

Entered

C42869

Clerk's stamp:



COURT FILE NUMBER

1701-07807

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

\$50.00

COM

May 4 2022

**IN THE MATTER OF THE COMPANIES ACT, R.S.A.
2000, c C-21.**

AND

**IN THE MATTER OF THE JUDICATURE ACT, R.S.A.
2000, c J-2.**

AND

**IN THE MATTER OF SHEPHERD'S VILLAGE
MINISTRIES LTD.**

APPLICANT

**KPMG INC., in its capacity as liquidator of
SHEPHERD'S VILLAGE MINISTRIES LTD.**

DOCUMENT

APPLICATION

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

Dentons Canada LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8

Attention: David Mann / Afshan Naveed
Ph. (403) 268-7097 / 7015 Fx. (403) 268-3100
File No.: 533650-8

NOTICE TO THE RESPONDENT(S) – SEE ATTACHED SERVICE LIST as Schedule "A"

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date: May 4, 2022

Time: 11:00 a.m.

Where: Calgary Courts Centre, 601, 5th Street SW
VIA WEBEX

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom60>

Before: The Honourable Justice K.M. Horner

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

Remedy claimed or sought:

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fifth Report (defined herein) of the Liquidator (defined herein).
2. The applicant, KPMG Inc. ("**KPMG**"), in its capacity as liquidator (the "**Liquidator**") of Shepherd's Village Ministries Ltd. ("**SVM**") and as the investigator (the "**Investigator**") of Condominium Plan No. 0020672 (the "**Condo Corp**") seeks the following relief:
 - (a) an Order, in substantially the same form as attached hereto as **Schedule "B"**, granting, among other things, the following relief:
 - (i) approving and ratifying the activities of Liquidator, as described in the Fifth Report of the Liquidator and Investigator, dated April 22, 2022 (the "**Fifth Report**");
 - (ii) approving the Estimated Statement of Receipts and Payments of the Liquidator/Investigator for the period June 8, 2017 to date of discharge, without the necessity of further compliance with s.247 of the *Companies Act*, R.S.A. 2000, c C-21 (the "**CA**");
 - (iii) dispensing with the requirements to settle a list of contributories, in accordance with s.227(2) of the CA;
 - (iv) approving the fees and disbursements of the Liquidator/Investigator from January 1, 2021 to discharge, without the necessity of a formal passing of accounts;
 - (v) approving the fees and disbursements of counsel for the Liquidator/Investigator from January 1, 2021 to discharge, without the necessity of a formal passing of accounts;
 - (vi) distribution of the Proceeds (defined below) to the Liquidator/Investigator and it's counsel, on a *pro rata* basis to each, in partial satisfaction of their fees and disbursements;
 - (vii) directing the destruction of the physical books and records of SVM following the expiry of 90 days from the date a copy of this Order is posted to the Liquidator's website for these proceedings, unless collected or claimed by an entitled party under s.248 of the CA;
 - (viii) declaring that the affairs of SVM have been completely wound up, as far as reasonably practicable, and SVM shall be dissolved from the date of the Order so granted, pursuant to s.226 of the CA;
 - (ix) ordering the discharge/release the Liquidator, upon the filing of a Liquidator's Certificate, after disbursement of the Proceeds and concluding any remaining administrative matters with respect to the estate, pursuant to s.249 of the CA; and

- (x) empowering the Liquidator, notwithstanding its discharge, to perform any act necessary or incidental to the conclusion of the liquidation of SVM, and approving the estimated fees and disbursements of the Liquidator and its legal counsel in respect thereof.
- 3. Such further and other relief, advice and directions as counsel may advise and this Honourable Court may deem just and appropriate.

Grounds for making this Application:

- 4. SVM is a not-for-profit company incorporated pursuant to Part 9 of the CA. On June 8, 2017, KPMG was appointed the Liquidator of SVM pursuant to an *ex parte* Order granted by The Honourable Justice G.A. Campbell (the “**Liquidation Order**”).
- 5. The assets of SVM were: (i) Lot A; and (ii) Shepherd’s Village (comprised of the 8-Plex, Row Housing, Vacant Lots and Unit 52) portions of which were subject to Life Leases.
- 6. The assets of SVM have been realized in accordance with the various orders obtained by the Liquidator in the within proceedings.

Approval of Activities and Accounts

- 7. The activities of the Liquidator are set out in the Fifth Report at paras 27 to 33.
- 8. A summary of the Liquidator/Investigator’s accounts and those of its legal counsel, from January 1, 2021 to April 21, 2022 (along with an estimate to conclude this matter), are set out in the Fifth Report at paragraph 47 (the “**Final Accounts**”).
- 9. The liquidation and the investigation of the Condo Corp have proceeded concurrently. Given the significant interconnectedness of the two proceedings, the Liquidator/Investigator has, for the benefit of the SVM estate and to reduce duplication of costs, effectively managed both proceedings as one. Accordingly, the professional fees are presented as one account given the interconnected nature of this matter and the impractical task of separating accounts.
- 10. The fees and expenses of the Liquidator/Investigator and those of its counsel were properly incurred, fair and reasonable, consistent with market rates for firms providing similar services on matters of similar complexity in Alberta and the work was properly delegated to the appropriate seniority level.

Distribution of Proceeds

- 11. Pursuant to the Liquidation Order, the Liquidator and its counsel have a first charge on the Property (as defined in the Liquidation Order).
- 12. On January 14, 2021, the Court approved the professional fees incurred by the Liquidator/Investigator and its counsel for the period June 2, 2017 to December 31, 2020 (the “**January Order**”) in the amount of \$700,858 (inclusive of tax) (the “**Prior Approved Fees**”).
- 13. The January Order also approved the Life Lease Conversion and authorized payment of the Prior Approved Fees, on an *pro rata* basis, from the Conversion Pool (as defined in the January Order).

