



Clerk's stamp:

COURT FILE NUMBER 1701-07807
COURT COURT OF QUEEN'S BENCH OF ALBERTA pm
JUDICIAL CENTRE CALGARY

**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 **FINAL WINDING-UP ORDER – APPROVAL OF
ACTIVITIES AND FEES, DISCHARGE OF
LIQUIDATOR AND MISCELLANEOUS RELIEF**

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 it's counsel; (iv) payment of approved fees and disbursements of the Liquidator/Investigator and those of it's 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 Kristi Fitzsimmons, sworn May 3, 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.

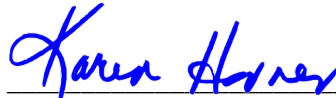
FINAL DISTRIBUTION AND DISCHARGE

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/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, 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 *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 **LIQUIDATOR'S CERTIFICATE**

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