

**THE KING'S BENCH
WINNIPEG CENTRE**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,
c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
MANITOBA CLINIC MEDICAL CORPORATION AND THE MANITOBA CLINIC
HOLDING CO. LTD.

APPLICATION UNDER: THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C., c. C-36, AS AMENDED

**AFFIDAVIT OF ALECIA IWANCHUK
DATE OF HEARING: FRIDAY, FEBRUARY 9, 2024 AT 10:00 A.M.
THE HONOURABLE MR. JUSTICE CHARTIER**

McDougall Gauley LLP

500 616 Main Street

Saskatoon SK S7J 0H6

IAN A. SUTHERLAND, K.C. / CRAIG FRITH

PHONE: (306) 665-5417 / (306) 665-5432

FAX: (306) 664-4431

FILE NO. 568954.1

THE KING'S BENCH
WINNIPEG CENTRE

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,
c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
MANITOBA CLINIC MEDICAL CORPORATION AND THE MANITOBA CLINIC
HOLDING CO. LTD.

APPLICATION UNDER: THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C., c. C-36, AS AMENDED

AFFIDAVIT OF ALECIA IWANCHUK

I, Alecia Iwanchuk, of the City of Saskatoon, in the Province of Saskatchewan,
Legal Assistant,

MAKE OATH AND SAY THAT:

1. I am a Legal Assistant employed by the law firm of McDougall Gauley LLP (“**MGLLP**”), solicitors for the Monitor in these proceedings, Alvarez & Marsal Canada Inc., and as such have personal knowledge of the facts and matters hereinafter deposed to by me except where stated to be based upon information and belief and in those I do verily believe.
2. On February 6, 2024, MGLLP received a legal opinion (the “**Opinion**”) from D’Arcy & Deacon LLP (“**DDLPP**”) regarding the validity and enforceability of CIBC’s security against Manitoba Clinic Medical Corporation (“**Medco**”) and the Manitoba Clinic Holdings Co. Ltd. (“**Realco**”).
3. DDLPP enclosed, among others, the following documents to its Opinion: (i) a copy of a search that DDLPP conducted at the Manitoba Personal Property Registry on January 30, 2024 for Medco and Realco (the “**PPR Search**”); and (ii) a copy of the Status of Title as of November 20, 2023, with respect to certain lands legally described as follows (the “**Land Search**”):

Title No. 2821678/1
Lot 1 Plan 58713 WLTO
In RL 5 and 6 Parish of St John

4. I attach a copy of the PPR Search and the Land Search as Exhibits "A" and "B",
to this Affidavit, respectively.

5. I make this Affidavit *bona fide*.

SWORN BEFORE ME at the City of)
Saskatoon, in the Province of Saskatchewan,)
this 6th day of February 2024.)



A Commissioner for Oaths
for the Province of Saskatchewan
My Commission Expires: Oct 31, 2024


Alecia Iwanchuk

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The Property Registry

A Service Provider
for the Province of ManitobaLorraine Breton
(dad2lbre)

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Business Debtor

[Search Results](#)[Similar Matches](#)[Print Requests](#)[Mailing Information](#)[Payment](#)THIS IS EXHIBIT "A" REFERRED TO IN
THE AFFIDAVIT OF ALECIA IWANCHUK
SWORN BEFORE ME THIS 6th DAY OF FEBRUARY, 2024.83
COMMISSIONER FOR OATHS
FOR THE PROVINCE OF SASKATCHEWAN
MY COMMISSION
EXPIRES: Oct 31, 2024[Help](#)

Search by Business Debtor

Date: 2024-01-04
Time: 8:18:25 AM
Transaction Number: 10271792010
User ID: Lorraine Breton

Account Balance: \$1,072.00

Business Name: Manitoba Clinic Medical Corporation

2 exact matches were found.

3 similar matches were found.

