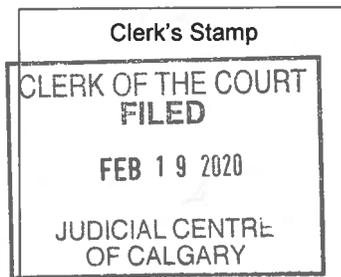


COURT FILE NUMBER 1901-18029
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



IN THE MATTER OF SECTION 47 OF THE *BANKRUPTCY AND INSOLVENCY ACT*, RSC 1985, c B-3

AND IN THE MATTER OF SECTION 13(2) OF THE *JUDICATURE ACT*, RSA 2000, c J-2

AND IN THE MATTER OF SECTION 49 OF *THE LAW OF PROPERTY ACT*, RSA 2000, c L-7

APPLICANTS SUN LIFE ASSURANCE COMPANY OF CANADA, AND THOSE OTHER APPLICANTS SET OUT IN THE ATTACHED SCHEDULE "A.1"

RESPONDENTS SUNDANCE PLACE II LTD., SUNDANCE PLACE II 1000 LIMITED PARTNERSHIP by its general partner SUNDANCE PLACE II LTD., AND THOSE OTHER RESPONDENTS SET OUT IN THE ATTACHED SCHEDULE "A.2"

DOCUMENT APPLICATION

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Sean Collins / Walker W. MacLeod / Pantelis Kyriakakis
Tel: 403-260-3531 / 3710 / 3536
Fax: 403-260-3501
Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca / pkyriakakis@mccarthy.ca

NOTICE TO THE RESPONDENTS

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

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

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

Date: February 19, 2020
Time: 10:00 a.m.
Where: Calgary Courts Centre
Before Whom: 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. Any and all capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Affidavit of Riaz Mamdani, sworn on February 19, 2020 (the "**Mamdani Affidavit**").
2. The general partner applicants, as set out in Schedule "B.2" to the proposed form of amended and restated receivership order (collectively, the "**GP Debtors**"), seek the following relief:
 - (a) declaring service of this Application good and sufficient, and abridging time for notice of this Application to the time actually given, if necessary;
 - (b) sealing the confidential exhibit marked as Confidential Exhibit "1" to the Mamdani Affidavit (the "**Confidential Exhibit**"), until the earlier of: (i) the removal of the Co-Owned Properties from the Receivership Proceedings (as a result of or following the closing of the Settlement Agreement); or (ii) upon the closing of any sale or sales of all of the Co-Owned Properties, which takes place within these Receivership Proceedings; and,
 - (c) such further and other relief as counsel may advise and this Honourable Court may deem appropriate.

Grounds for making this application:

3. The Confidential Exhibit contains the Settlement Agreement, the terms of which: (i) contain strict confidentiality covenants; (ii) are indicative of the value associated with the various Co-Owned Properties; and, (iii) contain certain commercially sensitive information in connection with the Co-Owned Properties and the settlement terms therein. The public disclosure and dissemination of the specific terms of the settlement agreement and the information contained therein would cause serious and irreparable harm to the Strategic co-owners; especially in the event that any corresponding sale or marketing process is initiated with respect to any of the Co-Owned Properties.
4. Such further and grounds as counsel for the GP Debtors may advise.

Material evidence to be relief on:

5. The Affidavit of Riaz Mamdani, sworn on February 19, 2020.

6. The Confidential Exhibit, unfiled.

7. Such further and other materials as counsel for the GP Debtors may advise and this Honourable Court may permit.

Applicable rules:

8. Rule 6.48 of the *Alberta Rules of Court*.

9. Such further and other rules as counsel for the GP Debtors may advise and this Honourable Court may permit.

Any irregularity complained of or objected relied on:

10. There are no irregularities complained of or objects relied on.

How the application is proposed to be heard or considered:

11. The GP Debtors propose that the Application be heard in person with one, some, or all of the parties present.

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"
SEALING ORDER**

Clerk's Stamp

COURT FILE NUMBER 1901-18029
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF SECTION 47 OF THE *BANKRUPTCY AND
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JUDICATURE ACT, RSA 2000, c J-2