14. The Remaining Units and Lot A were sold pursuant to four orders granted by this Court on August 31, 2021 (the “**August Orders**”).
15. The August Orders also authorized payment of the remainder of the Prior Approved Fees, on an *pro rata* basis, from the Proceeds (as defined in the August Orders) with any surplus amounts, following satisfaction of the Prior Approved Fees, to be held by the Liquidator until further order of this Court.
16. Pursuant to the January Order and the August Orders, the Prior Approved Fees have been satisfied from the Life Lease Conversion and the Proceeds, with the surplus being held by the Liquidator (\$34,209) and it’s counsel (\$179,360) for a total of \$213,568 being held in trust (the “**Remaining Proceeds**”).
17. The Remaining Proceeds are insufficient to satisfy the Final Accounts, as such, both the Liquidator and its legal counsel will suffer a shortfall in payment of their service.
18. Distribution of the Remaining Proceeds to the Liquidator and it’s counsel, on a *pro rata* basis, is fair and reasonable, especially in light of the amount of work that was required to wind-up SVM.

Dissolution of SVM and Discharge of Liquidator

19. The affairs of SVM have been completely wound up, so far as reasonable practicable, including: (i) the Life Lease Conversion; (ii) sale of the Remaining Units and Lot A; and (iv) resolution of issues relating to the Condo Corp and discharge of the Investigator. Accordingly, SVM should be dissolved in accordance with s. 226 of the CA and the Liquidator discharged.
20. The only matters that are required to be completed are:
 - (b) payment of the Final Accounts;
 - (c) completing the final reconciliation of the Liquidator's estate bank account; and
 - (d) filing a final Liquidator’s Certificate confirming all funds held by the Liquidator have been distributed and all administrative matters have been concluded.
21. The Liquidator has performed its mandate as Liquidator under the Liquidation Order, including the liquidation of substantially all of SVM’s asset and has completed the administration of the SVM estate.
22. It is fair just and reasonable that the Liquidator be discharged.
23. Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

24. All pleadings and proceedings filed in the within action.
25. The Fifth Report, filed.
26. The proposed forms of Order attached as Schedule “B” to this Application.

27. Such further and other material and evidence as counsel may advise and this Honourable Court may permit.

Applicable rules:

28. *Alberta Rules of Court*, Alta. Reg. 124/2010.

Applicable Acts and regulations:

29. *Companies Act*, RSA. 2000, c C-21, as amended.
30. *Judicature Act*, RSA. 2000, c J-2.
31. *Condominium Property Act*, RSA 2000, c C-22.
32. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

33. None.

How the Application is proposed to be heard or considered:

34. Via WEBEX, before the presiding Justice sitting on the Commercial List.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the Applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this Application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the Application is heard or considered, you must reply by giving reasonable notice of the materials to the Applicant.

SCHEDULE “A”

**IN THE MATTER OF THE *COMPANIES ACT*, RSA
2000, c C-21**

AND

**IN THE MATTER OF THE *JUDICATURE ACT*, RSA
2000, c J-2**

AND

**IN THE MATTER OF THE WINDING UP OF
SHEPHERD'S VILLAGES MINISTRIES LTD.**

Action No. 1701-07807

File: 533650-8

Service List
(updated April 22, 2022)

LIQUIDATION

PARTY	COUNSEL	ADDRESS	EMAIL ADDRESS	SERVICE METHOD
KPMG Inc. (Court-appointed Liquidator)	David Mann Afshan Naveed	Dentons Canada LLP 15 Flr-850 2 Street SW Calgary AB T2P 0R8	david.mann@dentons.com afshan.naveed@dentons.com	Email
Mathieu Hryniuk LLP (Counsel for some Life Lease Holders)	Robin D. Erickson, Q.C.	Mathieu Hryniuk LLP 10012 – 101 Street P.O. Box 6210 Peace River, AB T8S 1S2	rerickson@mhlip.ca	Email
Higgerty Law (Counsel in Class Action Proceedings in Alberta & British Columbia)	Patrick Higgerty	Higgerty Law Millennium Tower, Main Floor 101, 440 – 2 nd Ave SW Calgary, Alberta T2P 5E9	phiggerty@higgertylaw.ca	Email

FORMER - LIFE LEASE HOLDERS

PARTY	COUNSEL	ADDRESS	EMAIL ADDRESS	SERVICE METHOD
Estate of Clara Emma Neilson	Tyler Keddie	Stringam LLP #102, 10126 – 97 th Ave Grande Prairie, AB T8V 7X6	tkeddie@stringam.ca	Email
Geneva Arlene Hick		Box 125, 112 Shepherds Way Valleyview, AB T0H 3N0		Mail
Estate of Louise Doucette c/o Yvonne Wietzel		264 Stage Coach Lane Rocky View County, AB T4A 0P2		Mail
Samuel Edward Eeles & Joyce Alberta Eeles		108 Shepherds Way Valleyview, AB T0H 3N0	joyeeles7@telus.net	Email and Mail
June Anne Hardman		Box 812, 107 Shepherds Way Valleyview, AB T0H 3N0		Mail
Rose Mary Tollefson		Box 1252 Valleyview, AB T0H 3N0		Mail
Alanna Merle Heydanus (Executrix for Kathlyn E. Dean)		14003 – 89 Ave NW Edmonton, AB T5R 4N9		Mail
Jessie Burke		Box 425, #1, 101 Shepherds Way Valleyview, AB T0H 3N0		Mail
Russell J. Cote		Box 2391, 102 Shepherds Way Valleyview, AB T0H 3N0		Mail
Irene Ruth Riding		Box 2481, 106 Shepherds Way Valleyview, AB T0H 3N0		Mail
David Wesley Popp		Box 1358 Valleyview, AB T0H 3N0		Mail
Catherine Marie Comeau		Box 2253 Valleyview, AB T0H 3N0	comeauc@telus.net	Mail
James A. Joelson & Fjola A. Joelson		111 Shepherds Way Valleyview, AB T0H 3N0	james6@telus.net	Email