EXACT MATCHES

Business Debtor Name	No. of Registrations
1. MANITOBA CLINIC MEDICAL CORPORATION	1
2. Manitoba Clinic Medical Corporation	1

1. MANITOBA CLINIC MEDICAL CORPORATION

1.1 MANITOBA CLINIC MEDICAL CORPORATION: Registration 202211924405 (2022-07-15 3:52:45 PM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2026-07-15
Debtor Address	790 Sherbrook Street Winnipeg, MB Canada R3A1M3
Secured Parties (party code, name, address)	CSI LEASING CANADA LTD. 2400 Winston Park Drive Unit 4 Oakville, ON Canada L6H0G7
General Collateral Description	VARIOUS GOODS, EQUIPMENT, SOFTWARE, PERIPHERALS, AND PERSONAL PROPERTY, TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPAIRS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO LEASED TO LESSEE PURSUANT TO EQUIPMENT SCHEDULE 1 TO MASTER LEASE NO. 301206, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, INCLUDING WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL.

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2. Manitoba Clinic Medical Corporation

2.1 Manitoba Clinic Medical Corporation: Registration 201715549803 (2017-08-25 3:38:56 PM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2027-08-25
Special Notices	Purchase Money Security Interest
Debtor Address	790 Sherbrook Street Winnipeg, Manitoba Canada R3A 1M3
Secured Parties (party code, name, address)	Canadian Imperial Bank of Commerce 500 - One Lombard Place Winnipeg, Manitoba Canada R3C 2P3
General Collateral Description	*The security interest is taken in all of the debtor's present and after-acquired personal property.

Change History

Registration Number: 202103103519 (2021-02-24 2:00:12 PM)
Sections Changed: Business Debtors

[Back to Top](#)**END OF EXACT MATCHES****Additional Options:**

To view similar matches, please select the "Similar Matches" tab.

To request Printed Search Results or Printed Registered Documents, please select the "Print Requests" tab.

To start a new search, please select the "New Search" button:

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Search by Business Debtor

Date: 2024-01-04
Time: 8:20:23 AM
Transaction Number: 10271792074
User ID: Lorraine Breton

Business Name: The Manitoba Clinic Holding Co. Ltd.

Account Balance: \$1,060.00

1 exact match was found.

4 similar matches were found.

EXACT MATCHES

Business Debtor Name	No. of Registrations
1. The Manitoba Clinic Holding Co. Ltd.	1

1. The Manitoba Clinic Holding Co. Ltd.

1.1 The Manitoba Clinic Holding Co. Ltd.: Registration 201715549102 (2017-08-25 3:33:56 PM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2027-08-25
Special Notices	Purchase Money Security Interest
Debtor Address	790 Sherbrook Street Winnipeg, Manitoba Canada R3A 1M3
Secured Parties (party code, name, address)	Canadian Imperial Bank of Commerce 500 - One Lombard Place Winnipeg, Manitoba Canada R3C 2P3
General Collateral Description	*The security interest is taken in all of the debtor's present and after-acquired personal property.
Change History	Registration Number: 202103103713 (2021-02-24 2:02:12 PM) Sections Changed: Business Debtors

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END OF EXACT MATCHES

Additional Options:

To view similar matches, please select the "Similar Matches" tab.
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Search by Business Debtor: 4 similar matches were found.

Business Debtor Name	No. of Registrations
1. MANITOBA CLINIC CO LTD.	1
2. MANITOBA CLINIC MEDICAL CORPORATION	1
3. Manitoba Clinic Holding (Parent) Co. Ltd.	1
4. Manitoba Clinic Medical Corporation	1

1. MANITOBA CLINIC CO LTD.

☐ Include in Printed Search Results

1.1 MANITOBA CLINIC CO LTD.: Registration 201900188809 (2019-01-04 10:36:25 AM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2029-01-04
Debtor Address	790 SHERBROOK STREET WINNIPEG, MB Canada R3A1M3
Secured Parties (party code, name, address)	PATTISON SIGN GROUP, A DIVISION OF JIM PATTISON INDUSTRIES LTD. 555 ELLESMERE RD. TORONTO, ON Canada M1R4E8
General Collateral Description	SIGNAGE AS PER CONTRACT LW272430

