

COURT FILE NUMBER 2401-02438

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANT BANK OF MONTREAL

RESPONDENTS AMC&F PROPERTIES LTD. and LYNCORP MANUFACTURING LTD.

DOCUMENT **ORDER**
(Approval of Accounts and Discharge of Receiver)

ADDRESS FOR
SERVICE AND
CONTACT **OSLER, HOSKIN & HARCOURT LLP**
Barristers & Solicitors
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File Number: 1253712



UPON THE APPLICATION by Alvarez & Marsal Canada Inc. in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of the assets, properties and undertakings of AMC&F Properties Ltd. and Lyncorp Manufacturing Ltd. (collectively, the “**Debtors**”) for an order approving the Receiver’s accounts and the accounts of its legal counsel, approving the Receiver’s activities and discharging the Receiver; **AND UPON** having read the Receivership Order dated February 26, 2024 (the “**Receivership Order**”) and the Second Report of the Receiver dated September 23, 2024 (the “**Second Report**”); **AND UPON** hearing from counsel for the Receiver and counsel for any other interested party appearing at the hearing of this Application;

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, 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.

APPROVAL OF RECEIPTS, DISBURSEMENTS AND ACCOUNTS

2. The Receiver's accounts and the accounts of its independent counsel, Osler Hoskin & Harcourt LLP (including the Forecast Fees and Costs), are hereby ratified and approved, as set out in the Receiver's Second Report.
3. The Receiver's Final Statement of Receipts and Disbursements set out in the Second Report is approved and the Receiver is hereby directed and authorized to make the final distributions set out in the Second Report.

DISCHARGE OF THE RECEIVER

4. As of the date of the Second Report and based on the evidence before this Honourable Court:
 - (a) Following the closing of the sale transaction (the "**Transaction**") contemplated by an Asset Purchase Agreement dated September 4, 2024 between the Receiver and Erick Zampini, and subject to the completion of minor administrative matters, the Receiver will have completed the administration of these estates;
 - (b) The Receiver has acted honestly and in good faith, and has dealt with the Property (as that term is defined in the Receivership Order) in a commercially reasonable manner;
 - (c) The actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver of the Property;
 - (d) The Receiver shall not be liable for any act or omission pertaining to the discharge of the Receiver's duties as court-appointed receiver of the Property, save and except for any liability arising out of fraud or gross negligence or wilful misconduct on the part of the Receiver; and

- (e) Any and all claims against the Receiver arising from, relating to or in connection with the performance of the Receiver's duties and obligations as court-appointed receiver of the Property, save and except for claims based on fraud or gross negligence or wilful misconduct on the part of the Receiver, shall be forever barred and extinguished.
- 5. No action or proceeding arising from, relating to, or in connection with the performance of the Receiver's duties and obligations in respect of the Property may be commenced or continued without the prior leave of this Honourable Court, on notice to the Receiver and on such terms as this Honourable Court may direct.
- 6. The Receiver is hereby authorized and permitted to deliver to the current or former directors of the Debtors at his/her own expense copies of any corporate record in the possession and control of the Receiver relating to the Debtors. In the event corporate records remain in the possession and control of the Receiver 30 days following the filing of the Receiver's Certificate attached hereto as **Schedule "A"**, the Receiver is hereby authorized and directed to destroy or dispose of such records in whatever manner the Receiver deems appropriate.
- 7. Upon the filing of the Receiver's Certificate attached hereto as **Schedule "A"** confirming, among other things, that the Receiver has made all distributions set out in the Second Report in accordance with paragraph 3 of this Order, the Receiver shall be absolutely and unconditionally discharged as Receiver of the Property and shall have no further duty, liability or obligation with respect to the Property, provided however, that notwithstanding its discharge, the Receiver shall:
 - (a) remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership; and
 - (b) shall continue to have the benefit of the provisions of this Order and all Orders granted in these proceedings, including all approvals, protections and stays of proceedings in favor of the Receiver in its capacity as Receiver.

MISCELLANEOUS

8. The Receiver has leave to reapply to this Honourable Court for such further advice and directions as may be necessary.
9. 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.
10. Service of this Order on any party not attending this application is hereby dispensed with.

BB Johnston

Justice of the Court of King's Bench of Alberta

Schedule "A"

COURT FILE NUMBER	2401-02438	<div>Clerk's Stamp</div>
COURT	COURT OF KING'S BENCH OF ALBERTA	
JUDICIAL CENTRE	CALGARY	
APPLICANT	BANK OF MONTREAL	
RESPONDENTS	AMC&F PROPERTIES LTD. and LYNCORP MANUFACTURING LTD.	
DOCUMENT	RECEIVER'S CERTIFICATE	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	OSLER, HOSKIN & HARCOURT LLP Barristers & Solicitors Brookfield Place, Suite 2700 225 6 Ave SW Calgary, AB T2P 1N2 Solicitors: Randal Van de Mosselaer / Julie Treleaven Telephone: (403) 260-7000 / 7048 Email: RVandemosselaer@osler.com / JTreleaven@osler.com File Number: 1253712	

RECITALS

- A. Pursuant to an Order of the Honourable Justice M.H. Hollins of the Court of King's Bench of Alberta, Judicial District of Calgary (the "**Court**") dated February 26, 2024, Alvarez & Marsal Canada Inc. was appointed as the receiver (the "**Receiver**") of the undertakings, property and assets of AMC&F Properties Ltd. and Lyncorp Manufacturing Ltd.
- B. Pursuant to a Discharge Order of the Court dated October 2, 2024 (the "**Discharge Order**"), the Court approved the Receiver's discharge, effective upon the filing by the Receiver of a certificate confirming, among other things, that the Receiver has: (i) remitted to Canada Revenue Agency all GST owing in relation to the sale of the Property; and (ii) made all distributions set out in the Second Report in accordance with paragraph 3 of the Discharge Order.

- C. Capitalized terms not otherwise defined herein shall have the meanings given to those terms in the Discharge Order.

THE RECEIVER CERTIFIES the following:

1. The Transaction successfully closed on ●, 2024.
2. All distributions set out in the Second Report have been made by the Receiver in accordance with paragraph 3 of the Discharge Order.
3. The administration of the receivership proceedings as described in the Second Report have been completed.

Dated this _____ day of _____, 2024.

Alvarez & Marsal Canada Inc., in its capacity as Receiver of the undertakings, property and assets of AMC&F Properties Ltd. and Lyncorp Manufacturing Ltd., and not in its personal or corporate capacity.

Per:_____

Name:

Title: