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COURT FILE NUMBER 2001-09142

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY \$50.00
COM

APPLICANTS GURPREET LAIL-DHALIWAL AND JASPREET LAIL May 20 2022

RESPONDENTS MURAD TEJPAN and MAHMOOD TEJPAN

DOCUMENT **APPLICATION (Referee's Discharge and Final Distribution)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP
3500, 855 – 2nd Street S.W.
Calgary, AB T2P 4J8

Attn: James Reid
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Email: james.reid@blakes.com

File Ref.: 99766/18

NOTICE TO RESPONDENT

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

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

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

Date	<u>May 20th 2020 2022</u>
Time	<u>10:00 a.m.</u>
Where	<u>Calgary Law Courts – WebEx</u>
Before Whom	<u>The Honourable Justice G.A. Campbell</u>

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. Alvarez & Marsal Canada Inc. (the "**Referee**" or "**A&M**"), in its capacity as Court-appointed referee of the assets, undertakings and properties of 1178929 Alberta Ltd. ("**117AB**" or the "**Debtor**"), seeks an order substantially in the form attached hereto as Schedule "**A**":
 - (a) abridging the time for service of this notice of application (the "**Application**") and declaring that this Application is properly returnable on the day heard, if necessary,

and further service of this Application, other than to those listed on the Service List attached hereto as Schedule "B", is hereby dispensed with;

- (b) barring any Claims (defined below) against the Debtor that were not submitted in accordance with the Claims Process (defined below);
- (c) authorizing and approving the Referee to make a distribution or distributions in the amounts of approximately \$407,582.02 and \$163,522.74, on a *pro rata* basis to the Claimants (defined below), as described in the First Report of the Referee dated May 5, 2022 (the "**First Report**");
- (d) approving the actions, conduct and activities of the Referee and its legal counsel as outlined in the First Report;
- (e) approving the Referee's Final Statement of Receipts and Disbursements for the period from November 19, 2021 to April 30, 2022, as set out in the First Report;
- (f) approving the accounts, fees and disbursements of the Referee and its independent legal counsel in connection with the completion of these proceedings, including the costs of this Application;
- (g) discharging and releasing the Referee from any and all further obligations as Referee and any and all liability in respect of any act done by the Referee in these proceedings, and its conduct as Referee pursuant to its appointment in accordance with the Referee Order (defined below), or otherwise; and
- (h) such further and other relief as counsel may request and this Honourable Court may deem appropriate.

Grounds for making this Application:

Referee Order

2. Pursuant to the referee order granted by the Honourable Justice K. Horner of the Court of Queen's Bench of Alberta (the "**Court**") dated November 19, 2021, and made effective November 26, 2021 (the "**Referee Order**"), A&M was appointed as referee over all of the Debtor's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (the "**Property**").

3. At the time of the Referee Order, the realization of all, or substantially all, of the Property was complete or in the process of completion, and there were no further assets to be realized upon by the Referee.
4. The purpose for the Referee's appointment was therefore to run a process to determine the validity and priority of various interested parties' (the "**Claimants**") claims (the "**Claims**") against the Debtor in order to provide a recommendation to the Court as to the appropriate distribution for the proceeds of the Property.

The Referee's Activities and the Claims Process

5. Upon appointment, the Referee took steps to collect the proceeds from the sales of the Property.
6. The Referee undertook a review of the books and records of 117AB for counterparties who had previous transactions with 117AB in order to compile a list of potential Claimants.
7. In consultation with the known Claimants and parties' respective counsel, the Referee designed and executed a claims process (the "**Claims Process**").
8. The Claims Process was distributed to 55 potential creditors based on the books and records of 117AB and was advertised in the Calgary Herald.
9. The Claims Process was designed to solicit Claims against the Debtor for the purpose of determining Claimant's entitlement to a distribution from the proceeds of sale of the Property.
10. The Claims Process, including the forms and notice periods, were based off claims processes typically utilized and applied in insolvency proceedings.
11. The Claims Process provided more than a month for Claimants to submit proofs of claim.
12. Consistent with claims processes in other proceedings, the Claims Process provided that Claimants that do not file a proof of claim by the deadline would be recommended to have any such Claim they may have forever barred, estopped and extinguished.

The Results and Referee's Recommendations

13. The Referee received Claims from nine Claimants.
14. The Referee reviewed each of the Claims and the support provided and followed up with Claimants for more information where necessary.