PARTY	COUNSEL	ADDRESS	EMAIL ADDRESS	SERVICE METHOD
Shirley Davie (Executrix for Joan Druesella Klassen)	J.W. Kozina	Box 1439, 10130 – 101st Ave Lac La Biche, AB T0A 2C0	jwklaw@telus.net	Email
Charles Roy Witty & Laurina Angeline Louise Witty		114 Shepherds Way Valleyview, AB T0H 3N0		Mail
Donna May Seward		Box 878, 116 Shepherds Way Valleyview, AB T0H 3N0		Mail
Douglas John Webb		Box 73, 118 Shepherds Way Valleyview, AB T0H 3N0	raydoug@telus.net	Mail
Estate of Emma Juanita Knight	Glenn Taylor	Taylor & Company # 101, 9928 - 100th Avenue Grande Prairie, Alberta T8V 0T9	madelaine@taylor-company.ca	Email
Valerie Lloyd & Audrey Maron (Executrices for Myrna Lloyd)		7028 – 190 Street Edmonton, AB T5T 5E5	valloyd1114@gmail.com	Email
		8040 – 181 Street Edmonton, AB T5T 0T5		Mail
Elsie Iris Tollefson		Box 1539 Valleyview, AB T0H 3N0		Mail
Hulda Valborg Perron		Box 1899 Valleyview, AB T0H 3N0		Mail
John Vincent Adams & Esther Ruth Adams		Esther Ruth Adams Box 2335 Valleyview, AB T0H 3N0		Mail
Ella Martha Steinke		302, 10111 – 96 th Street Grande Prairie, AB T8V 1Z8		Mail
Lynne Reichert		Box 2317 Valleyview, AB T0H 3N0	lynnegb21@hotmail.com	Email
Francis John Kramps & Betty Maxine Kramps		Box 109 207 Meadows Lane Valleyview, AB T0H 3N0		Mail
Viola Evelyn Gliege & Edward Richard Gliege		Box 2251 Valleyview, AB T0H 3N0		Mail

PARTY	COUNSEL	ADDRESS	EMAIL ADDRESS	SERVICE METHOD
James Edgar Warren & Elizabeth Warren		211 Meadows Lane Valleyview, AB T0H 3N0		Mail
Harley William Clapperton		213 Meadows Lane Valleyview, AB T0H 3N0	theclappertons@gmail.com	Email
Sonia Ens, executor for Norman Henry Adolphson & Yutta Rita Adolphson		Box 572 Linden, AB T0M1J0		Mail
Lyle Moore & Lucille Moore		Box 85 Valleyview, AB T0H 3N0		Mail
Ruby Lorane Dumont & John Lucien Dumont		212 Meadows Lane Valleyview, AB T0H 3N0		Mail
William Alfred Young & Beverly Lynn Young		210 Meadows Lane Valleyview, AB T0H 3N0		Mail
Daniel and Bernadette Napier		302 Still Waters Close Valleyview, AB T0H 3N0	dbnapier@telus.net	Email
Laurel Robert Hyatt & Maxine Ruth Hyatt		Box 141 Valleyview, AB T0H 3N0	lmhyatt@telus.net	Email
Irene Stasow		306 Still Waters Close Valleyview, AB T0H 3N0		Mail
Donald Charles McDonald & Marlene Beverly McDonald		308 Still Waters Close Valleyview, AB T0H 3N0		Mail
Doris Chabot		Box 1749, 103 Shepherds Way Valleyview, AB T0H 3N0		Mail

POTENTIAL INTERESTED PARTIES – LUTHERAN CHURCH CCAA

PARTY	COUNSEL	ADDRESS	EMAIL ADDRESS	SERVICE METHOD
Deloitte Restructuring Inc. (Monitor)	Jeffrey Oliver	Cassels Brock & Blackwell LLP 10 th Flr-888 3 Street SW Calgary, AB T2P 5E9	joliver@casselsbrock.com	Email