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2. MANITOBA CLINIC MEDICAL CORPORATION

☐ Include in Printed Search Results

2.1 MANITOBA CLINIC MEDICAL CORPORATION: Registration 202211924405 (2022-07-15 3:52:45 PM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2026-07-15
Debtor Address	790 Sherbrook Street Winnipeg, MB Canada R3A1M3
Secured Parties (party code, name, address)	CSI LEASING CANADA LTD. 2400 Winston Park Drive Unit 4 Oakville, ON Canada L6H0G7
General Collateral Description	VARIOUS GOODS, EQUIPMENT, SOFTWARE, PERIPHERALS, AND PERSONAL PROPERTY, TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPAIRS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO LEASED TO LESSEE PURSUANT TO EQUIPMENT SCHEDULE 1 TO MASTER LEASE NO. 301206, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, INCLUDING WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSIT-TAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL.

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3. Manitoba Clinic Holding (Parent) Co. Ltd.

☐ Include in Printed Search Results

3.1 Manitoba Clinic Holding (Parent) Co. Ltd.: Registration 201715550704 (2017-08-25 3:42:56 PM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2027-08-25
Special Notices	Purchase Money Security Interest
Debtor Address	790 Sherbrook Street Winnipeg, Manitoba Canada R3A 1M3

Secured Parties (party code, name, address)	Canadian Imperial Bank of Commerce 500 - One Lombard Place Winnipeg, Manitoba Canada R3C 2P3
General Collateral Description	*The security interest is taken in all of the debtor's present and after-acquired personal property.
Change History	Registration Number: 202103103217 (2021-02-24 1:56:27 PM) Sections Changed: Business Debtors

[Back to Top](#)**4. Manitoba Clinic Medical Corporation**☐ Include In Printed Search Results**4.1 Manitoba Clinic Medical Corporation: Registration 201715549803 (2017-08-25 3:38:56 PM)**

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2027-08-25
Special Notices	Purchase Money Security Interest
Debtor Address	790 Sherbrook Street Winnipeg, Manitoba Canada R3A 1M3
Secured Parties (party code, name, address)	Canadian Imperial Bank of Commerce 500 - One Lombard Place Winnipeg, Manitoba Canada R3C 2P3
General Collateral Description	*The security interest is taken in all of the debtor's present and after-acquired personal property.
Change History	Registration Number: 202103103519 (2021-02-24 2:00:12 PM) Sections Changed: Business Debtors

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Search by Business Debtor: 3 similar matches were found.

Business Debtor Name	No. of Registrations
1. MANITOBA CLINIC CO LTD.	1
2. Manitoba Clinic Holding (Parent) Co. Ltd.	1
3. The Manitoba Clinic Holding Co. Ltd.	1

1. MANITOBA CLINIC CO LTD.

☐ Include in Printed Search Results

1.1 MANITOBA CLINIC CO LTD.: Registration 201900188809 (2019-01-04 10:36:25 AM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2029-01-04
Debtor Address	790 SHERBROOK STREET WINNIPEG, MB Canada R3A1M3
Secured Parties (party code, name, address)	PATTISON SIGN GROUP, A DIVISION OF JIM PATTISON INDUSTRIES LTD. 555 ELLESMERE RD. TORONTO, ON Canada M1R4E8
General Collateral Description	SIGNAGE AS PER CONTRACT LW272430

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2. Manitoba Clinic Holding (Parent) Co. Ltd.