15. The Referee sent notice of their initial findings (the "**Initial Findings Notice**") to each of the Claimants.
16. The Initial Findings Notice proposed a distribution to Claimants on a *pro rata* basis based on the accepted Claims as determined by the Referee.
17. The Referee met with many Claimants and their respective counsel to answer questions and to discuss the results of the Claims Process and the Initial Findings Notice.
18. The Referee understands that all but one Claimant is in agreement with the Initial Findings Notice and the recommended distribution set out therein.
19. As set out in the First Report, the Referee is proposing to make distributions to Claimants on a *pro rata* basis from the proceeds collected by the Referee, less fees and expenses.

Final Statement of Receipts and Disbursements / Fees

20. The Receipts collected by the Referee to date total \$516,286.46 and the Referee anticipates collecting a further \$163,522.74.
21. The fees and disbursements of the Referee up to April 30, 2022 total \$62,144.99 (excluding GST).
22. The fees and disbursements of the Referee's counsel up to April 30, 2022 total \$26,330.75 (excluding GST).
23. The Referee estimates that it will require \$15,750.00 to conclude its mandate, including costs required for this application, making distributions, attending to outstanding Claimant matters, paying professional fees and expenses, and other administration items.

Referee's Discharge

24. With the exception of collecting the final receivable and making the proposed distributions discussed in the First Report, the Referee has performed its mandate as referee under the Referee Order.
25. It is appropriate that A&M be discharged as Referee of the Debtor upon completion of these final tasks, including making the distributions.

Material or evidence to be relied on:

26. The Referee intends to rely upon the following materials:

- (a) the Referee Order, filed;
- (b) the First Report, filed; and
- (c) such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

27. The Referee will rely upon and refer to the Alberta *Rules of Court*, Alta Reg 124/2010 during the making of the Application.

Applicable Acts and Regulations:

28. The Referee will rely upon and refer to the provisions of the:
- (a) *Business Corporations Act*, RSA 2000, c B-9, as amended, including s. 218.
 - (b) the Alberta *Rules of Court*, AR 124/2010, including Rules 6.44 – 6.46.

Any irregularity complained of or objection relied on:

29. None.

How the Application is proposed to be heard or considered:

30. Oral submission by counsel at an application before the Honourable Justice G.A. Campbell.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant 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 material to the applicant.

Schedule "A"

Form of Order

(see attached)

Clerk's Stamp

COURT FILE NUMBER	2001-09142
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
APPLICANTS	GURPREET LAIL-DHALIWAL AND JASPREET LAIL
RESPONDENTS	MURAD TEJPAN and MAHMOOD TEJPAN
DOCUMENT	ORDER FOR FINAL DISTRIBUTION, APPROVAL OF REFEREE'S FEES AND DISBURSEMENTS, APPROVAL OF REFEREE'S ACTIVITIES AND DISCHARGE OF REFEREE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street S.W. Calgary, AB T2P 4J8

Attn: James Reid
Telephone: 403-260-9731
Facsimile: 403-260-9700
Email: james.reid@blakes.com

File Ref.: 99766/18

DATE ON WHICH ORDER WAS PRONOUNCED:	May 20, 2022
LOCATION WHERE ORDER WAS PRONOUNCED:	Calgary Courts Centre, via Webex
NAME OF JUSTICE WHO MADE THIS ORDER:	The Honourable Justice G.A. Campbell

UPON THE APPLICATION by Alvarez & Marsal Canada Inc, in its capacity as Court-appointed referee (the "**Referee**") of the undertaking, property and assets of 1178929 Alberta Ltd. (the "**Debtor**") for an Order for the final distribution of proceeds, approval of the Referee's fees and disbursements, approval of the Referee's activities and the discharge of the Referee, among other things;

AND UPON having read the Application and the First Report to the Court submitted by the Referee dated May 5, 2022 (the "**First Report**");

AND UPON HEARING the submissions of counsel for the Referee, and any other parties in attendance at the Application;

AND UPON being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED AND DECLARED THAT:

INTERPRETATION

1. Capitalized terms used herein that are not otherwise defined have the meanings given to them in the First Report.

SERVICE

2. Service of notice of this 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, and time for service of this application is abridged to that actually given.

ACCOUNTS & ACTIVITIES OF REFEREE

3. The Referee's accounts for fees and disbursements, as set out in the First Report are hereby approved without the necessity of a formal passing of its accounts.
4. The accounts of the Referee's legal counsel Blake, Cassels & Graydon LLP, for its fees and disbursements, as set out in the First Report are hereby approved without the necessity of a formal assessment of its accounts.
5. The Referee's activities as set out in the First Report and the Final Statement of Receipts and Disbursements therein are hereby ratified and approved.
6. The estimated fees of the Referee and its legal counsel to complete these referee proceedings, as set out in the First Report, are hereby approved without the necessity of a formal passing of accounts.