PARTY	COUNSEL	ADDRESS	EMAIL ADDRESS	SERVICE METHOD
Lutheran Church – Canada	Adam Maerov	McMillan LLP 1700-421 7 Avenue SW Calgary, AB T2P 4K9	adam.maerov@mcmillan.ca	Email
Concentra Trust (Secured Creditor)	Dean Hutchison	Caron & Partners LLP Fifth Avenue Place – West Tower 2120, 237 – 4 th Ave SW Calgary, AB T2P 4K3	dhutchison@caronpartners.com	Email
CEF Creditors Committee	Christopher Simard	Bennett Jones LLP 4500-855-2 Street SW Calgary, AB T2P 4K7	simardc@bennettjones.com	Email
DIL Creditors Committee	Doug Nishimura	Field LLP 400-604-1 Street SW Calgary, AB T2P 1M7	dnishimura@fieldlaw.com	Email
Sugden, McFee & Roos LLP (Counsel for group of depositors)	Errin Poyner	Sugden, McFee & Roos LLP 700-375 Water Street Vancouver, BC V6B 5C6	epoyner@smrlaw.ca	Email
Fasken Martineau (Counsel for group of depositors)	Kibben Jackson	Fasken Martineau 2900-550 Burrard Street Vancouver, BC V6C 0A3	kjackson@fasken.com	Email
Jensen Shawa Solomon Duguid Hawkes LLP	Christa Nicholson	Jensen Shawa Solomon Duguid Hawkes LLP 800-304-8 Avenue SW Calgary, AB T2P 1C2	nicholsonc@jssbarristers.ca	Email
Stieber Berlach LLP (Counsel for District Insurer)	Deborah Berlach	Stieber Berlach LLP 18 Flr-130 Adelaide Street W Toronto, ON M5H 3P5	dberlach@sblegal.ca	Email
Northbridge General Insurance Corporation (D&O Insurer for ECHS and EMSS)		c/o Westland Insurance Brokers Ltd. Attn: Ross Bucsis 24-8180 Macleod Trail SE Calgary, AB T2H 2B8	rbucsis@westlandinsurance.ca	Email
Peacock Linder Halt & Mack LLP (District coverage counsel)	Richard Van Dorp	Peacock Linder Halt & Mack LLP 4050-400 3 Avenue SW Calgary, AB T2P 4H2	rvandorp@plhlaw.ca	Email

PARTY	COUNSEL	ADDRESS	EMAIL ADDRESS	SERVICE METHOD
Singleton Urquhart LLP (Counsel for Lutheran Church - Canada, Alberta & BC District) Appointed by Insurer to defend Representative Action – not on for Directors or Officers	John R. Singleton, Q.C.	Singleton Urquhart LLP 1200–925 West Georgia Street Vancouver, B.C. V6C 3L2	jsingleton@singleton.com	Email

DIRECTORS AND OFFICERS NAMED IN THE REPRESENTATIVE ACTION

Contact information noted in Confidential Service List (56 individuals).

OTHER POTENTIAL INTERESTED PARTIES

PARTY	COUNSEL	ADDRESS	EMAIL ADDRESS	SERVICE METHOD
Town of Valleyview, AB	Michael T. Coombs	Brownlee LLP 2200 Commercial Place 10155-102 Street Edmonton, AB T5J 4G8	mcoombs@brownleelaw.com	Email
Scott Venturo Rudakoff LLP (Defence counsel in Encharis Class Action)	Neil Tichowsky Meagan Yancey	Scott Venturo Rudakoff LLP 1500-222 3 Avenue SW Calgary, AB T2P 0B4	N.Tichowsky@svrlawyers.com M.Yancey@svrlawyers.com	Email
Prime Property Management Attention: Mark Rousseau / Kathleen Bildson	N/A	10015 102 nd Street Grand Prairie AB, T8V 2V5	Mark@gpprime.net kathleen@gpprime.net	Email

SCHEDULE "B" – Draft form of Order

Clerk's stamp:

COURT FILE NUMBER	1701-07807
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
	IN THE MATTER OF THE <i>COMPANIES ACT</i>, R.S.A. 2000, c C-21.
	AND
	IN THE MATTER OF THE <i>JUDICATURE ACT</i>, R.S.A. 2000, c J-2.
	AND
	IN THE MATTER OF SHEPHERD'S VILLAGE MINISTRIES LTD.
APPLICANT	KPMG INC., in its capacity as liquidator of SHEPHERD'S VILLAGE MINISTRIES LTD.
DOCUMENT	<u>FINAL WINDING-UP ORDER – APPROVAL OF ACTIVITIES AND FEES, DISCHARGE OF LIQUIDATOR AND MISCELLANEOUS RELIEF</u>
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Dentons Canada LLP Bankers Court 15th Floor, 850 - 2nd Street S.W. Calgary, Alberta T2P 0R8 Attention: David Mann / Afshan Naveed Ph. (403) 268-7097 / 7015 Fx. (403) 268-3100 File No.: 533650-8
DATE ON WHICH ORDER WAS PRONOUNCED:	May 4, 2022
LOCATION WHERE ORDER WAS PRONOUNCED:	Calgary, Alberta
NAME OF JUSTICE WHO MADE THIS ORDER:	The Honourable K.M. Horner

UPON THE APPLICATION of KPMG Inc. in its capacity as the Court-appointed Liquidator (the "**Liquidator**") of the property, assets and undertakings of Shepherd's Village Ministries Ltd. (the "**SVM**") pursuant to s. 214-216 of Part 10 of the *Companies Act*, RSA 2000, c C-21 (the "**CA**"), and in its capacity as the Court-appointed investigator (the "**Investigator**") of Condominium Plan No. 0020672 (the "**Condo**")

Corp") pursuant to s.67(2) of the *Condominium Property Act*, RSA 2000, c C-22, for an order, among other things, (i) final winding-up; (ii) approval and ratification of the activities of the Liquidator; (iii) approval of fees and disbursement of the Liquidator/Investigator and those of its counsel; (iv) payment of approved fees and disbursements of the Liquidator/Investigator and those of its counsel; (v) dissolution of SVM; and (vi) discharge of the Liquidator (the "**Application**"); AND UPON HAVING read the Application; AND UPON READING the Report of the Liquidator and the Investigator, dated April 22, 2022 (the "**Fifth Report**"); AND UPON READING the Affidavit of Service of _____, sworn _____, 2022; AND UPON HEARING counsel for the Liquidator, and other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this Application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this Application and time for service of this Application is abridged to that actually given.