☐ Include in Printed Search Results

2.1 Manitoba Clinic Holding (Parent) Co. Ltd.: Registration 201715550704 (2017-08-25 3:42:56 PM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2027-08-25
Special Notices	Purchase Money Security Interest
Debtor Address	790 Sherbrook Street Winnipeg, Manitoba Canada R3A 1M3
Secured Parties (party code, name, address)	Canadian Imperial Bank of Commerce 500 - One Lombard Place Winnipeg, Manitoba Canada R3C 2P3
General Collateral Description	*The security interest is taken in all of the debtor's present and after-acquired personal property.
Change History	Registration Number: 202103103217 (2021-02-24 1:56:27 PM) Sections Changed: Business Debtors

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3. The Manitoba Clinic Holding Co. Ltd.

☐ Include in Printed Search Results

3.1 The Manitoba Clinic Holding Co. Ltd.: Registration 201715549102 (2017-08-25 3:33:56 PM)

Registered under	The Personal Property Security Act
Expiry Date (YYYY-MM-DD)	2027-08-25
Special Notices	Purchase Money Security Interest
Debtor Address	790 Sherbrook Street Winnipeg, Manitoba Canada R3A 1M3
Secured Parties (party code, name, address)	Canadian Imperial Bank of Commerce 500 - One Lombard Place Winnipeg, Manitoba Canada R3C 2P3

General Collateral Description	*The security interest is taken in all of the debtor's present and after-acquired personal property.
Change History	Registration Number: 202103103713 (2021-02-24 2:02:12 PM) Sections Changed: Business Debtors
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THIS IS EXHIBIT "B" REFERRED TO IN
THE AFFIDAVIT OF ALECIA IWANCHUK
SWORN BEFORE ME THIS 6th DAY OF FEBRUARY, 2024.



COMMISSIONER FOR OATHS
FOR THE PROVINCE OF SASKATCHEWAN
MY COMMISSION
EXPIRES: Oct 31, 2024



STATUS OF TITLE

Title Number **2821678/1**
Title Status **Accepted**
Client File **1102-154**

1. REGISTERED OWNERS, TENANCY AND LAND DESCRIPTION

THE MANITOBA CLINIC HOLDING CO. LTD.

IS REGISTERED OWNER SUBJECT TO SUCH ENTRIES RECORDED HEREON
IN THE FOLLOWING DESCRIBED LAND:

LOT 1 PLAN 58713 WLTO
IN RL 5 AND 6 PARISH OF ST JOHN

The land in this title is, unless the contrary is expressly declared, deemed to be subject to the reservations and restrictions set out in section 58 of *The Real Property Act*.

2. ACTIVE INSTRUMENTS

Instrument Type: **Caveat**
Registration Number: **2135458/1**
Instrument Status: **Accepted**

Registration Date: 1997-04-28
From/By: THE CITY OF WINNIPEG
To:

Amount:
Notes: AFF: PCL A AND E PL 22257
Description: LICENCE TO RIGHT OF WAY

Instrument Type: **Caveat**
Registration Number: **2312825/1**
Instrument Status: **Accepted**

Registration Date: 1998-10-14
From/By: NEON PRODUCTS LIMITED
To:

Amount:
Notes: AFF: PART
Description: LICENCE TO ENTER

Instrument Type: **Caveat**
Registration Number: **2636464/1**
Instrument Status: **Accepted**

Registration Date: 2001-09-07
From/By: MTS COMMUNICATIONS INC.
To:

Amount:
Notes: AFF: PARCEL E PLAN 22257
Description: RIGHT-OF-WAY

Instrument Type: **Caveat**
Registration Number: **2636465/1**
Instrument Status: **Accepted**

Registration Date: 2001-09-07
From/By: MTS COMMUNICATIONS INC.
To:

Amount:
Notes: AFF: PARCEL J PLAN 31029
Description: RIGHT-OF-WAY

Instrument Type: **Caveat**
Registration Number: **4629394/1**
Instrument Status: **Accepted**

Registration Date: 2015-07-28
From/By: SHELL CANADA LIMITED
To: KEVIN P. DOOLEY AS AGENT