AND IN THE MATTER OF SECTION 49 OF *THE LAW OF
PROPERTY ACT*, RSA 2000, c L-7

APPLICANTS SUN LIFE ASSURANCE COMPANY OF CANADA, AND THOSE
OTHER APPLICANTS SET OUT IN THE ATTACHED
SCHEDULE "A.1"

RESPONDENTS SUNDANCE PLACE II LTD., SUNDANCE PLACE II 1000
LIMITED PARTNERSHIP by its general partner SUNDANCE
PLACE II LTD., AND THOSE OTHER RESPONDENTS SET OUT
IN THE ATTACHED SCHEDULE "A.2"

DOCUMENT **ORDER (Sealing)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Sean Collins / Walker W. MacLeod / Pantelis Kyriakakis
Tel: 403-260-3531 / 3710 / 3536
Fax: 403-260-3501
Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca / pkyriakakis@mccarthy.ca

DATE ON WHICH ORDER WAS PRONOUNCED: February 19, 2020

NAME OF JUDGE WHO MADE THIS ORDER: Justice K.M. Horner

LOCATION OF HEARING: Calgary, Alberta

UPON the application (the "**Application**") of the general partner applicants, as set out in Schedule "B.2" to the proposed form of amended and restated receivership order (collectively, the "**GP Debtors**"); **AND UPON** having read the Affidavit of Riaz Mamdani, sworn on February 19,

2020 (the “**Mamdani Affidavit**”), filed; **AND UPON** having read the Confidential Exhibit “1” to the Mamdani Affidavit (the “**Confidential Exhibit**”), unfiled; **AND UPON** having read the Affidavit of Service of Katie Doran, sworn on February 19, 2020 (the “**Service Affidavit**”), filed; **AND UPON** hearing counsel for the GP Debtors and any other counsel present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Any and all capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Mamdani Affidavit.
2. Part 6, Division 4 of the *Alberta Rules of Court* does not apply to the Application and the Clerk of the Court is hereby directed to seal the Confidential Exhibit, on the Court file, until the earlier of: (i) the removal of the Co-Owned Properties from the Receivership Proceedings (as a result of or following the closing of the Settlement Agreement); or (ii) upon the closing of any sale or sales of all of the Co-Owned Properties, which takes place within these Receivership Proceedings. The Confidential Exhibit shall be sealed and filed in an envelope containing the following endorsement thereon:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL EXHIBIT TO THE AFFIDAVIT OF RIAZ MAMDANI, SWORN ON FEBRUARY 19, 2020. THE CONFIDENTIAL EXHIBIT TO THE AFFIDAVIT OF RIAZ MAMDANI, SWORN ON FEBRUARY 19, 2020 IS SEALED PURSUANT TO AN ORDER ISSUED BY THE HONOURABLE JUSTICE K.M. HORNER, DATED FEBRUARY 19, 2020, AND IS NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICALLY ACCESSIBLE.

3. Any person (including a member or members of the Strategic Group of Companies) may apply, on reasonable notice to Alvarez & Marsal Canada Inc. in its capacity as receiver and manager in the within action (the “**Receiver**”), and any other persons likely to be affected, to vary or amend the terms of paragraph 1 of this Order.
4. Any mortgage lender may obtain a copy of the Confidential Exhibit from the Receiver provided that such mortgage lender enter into a form of confidentiality agreement to be provided by the Receiver, for and on behalf of the applicable GP Debtor.
5. Service of this Order shall be deemed good and sufficient by:

- (a) Serving the same on:
- (i) the persons listed on the service list created in these proceedings;
 - (ii) any other person served with notice of the application for this Order;
 - (iii) any other parties attending or represented at the application for this Order; and
- (b) Posting a copy of this Order on the Receiver's website at:
- and service on any other person is hereby dispensed with.

6. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

J.C.C.Q.B.A.