DEFINED TERMS

2. All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Fifth Report.

APPROVALS

3. The Liquidator's activities, as set out in the Fifth Report, are hereby ratified and approved, and in connection with the Liquidator's activities:
 - (a) the requirements with respect to settlement of a list of contributories are hereby dispensed with, in accordance with s. 227(2) of the CA; and
 - (b) approval of the Estimated Statement of Receipts and Payments of the Liquidator, as set out below, shall not require further compliance with s.247 of the CA.
4. The accounts of the Liquidator/Investigator, for its fees and disbursements in the sum of \$137,445.00, which includes an estimate to conclude this matter, are hereby approved without the necessity of a formal passing of accounts.
5. The accounts of Dentons Canada LLP ("**Dentons**"), counsel to the Liquidator/Investigator, for its fees and disbursements in the sum of \$136,137.00, which includes an estimate to conclude this matter, are hereby approved without the necessity of a formal passing of accounts.
6. The Estimated Statement of Receipts and Payments of the Liquidator for the period June 8, 2017 to the date of discharge, as set out in the Fifth Report, are hereby ratified and approved in accordance with s.247 of the CA.

BOOKS AND RECORDS

7. The Liquidator shall continue to hold any physical books and records of SVM for a period of 90 days from the date a copy of this Order is posted to the Liquidator's website for these proceedings, for any entitled party to claim possession and take transfer of same, and thereafter shall be entitled

to destroy any of SVM's books and records remaining in the Liquidator's possession or control whereupon, among other things, all rights under s.248 of the CA shall be extinguished.

DISSOLUTION

8. It is hereby declared that the affairs of SVM have been completely wound up, as far as reasonably practicable, and SVM shall be dissolved from the date of this Order, pursuant to s.226 of the CA.
9. The Liquidator shall file a copy of this Order with the Registrar, under the CA, within 15 from the date a filed copy of this Order is returned to counsel for the Liquidator.

FINAL DISTRIBUTION AND DISCHARGE

10. The Liquidator is authorized to distribute the balance of the estate funds to the Liquidator and Dentons, on a *pro rata* basis, in partial payment of their professional fees and disbursements, as approved herein.
11. On the evidence before the Court, the Liquidator has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, the Liquidator shall be released from all liability in respect of any act done or default made by the liquidator in the administration of the affairs of SVM, or otherwise in relation to the Liquidator's conduct as liquidator, but the order may be revoked on proof that it was obtained by fraud or by suppression or concealment of any material fact, or may be reversed on appeal to the Court of Appeal. Subject to the foregoing, any claims against the Liquidator in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
12. No action or other proceedings shall be commenced against the Liquidator in any way arising from or related to its capacity or conduct as Liquidator, except with prior leave of this Court on Notice to the Liquidator, and upon such terms as this Court may direct.
13. Upon the Liquidator filing with the Clerk of the Court a Liquidator's Certificate, substantially in the form attached as Schedule "A", confirming:
 - (a) all matters set out in paragraph 10 of this Order have been completed;
 - (b) a copy of this Order has been filed with the Registrar of Corporate Registries, with respect to the dissolution of SVM, within 15 days of a filed copy of this Order being returned by the Court; and
 - (c) a final reconciliation of the Liquidator's estate bank account;

then the Liquidator shall be discharged as Liquidator of SVM, provided however, that notwithstanding its discharge herein (a) the Liquidator shall remain Liquidator for the performance of such incidental duties as may be required to complete the duties under the Order appointing the Liquidator, and (b) the Liquidator shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Liquidator in its capacity as Liquidator.

GENERAL

14. Service of this Order shall be deemed good and sufficient by:
- (a) serving same on:
 - (i) any parties attending or represented at the application for this Order;
 - (ii) any parties requesting a copy; and
 - (iii) posting a copy of this Order on the Liquidator's website at www.kpmg.ca/shepherdsvillage; for no less than six months from the date of this Order and service on any other person is hereby dispensed with.
15. Service of this Order may be effected by facsimile, electronic mail, personal delivery, courier or uploading to the Liquidator's website. Service is deemed to be effected the next business day following transmission, delivery, or uploading to the Liquidator's website, of this Order.

Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A"

COURT FILE NUMBER	1701-07807
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
	IN THE MATTER OF THE <i>COMPANIES ACT</i>, R.S.A. 2000, c C-21.
	AND
	IN THE MATTER OF THE <i>JUDICATURE ACT</i>, R.S.A. 2000, c J-2.
	AND
	IN THE MATTER OF SHEPHERD'S VILLAGE MINISTRIES LTD.
APPLICANT	KPMG INC., in its capacity as liquidator of SHEPHERD'S VILLAGE MINISTRIES LTD.
DOCUMENT	<u>LIQUIDATOR'S CERTIFICATE</u>
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Dentons Canada LLP Bankers Court 15th Floor, 850 - 2nd Street S.W. Calgary, Alberta T2P 0R8 Attention: David Mann / Afshan Naveed Ph. (403) 268-7097 / 7015 Fx. (403) 268-3100 File No.: 533650-8

RECITALS:

- A. Pursuant to an Order of the Honourable Justice G.A. Campbell of the Court of Queen's Bench of Alberta (the "**Court**") dated June 8, 2017, KPMG Inc., was appointed liquidator (the "**Liquidator**") of Shepherd's Village Ministries Ltd. ("**SVM**") in order to preserve and gather in all of the assets, undertakings and properties of SVM (the "**Property**"), realize or otherwise deal with all of the Property, and hold or distribute the net proceeds as directed by this Court.
- B. Pursuant to an Order of the Court dated May 4, 2022 (the "**Discharge Order**"), the Court approved the discharge of the Liquidator, subject to the Liquidator filing a certificate certifying that it had completed the administrative duties of the Liquidator set out in the Fifth Report of the Liquidator dated April 22, 2022 (the "**Fifth Report**").