Amount:
Notes: AFF: PART SERVIENT
Description: RESTRICTIVE COVENANT

Instrument Type: **Caveat**
Registration Number: **4686039/1**
Instrument Status: **Accepted**

Registration Date: 2016-01-07
From/By: THE CITY OF WINNIPEG
To: SARAH FEHR AS AGENT

Amount:
Notes: No notes
Description: DEVELOPMENT AGREEMENT

Instrument Type: **Easement**
Registration Number: **4686040/1**
Instrument Status: **Accepted**

Registration Date: 2016-01-07
From/By: THE MANITOBA CLINIC HOLDING CO. LTD.
To: MTS INC. AND SHAW CABLESYSTEMS LIMITED

Amount:
Notes: No notes
Description: STATUTORY EASEMENT

Instrument Type: **Mortgage**
Registration Number: **4879369/1**
Instrument Status: **Accepted**

Registration Date: 2017-08-28
From/By: THE MANITOBA CLINIC HOLDING CO. LTD.
To: CANADIAN IMPERIAL BANK OF COMMERCE

Amount: \$75,000,000.00
Notes: No notes
Description: DEBENTURE

INSTRUMENTS THAT AFFECT THIS INSTRUMENT

<u>Registration Number</u>	<u>Instrument Type</u>	<u>Status</u>
5292981/1	Amending Agreement Including Land	Accepted

Instrument Type: Personal Property Security Notice
Registration Number: 4880522/1
Instrument Status: Accepted

Registration Date: 2017-08-31
From/By: CANADIAN IMPERIAL BANK OF COMMERCE
To: J. DOUGLAS SIGURDSON AS AGENT

Amount:
Notes: No notes
Description: FIXTURES, PAYMENTS UNDER LEASE EXP 2027/08/25

Instrument Type: Caveat
Registration Number: 4880523/1
Instrument Status: Accepted

Registration Date: 2017-08-31
From/By: CANADIAN IMPERIAL BANK OF COMMERCE
To: J. DOUGLAS SIGURDSON AS AGENT

Amount:
Notes: No notes
Description: ASSIGNMENT OF RENTS AND LEASES

Instrument Type: Easement
Registration Number: 4898335/1
Instrument Status: Accepted

Registration Date: 2017-10-24
From/By: THE MANITOBA CLINIC HOLDING CO. LTD.
To: THE MANITOBA HYDRO-ELECTRIC BOARD

Amount:
Notes: No notes
Description: STATUTORY EASEMENT

Instrument Type: **Amending Agreement Including Land**
Registration Number: **5292981/1**
Instrument Status: **Accepted**

Registration Date: 2021-05-11
From/By: Canadian Imperial Bank of Commerce
To: The Manitoba Clinic Holding Co. Ltd.

Amount:
Notes: No notes
Description: No description

3. ADDRESSES FOR SERVICE

THE MANITOBA CLINIC HOLDING
CO. LTD.
790 SHERBROOK STREET
WINNIPEG MB
R3A 1M3

4. TITLE NOTES

No title notes

5. LAND TITLES DISTRICT

Winnipeg

6. DUPLICATE TITLE INFORMATION

Duplicate not produced

7. FROM TITLE NUMBERS

1374224/1	Part
2793063/1	All
2793060/1	All
2803850/1	All

8. REAL PROPERTY APPLICATION / CROWN GRANT NUMBERS

No real property application or grant information

9. ORIGINATING INSTRUMENTS

Instrument Type:	Request To Issue Title
Registration Number:	4686038/1
Registration Date:	2016-01-07
From/By:	THE MANITOBA CLINIC HOLDING CO. LTD.
To:	
Amount:	

10. LAND INDEX

Lot 1 Plan 58713

CERTIFIED TRUE EXTRACT PRODUCED FROM THE LAND TITLES DATA STORAGE
SYSTEM OF TITLE NUMBER 2821678/1