission	(222,711)	3.25% of first \$100,000, 1.1625% of remainder on gross sales.
Less: Estimated further Marketing Costs	(138,187)	Rennie Marketing Systems on unsold residential units
Add: Recovery of refundable Rennie Consulting Fees	15,000	
Subtotal:	16,796,447	

Assets	Estimated (\$)	Notes
Sale of Commercial Retail Unit	3,120,000	Accepted Offer subject to Court approval
Less: Real Estate Commission on Commercial Retail Unit	(82,500)	7% on first \$100,000; 2.5% on balance.
Less: Deposit received on 1 Commercial Lease	(11,168)	Note 3
Less: Tenant Improvements for CRU	(31,300)	\$20,940 Tenant Improvements plus balance due on signage
Less: Deficiency allowances on CRU	(8,000)	
Less: Prepaid rental adjustment on CRU	(16,752)	Estimated 3 months of base rent
Subtotal:	2,970,280	

Assets	Estimated (\$)	Notes
Less: Unbilled and further Estimated costs to Complete	(246,960)	
Less: Estimated Administrative Overhead	(6,500)	Note 4
Less: Estimated Utilities	(5,000)	Hydro and Gas
Less: Estimated Strata Fees	(26,000)	
Less: Estimated Property Taxes and Municipal Utilities	(18,000)	For partial year 2021
Less: Unbilled and further Estimated Receiver and Manager's Costs	(150,000)	November 1, 2020 to completion
Less: Owen Bird Law Corporation fees for November 1, 2020 to completion	(128,335)	October 31, 2020 to completion
Less: Contingency	(35,000)	
Subtotal:	(615,795)	

ESTIMATED FURTHER NET REALIZABLE VALUE OF ASSETS:	19,150,932	
PEOPLES TRUST LOAN BALANCE AS AT OCTOBER 31, 2020	(15,651,525)	Per diem Interest \$1,745.21 from November 1, 2020
ESTIMATED BALANCE AVAILABLE TO SUBSEQUENT SECURED CREDITORS	3,499,407	Before further interest on Peoples Trust Company loan from November 1, 2020 to payout

Note 1: Unit #101 for \$279,900, Unit #402 for \$1,125,000, Unit #201 for \$462,408.

Note 2: Commission on Unit #204.

Note 3: This deposit received from Peopic Eyecare for the company was used to submit BP drawings and consultant work for the commercial retail unit. No monies are held in trust.

Note 4: Homeowner manual and Receiver and Manager's out-of-pocket expenses for the period November 1, 2020 to completion.

THESE ARE ESTIMATED FIGURES AND MAY BE SUBJECT TO CHANGE.

SCHEDULE "J"

RECEIVER'S ESTIMATED NET REALIZABLE VALUE
OF THE ASSETS AS AT NOVEMBER 25, 2020

Censorio Group (Hastings & Carleton) Holdings Ltd.
 Estimated Net Realizable Value of the Assets - Variance Analysis as of November 25, 2020