THE LIQUIDATOR CERTIFIES the following:

1. The matters set out in paragraph 10 and 13 (a), (b), and (c) of the Discharge Order are completed.

2. I make this certificate pursuant to the provisions of the Discharge Order, knowing it to be true after having made due inquiry, and not in my personal capacity.

This Certificate is dated _____, 2022.

KPMG INC., in its capacity as court appointed
Liquidator of Shepherd's Village Ministries Ltd.,
an not in its personal or corporate capacity

Per: Neil Honess

SCHEDULE “B” – Draft form of Order

Clerk's stamp:

~~COURT FILE NUMBER~~

~~COURT OF QUEEN'S BENCH OF ALBERTA~~

~~JUDICIAL CENTRE~~

~~PLAINTIFF~~

~~DEFENDANT~~

~~TS~~

~~DOCUMENT~~ _____ ~~ORDER FOR FINAL DISTRIBUTION,
APPROVAL
OF RECEIVER'S FEES AND
DISBURSEMENTS, APPROVAL OF
RECEIVER'S ACTIVITIES AND DISCHARGE
OF RECEIVER~~

~~ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT~~

~~DATE ON WHICH ORDER WAS PRONOUNCED:~~

Phone: _____ Fax: _____

Lawyer's Name: Lawyer's Email: File No.:

~~LOCATION WHERE ORDER WAS PRONOUNCED: _____~~

~~NAME OF MASTER/JUDGE WHO MADE THIS ORDER: _____~~

<u>COURT FILE NUMBER</u>	<u>1701-07807</u>
<u>COURT</u>	<u>COURT OF QUEEN'S BENCH OF ALBERTA</u>
<u>JUDICIAL CENTRE</u>	<u>CALGARY</u>
	<u>IN THE MATTER OF THE COMPANIES ACT, R.S.A.</u> <u>2000, c C-21.</u>
	<u>AND</u>
	<u>IN THE MATTER OF THE JUDICATURE ACT, R.S.A.</u> <u>2000, c J-2.</u>
	<u>AND</u>
	<u>IN THE MATTER OF SHEPHERD'S VILLAGE</u> <u>MINISTRIES LTD.</u>
<u>APPLICANT</u>	<u>KPMG INC., in its capacity as liquidator of</u> <u>SHEPHERD'S VILLAGE MINISTRIES LTD.</u>
<u>DOCUMENT</u>	<u>FINAL WINDING-UP ORDER – APPROVAL OF</u> <u>ACTIVITIES AND FEES, DISCHARGE OF</u> <u>LIQUIDATOR AND MISCELLANEOUS RELIEF</u>
<u>ADDRESS FOR SERVICE AND CONTACT</u> <u>INFORMATION OF PARTY FILING THIS</u> <u>DOCUMENT</u>	<u>Dentons Canada LLP</u> <u>Bankers Court</u> <u>15th Floor, 850 - 2nd Street S.W.</u>

Calgary, Alberta T2P 0R8

Attention: David Mann / Afshan Naveed
Ph. (403) 268-7097 / 7015 Fx. (403) 268-3100
File No.: 533650-8

DATE ON WHICH ORDER WAS PRONOUNCED: May 4, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

UPON THE APPLICATION of ~~[Receiver's Name]~~ KPMG Inc. in its capacity as the Court-appointed ~~receiver~~ Liquidator (the "~~Receiver~~" "**Liquidator**") of the ~~undertaking~~, property ~~and~~, assets ~~of [Name of Debtor] (the "Debtor")~~ and undertakings of Shepherd's Village Ministries Ltd. (the "**SVM**") pursuant to s. 214-216 of Part 10 of the *Companies Act*, RSA 2000, c C-21 (the "**CA**"), and in its capacity as the Court-appointed investigator (the "**Investigator**") of Condominium Plan No. 0020672 (the "**Condo Corp**") pursuant to s.67(2) of the *Condominium Property Act*, RSA 2000, c C-22, for

an ~~Order for the final distribution of proceeds~~, order, among other things, (i) final winding-up; (ii) approval and ratification of the ~~Receiver's~~ activities of the Liquidator; (iii) approval of fees and disbursement of the Liquidator/Investigator and those of its counsel; (iv) payment of approved fees and disbursements, ~~approval~~ of the ~~Receiver's activities~~ Liquidator/Investigator and those of its counsel; (v) dissolution of SVM; and (vi) discharge of the ~~Receiver~~¹ Liquidator (the "**Application**"); AND UPON ~~hearing~~ HAVING read the ~~Receiver's [Number of the Report] Report dated [Date of the Report]~~ (the **Application**); AND UPON READING the Report of the Liquidator and the Investigator, dated April 22, 2022 (the "**Fifth Report**"); AND UPON READING the Affidavit of Service of _____, sworn _____, 2022; AND UPON HEARING counsel for the Liquidator, and other interested parties present;

~~"Receiver's Report");² AND UPON hearing counsel for the Receiver, counsel for the Debtor and~~

¹ It may be appropriate to also seek the direction of the Court in dealing with the preservation of financial statements and other business records. See section 21 *Alberta Business Corporations Act* R.S.A. 2000 c.B-9 as amended and sections 68 (2), (3) and 34 (1) and Directive 17 of the *Bankruptcy & Insolvency Act* R.S.C. 1985 c. B-3 as amended.