FINAL DISTRIBUTIONS

7. Any Claims that may exist that were not submitted in accordance with the Claims Process are hereby forever barred, estopped and extinguished.
8. The Referee is authorized and directed to make distributions to Claimants based on the Proposed Percentages as set out in the First Report, subject to the Referee paying any expenses required to complete these proceedings, as described in the First Report.

9. The Referee is hereby authorized and directed to hold back \$15,750.00 (the "**Holdback**") of the funds available for distribution, or such other amount as may be necessary, for professional fees associated with attending to the final administrative matters of these referee proceedings.
10. If there are amounts remaining of the Holdback upon the completion of all final matters of the referee proceedings, the Referee is authorized and directed to distribute those funds, if any, to the Claimants based on the Proposed Percentages.

DISCHARGE

11. On the evidence before the Court, the Referee has satisfied its obligations under and pursuant to the terms of the Referee Order up to and including the date hereof, and the Referee shall not be liable for any act 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 fraud, gross negligence or willful misconduct on the part of the Referee, or with leave of the Court. Subject to the foregoing, any claims against the Referee 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 Referee in any way arising from or related to its capacity or conduct as Referee, except with prior leave of this Court on notice to the Referee, and upon such terms as this Court may direct.
13. Upon the Referee filing with the Clerk of the Court a completion certificate, signed by a Senior Vice President employed by the Referee's office confirming that the administration of the Referee's mandate has been completed in the manner identified in the First Report, then the Referee shall be discharged as Referee of the Debtor, provided however, that notwithstanding its discharge herein (a) the Referee shall remain Referee for the performance of such incidental duties as may be required to complete the administration of the Order herein; and (b) the Referee 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 Referee in its capacity as Referee.

GENERAL

14. The Referee is authorized and directed to return the books and records of the Debtor to its former directors and officers.
15. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
16. This Order is made without prejudice to the parties speaking to costs of this action.
17. Service of this Order on any party not attending this application is hereby dispensed with.

J.C.Q.B.A.

Schedule "B"

Service List

(see attached)

COURT FILE NUMBER: 2001-09142

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANTS MURAD TEJPAN and MAHMOOD TEJPAN

RESPONDENTS GURPREET LAIL-DHALIWAL AND JASPREET LAIL

DOCUMENT: **SERVICE LIST – MAY 4, 2022**

Party	Service Method:	Counsel
VERJEE LAW 200, 128 - 2 Avenue SE Calgary, AB T2G 5J5 Attention: Zulfikar Verjee and Nicholas McIlhargey	zverjee@verjeelaw.com nmcllhargey@verjeelaw.com	Counsel to the Tejpar
SALIM LALANI 1223 Falconridge Drive NE Calgary, AB T3J 1A3 Attention: Salim Lalani	salimlala@gmail.com	Claimant
GLENN & CARD LAW LLP 100, 2886 Sunridge Way NE Calgary, AB T1Y 7H9 Attention: Thomas F. Glenn	tfglenn@qclawyers.ca	Counsel to Noorani Investments Inc.
BELLAGIO HOMES INC. 16 Cougar Ridge Place SW Calgary, AB T3H 0V3	pauldhalawal1@gmail.com mahmood@tejpar.com	Claimant
KARIM KABA Alberta, Canada	karimkaba@gmail.com	Claimant
BLAKE, CASSELS & GRAYDON LLP 855 – 2 nd Street SW Suite 3500 Bankers Hall East Tower Calgary, AB T2P 4K1 Attention: Kelly Bourassa and James Reid	kelly.bourassa@blakes.com james.reid@blakes.com	Counsel to the Referee

Party	Service Method:	Counsel
ALVAREZ & MARSAL CANADA ULC Suite 1110, 250 6th Avenue SW Calgary, AB T2P 3H7 Attention: Duncan MacRae and Orest Konowalchuk	dmacrae@alvarezandmarsal.com okonowalchuk@alvarezandmarsal.com	Referee
BENNETT JONES LLP 4500 Bankers Hall East 855 – 2 nd Street SW Calgary, AB T2P 4K7 Attention: Michael Selnes and Justin Lambert	SelnesM@bennettjones.com LambertJ@bennettjones.com	Counsel to the Lails
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