Assets	April 15, 2020 Estimate (\$)	New Total Estimate (\$)	Variance (\$)	Notes
Cash In Bank	28,016	28,016	0	
GST Refunds	59,003	59,063	60	
City of Burnaby, Bond Refunds	121,124	100,000	(21,124)	Adjustments to bonds, if any, to be confirmed
Sale of 27 Residential Units	17,258,935	17,215,563	(43,372)	
Less: Listing Commission	(388,326)	(334,086)	54,240	
Less: Selling Commission	(256,323)	(229,452)	26,871	
Less: Marketing Costs	(162,000)	(162,000)	0	
Less: Rennie Advisory Fee	(15,000)	(5,000)	10,000	For 1 month, non-refundable
Sale of 1 Commercial Unit	3,100,000	3,120,000	20,000	Accepted Offer subject to Court approval
Real Estate Commission on Commercial Unit	(93,000)	(82,500)	10,500	7% on first \$100,000; 2.5% on balance
Rental Adjustment	0	(16,752)	(16,752)	Prpic Eyecare Inc., 3 months free Basic Rent
Lease Surrender Fee	0	19,801	19,801	49th Parallel Lease termination fee
Settlement of Builders' Liens	0	25,822	25,822	Seagate Structures Ltd. and Insul-Twin Systems Ltd.
Less: Deposit received on 1 Commercial Lease	(11,168)	(11,168)	0	Prpic Eyecare Inc., used to submit BP drawings and consultant work
Less: Lease commission on 1 Commercial Lease	(10,908)	0	10,908	49th Parallel Lease terminated
Less: Tenant Improvements for Commercial Units	(50,000)	(39,300)	10,700	Some TIs moved to Cost to Complete Construction of CRU
Less: Estimated Costs to Complete, PST on appliances, Builder's Risk, Wrapup Liability and Equipment Insurance, and Administrative Overhead	(2,088,979)	(2,614,834)	(525,855)	See Receiver and Manager's Second Report
Less: Estimated Critical Suppliers/Subtrades	(707,770)	(727,770)	(20,000)	Added \$20,000 for Emple Masonry Ltd.
Less: Estimated Receiver and Manager Costs	(630,000)	(685,905)	(55,905)	See Receiver and Manager's Second Report
Less: Estimated Legal Costs	(225,000)	(400,000)	(175,000)	See Receiver and Manager's Second Report
Less: Strata Fees	(26,133)	(26,000)	133	
Less: Contingency	(100,000)	(35,000)	65,000	
ESTIMATED REALIZABLE VALUE OF ASSETS:	15,802,472	15,198,499	(603,973)	

THESE ARE ESTIMATED FIGURES AND MAY BE SUBJECT TO CHANGE.

SCHEDULE "K"

RECEIVER'S INTERIM STATEMENT OF CASH RECEIPTS AND
DISBURSEMENTS FOR THE PERIOD
FEBRUARY 5, 2020 TO NOVEMBER 25, 2020

CENSORIO GROUP (HASTINGS & CARLETON) HOLDINGS LTD.

RECEIVER and MANAGER'S
INTERIM STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD FEBRUARY 5, 2020 TO NOVEMBER 25, 2020

	\$	\$	\$
RECEIPTS			
Advances from Peoples Trust Company		4,085,973.41	
Cash in bank as at February 5, 2020		28,016.78	
GST Collected		990.06	
GST Refunds		128,725.44	
GST Refunds (Pre-Receiver'ship)		59,063.52	
Interest Revenue		146.38	
Lease Surrender Fee (49th Parallel Coffee Holding Inc.)		19,801.26	
Settlement of Builder's Lien		25,821.89	
		<hr/>	
TOTAL RECEIPTS			4,348,538.74
DISBURSEMENTS			
Advertising (Legal)		656.16	
Alarm and Security		29,994.95	
Bank Charges		551.87	
Building Permit Extension Fee		860.45	
Contracted Services:			
Construction Fees	49,736.85		
Consulting Fee (Rennie)	20,000.00		
Project Accounting Fees	51,736.84		
Project Management Fees	64,657.89	186,131.58	
		<hr/>	
Critical Payables		727,770.01	
Development Costs		1,922,837.05	
Filing Fees		90.00	
GST Paid		150,539.99	
Insurance		155,722.00	
Legal Fees and Disbursements: Owen Bird Law Corporation		271,664.67	
Legal Fees and Disbursements: Forbes Boyles Lambert Law		361.18	
Lock & Security		205.95	
Marketing Expenses		32,812.14	
Photocopies		3,181.50	
Postage & Courier		1,192.86	
Property Taxes		124,224.08	
Receiver and Manager's Fees		535,905.25	
Rental Expenses:			
Toilet	3,076.10		
Equipment	23,867.25		
Fence	2,468.23	29,411.58	
		<hr/>	
Search		8.50	
Security Deposit (BC Hydro)		1,314.00	
Telephone & Facsimile		2,786.65	
Travel		1,256.69	
Utilities:			
Gas and Hydro	19,690.36		
Internet	989.63		
Waste Disposal	806.00	21,485.99	
		<hr/>	
WorkSafe B.C. (Pre-Receiver'ship secured claim)		3,437.59	
		<hr/>	
TOTAL DISBURSEMENTS			4,204,402.69
EXCESS OF RECEIPTS OVER DISBURSEMENTS			144,136.05