² As a result of the case of *Re Winalta Inc.*, 2011 ABQB 399, 2011 Carswell Alta 2237 (Alta Q.B.), some judges require, in addition to the Receiver's Report, an Affidavit from a representative of the Receiver deposing to certain issues discussed in, 2011 ABQB 399, 2011 Carswell Alta 2237 (Alta Q.B.), an Affidavit from a representative of the Receiver deposing to certain issues discussed in *Re Winalta*

~~counsel for various creditors; AND UPON being satisfied that it is appropriate to do so,~~

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this ~~application~~Application and supporting materials is hereby declared to be good and sufficient, ~~and~~ no other person is required to have been served with notice of this ~~application~~Application and time for service of this ~~application~~Application is abridged to that actually given;

DEFINED TERMS

2. All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Fifth Report.

APPROVALS

3. The Liquidator's activities, as set out in the Fifth Report, are hereby ratified and approved, and in connection with the Liquidator's activities:
 - (a) the requirements with respect to settlement of a list of contributories are hereby dispensed with, in accordance with s. 227(2) of the CA; and
 - (b) approval of the Estimated Statement of Receipts and Payments of the Liquidator, as set out below, shall not require further compliance with s.247 of the CA.
4. ~~2.~~ The Receiver's accounts of the Liquidator/Investigator, for its fees and disbursements, as set out in the Receiver's Report sum of \$137,445.00, which includes an estimate to conclude this matter, are hereby approved without the necessity of a formal passing of its accounts.
5. ~~3.~~ The accounts of the Receiver's legal counsel [Name of Counsel] Dentons Canada LLP ("Dentons"), counsel to the Liquidator/Investigator, for its fees and disbursements, as set out in the Receiver's Report sum of \$136,137.00, which includes an estimate to conclude this matter, are hereby approved without the necessity of a formal assessment passing of its accounts.
6. ~~4.~~ The Receiver's activities as set out in the Receiver's Report and in all of its other reports filed herein, and the Estimated Statement of Receipts and Disbursements as attached to the Receiver's Payments of the Liquidator for the period June 8, 2017 to the date of discharge, as set out in the Fifth Report, are hereby ratified and approved. in accordance with s.247 of the CA.

| ~~5.~~_____

~~The Receiver is authorized and directed to make the following distributions:~~

~~(a) — [SET OUT SPECIFIC DISTRIBUTIONS IF ANY];³~~

BOOKS AND RECORDS

7. The Liquidator shall continue to hold any physical books and records of SVM for a period of 90 days from the date a copy of this Order is posted to the Liquidator's website for these proceedings, for any entitled party to claim possession and take transfer of same, and thereafter shall be entitled to destroy any of SVM's books and records remaining in the Liquidator's possession or control whereupon, among other things, all rights under s.248 of the CA shall be extinguished.

DISSOLUTION

8. It is hereby declared that the affairs of SVM have been completely wound up, as far as reasonably practicable, and SVM shall be dissolved from the date of this Order, pursuant to s.226 of the CA.
9. The Liquidator shall file a copy of this Order with the Registrar, under the CA, within 15 from the date a filed copy of this Order is returned to counsel for the Liquidator.

FINAL DISTRIBUTION AND DISCHARGE

10. The Liquidator is authorized to distribute the balance of the estate funds to the Liquidator and Dentons, on a *pro rata* basis, in partial payment of their professional fees and disbursements, as approved herein.
11. ~~6.—~~ On the evidence before the Court, the ~~Receiver~~Liquidator has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the ~~Receiver~~Liquidator shall not be liable for released from all liability in respect of any act done or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part default made by the liquidator in the administration of the ~~Receiver~~affairs of SVM, or with leave of otherwise in relation to the Liquidator's conduct as liquidator, but the order may be revoked on proof that it was obtained by fraud or by suppression or concealment of any material fact, or may be reversed on appear to the Court of Appeal. Subject to the foregoing, any claims against the ~~Receiver~~Liquidator in connection with the performance of its duties are hereby stayed, extinguished and forever barred.⁴

~~and confirming that the Receiver's accounts are fair and reasonable. This may be required in order to obtain the relief set out in paragraph 2 of the model Order.~~

³~~This model Template Order assumes that the material filed supports the proposed distribution(s) to~~

a specific secured creditor or other party.

⁴~~The model Template Order subcommittee was divided as to whether a general release might be appropriate. On the one hand, the Receiver has presumably reported its activities to the Court, and presumably the reported activities have been approved in prior Orders. Moreover, the Order that appointed the Receiver likely has protections in favour of the Receiver. These factors tend to indicate that a general release of the Receiver is not necessary. On the other hand, the Receiver has acted only in a representative capacity, as the Court's officer, so the Court may find that it is appropriate to insulate the Receiver from all liability, by way of a general release. Some members of the subcommittee felt that, absent a general release, Receivers might hold back funds and/or wish to conduct a claims bar process, which would unnecessarily add time and cost to the receivership. The form of conditional release language set out in paragraphs 6 and 7 is the standard form generally accepted by the Alberta Courts at this time. If an applicant requires a more specific or general release, then she should present material to the Court which justifies a broader release. An example of a broader release is:~~

~~"The Receiver is hereby released and discharged from any and all liability that the Receiver now has or may hereafter have, by reason of, or in any way arising out of, the acts or omissions of the Receiver while acting in its capacity as Receiver herein, save and except for any gross negligence or willful misconduct on the part of the Receiver."~~

12. ~~7.~~ No action or other proceedings shall be commenced against the ReceiverLiquidator in any way arising from or related to its capacity or conduct as ReceiverLiquidator, except with prior leave of this Court on Notice to the ReceiverLiquidator, and upon such terms as this Court may direct.

13. ~~8.~~ Upon the ReceiverLiquidator filing with the Clerk of the Court a ~~sworn Affidavit of a licensed Trustee employed by the ReceiverLiquidator's Certificate, substantially in the form attached as Schedule "A",~~ confirming ~~that:~~

~~(a) — All~~ (a) all matters set out in paragraph 510 of this Order have been completed;

(b) a copy of this Order has been filed with the Registrar of Corporate Registries, with respect to the dissolution of SVM, within 15 days of a filed copy of this Order being returned by the Court; and

~~(b) — (LIST OTHER OUTSTANDING MATTERS, IF ANY, THAT HAVE BEEN CO~~
(c) a final reconciliation of the Liquidator's estate bank account;

then the ReceiverLiquidator shall be discharged as ReceiverLiquidator of ~~the Debtor~~ SVM, provided however, that notwithstanding its discharge herein (a) the ReceiverLiquidator shall remain ReceiverLiquidator for the performance of such incidental duties as may be required to complete the ~~administration of the receivership herein~~ duties under the Order appointing the Liquidator, and (b) the ReceiverLiquidator shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the ReceiverLiquidator in its capacity as ReceiverLiquidator.

GENERAL

14. Service of this Order shall be deemed good and sufficient by:

(a) serving same on:

(i) ~~9.~~

~~This Order must be served only upon those interested~~any parties attending or represented at the ~~within~~ application for this Order;

(ii) any parties requesting a copy; and

(iii) posting a copy of this Order on the Liquidator's website at www.kpmg.ca/shepherds-village; for no less than six months from the date of this Order and service on any other person is hereby dispensed with.

15. Service of this Order may be effected by ~~Facsimile~~facsimile, electronic mail, personal delivery~~-or~~, courier or uploading to the Liquidator's website. Service is deemed to be effected the next business day following ~~the~~ transmission~~-or~~, delivery, or uploading to the Liquidator's website, of ~~such documents~~this Order.

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

Justice of the Court of Queen's Bench of Alberta

⁵Any additional outstanding matters should be set out in a schedule attached to the model Order.

SCHEDULE "A"

<u>COURT FILE NUMBER</u>	<u>1701-07807</u>
<u>COURT</u>	<u>COURT OF QUEEN'S BENCH OF ALBERTA</u>
<u>JUDICIAL CENTRE</u>	<u>CALGARY</u>
	<u>IN THE MATTER OF THE COMPANIES ACT, R.S.A. 2000, c C-21.</u>
	<u>AND</u>
	<u>IN THE MATTER OF THE JUDICATURE ACT, R.S.A. 2000, c J-2.</u>
	<u>AND</u>
	<u>IN THE MATTER OF SHEPHERD'S VILLAGE MINISTRIES LTD.</u>
<u>APPLICANT</u>	<u>KPMG INC., in its capacity as liquidator of SHEPHERD'S VILLAGE MINISTRIES LTD.</u>
<u>DOCUMENT</u>	<u>LIQUIDATOR'S CERTIFICATE</u>
<u>ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT</u>	<u>Dentons Canada LLP</u> <u>Bankers Court</u> <u>15th Floor, 850 - 2nd Street S.W.</u> <u>Calgary, Alberta T2P 0R8</u> <u>Attention: David Mann / Afshan Naveed</u> <u>Ph. (403) 268-7097 / 7015 Fx. (403) 268-3100</u> <u>File No.: 533650-8</u>

RECITALS:

- A. Pursuant to an Order of the Honourable Justice G.A. Campbell of the Court of Queen's Bench of Alberta (the "**Court**") dated June 8, 2017, KPMG Inc., was appointed liquidator (the "**Liquidator**") of Shepherd's Village Ministries Ltd. ("**SVM**") in order to preserve and gather in all of the assets, undertakings and properties of SVM (the "**Property**"), realize or otherwise deal with all of the Property, and hold or distribute the net proceeds as directed by this Court.
- B. Pursuant to an Order of the Court dated May 4, 2022 (the "**Discharge Order**"), the Court approved the discharge of the Liquidator, subject to the Liquidator filing a certificate certifying that it had completed the administrative duties of the Liquidator set out in the Fifth Report of the Liquidator dated April 22, 2022 (the "**Fifth Report**").

THE LIQUIDATOR CERTIFIES the following:

1. The matters set out in paragraph 10 and 13 (a), (b), and (c) of the Discharge Order are completed.
2. I make this certificate pursuant to the provisions of the Discharge Order, knowing it to be true after having made due inquiry, and not in my personal capacity.

This Certificate is dated _____, 2022.

KPMG INC., in its capacity as court appointed
Liquidator of Shepherd's Village Ministries Ltd.,
an not in its personal or corporate capacity

Per: Neil Honess

Document comparison by Workshare 10.0 on Monday, April 25, 2022 12:18:57 PM

Input:	
Document 1 ID	iManage://WORKSITE.CA.DENTONS.COM/NATDOCS/62637598/1
Description	#62637598v1<WORKSITE.CA.DENTONS.COM> - alberta-template-discharge-order
Document 2 ID	iManage://WORKSITE.CA.DENTONS.COM/NATDOCS/62642747/3
Description	#62642747v3<WORKSITE.CA.DENTONS.COM> - Order - Final Winding-Up, Approval of Activities and Fees, Discharge of Liquidator, Dissolution of SVM and Miscellaneous Relief
Rendering set	Dentons Standard

Legend:	
<u>Insertion</u>	
Deletion	
<u>Moved from</u>	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	189
Deletions	112
Moved from	0
Moved to	0
Style changes	0

Format changes	0
Total changes	301