

NOTICE TO CREDITORS

(Claims Procedure)

On January 30, 2020, February 19, 2020 and March 3, 2020, numerous entities and more specifically those listed at **Appendix "A"** herein, **(the "Respondents")** were placed into Receivership pursuant to the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3, as amended **(the "BIA")** by orders of the Court of Queen's Bench of Alberta **(the "Court")** in Action No. 1901 – 18029. Alvarez & Marsal Canada Inc. was appointed by the Court as the receiver and manager in these proceedings **(the "Receiver")**.

On March 27, 2020, the Court approved a transaction whereby the property of the Respondents was sold by the Receiver to certain special purpose subsidiaries of TELUS Pensions Master Trust **(collectively "TPMT")**. As part of the purchase price of the transaction, TPMT provided the Receiver a creditor cash pool of \$4.4MM **("Creditor Cash Pool")** to fund a claims process and effect a distribution to affected creditors of the Respondents.

On September 21, 2020 the Court directed the Receiver to solicit "claims provable" and "provable claims" (as defined in the BIA) and restructuring claims from all creditors of the Respondents for the purpose of determining the claims which will be entitled to claim a distribution from the estates of the Respondents, being the Creditor Cash Pool **(the "Claim(s)")**.

Any creditor having a Claim against the Respondents, with the exception of:

- (a)
 - i. inter-company claims between the Respondents;
 - ii. claims by the Respondents' direct and indirect shareholders;
 - iii. claims by the Respondents' respective affiliates, including those respondents under the Interim Receivership Order dated December 20, 2019 in Court of Queen Bench Action 1901-18029 **("IRO respondents")**;
 - iv. claims by the related trusts of the Respondents' and the IRO respondents;
 - v. claims by the respective officers, directors and employees of the Respondents and IRO respondents and all of their affiliates and related trusts;
 - vi. to the extent not captured by sub-paragraphs (a)(i) to (v), IEC Ltd. and Audeamus Capital Corp.;

The parties referred to from paragraphs (a)(i) to (vi) are collectively referred to as the **"Strategic Parties"**

- (b) equity claims of the Strategic Parties in the Respondents;
- (c) costs incurred in connection with the administration of the estate of the Respondents on and after December 20, 2019;
- (d) the Receiver's professional fees and disbursements;
- (e) claims by mortgage lenders whose mortgages were paid out or assumed as part of the transaction between the Receiver and certain special purpose subsidiaries of TELUS Pensions Master Trust which transaction was approved by the Court on March 27, 2020 in these proceedings;
- (f) such other claims which are excluded pursuant to an order of the Court;

arising against the Respondents before the dates as set out in **Appendix "A"** correlating with each specific Respondent (see the "Pre-Filing Claims Cut-Off Date" column in Appendix "A") of any nature whatsoever, including an unsecured, secured, proprietary, contingent or unliquidated Claim is required to file, in the manner set out in this Notice to Creditors, a Proof of Claim in the prescribed form (which has been provided to you with this Notice to Creditors) with the Receiver in order to participate in any distribution associated with the Receivership proceedings.

Additional copies of the prescribed Proof of Claim form can be obtained by contacting the Receiver via telephone at (403) 538 - 7555 or via e-mail at thilton@alvarezandmarsal.com or it can be downloaded from the Receiver's website at: <https://www.alvarezandmarsal.com/strategicgroup>.

Any creditor who chooses to file a Proof of Claim is required to provide whatever documentation they may have to support their Claim against the Respondents, such as contracts, invoices, bills of lading, and shipping receipts, in relation to the goods and/or services provided to the Respondents in the appropriate currency under which their Claim arose.

All Proof of Claim forms, together with the required supporting documentation, must be sent to Alvarez & Marsal Canada Inc. to the attention of Trevor Hilton by email (thilton@alvarezandmarsal.com), prepaid registered mail, personal delivery, or sent by courier to Bow Valley Square 4, Suite 1110, 250 6th Ave SW, Calgary, AB, T2P 3H7 on or before 5:00 pm Mountain Daylight Time on November 5, 2020 2020 ("Claims Bar Date").

All Claims must account for and be adjusted for any equipment and/or other assets released by the Respondents to the creditor whether by court order or otherwise.

All Claims received by the Receiver or, in the case of mailing, postmarked, after the Claims Bar Date will, unless otherwise ordered by the Court, be forever extinguished, barred, and will not participate in any distributions in the Receivership proceedings.

With respect all Claims, the Receiver will in turn provide to the creditor a notice in writing as to whether their Claim is accepted or disputed in whole or in part, and indicating the reason for the dispute pursuant to a Notice of Revision or Disallowance.

Where a creditor objects to a Notice of Revision or Disallowance, the creditor shall notify the Receiver of its objection in writing (**the "Dispute Notice"**) by regular mail, personal delivery, courier, or electronic mail within 14 days from the date the Notice of Revision or Disallowance was received.

The Receiver will attempt to consensually resolve disputes with respect to any claim. If the dispute cannot be resolved the Receiver may bring an application before the Court for the determination of the claim, failing which, the creditor may bring an application before the Court for a determination.

A creditor that does not provide to the Receiver a Dispute Notice to a Notice of Revision or Disallowance issued by the Receiver shall, unless otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of its Claim as set out in such Notice of Revision or Disallowance.

Dated September 22, 2020 in Calgary, Alberta.

ALVAREZ & MARSAL CANADA INC., in its capacity as Court-appointed receiver in the Receivership of Sundance Place II, et al., in Alberta Court of Queen's Bench Action 1901-18029 and not in its personal or corporate capacity



Per: _____

Appendix "A" – Respondents

(Please see the Receiver's website for full legal descriptions for the properties listed below - <https://www.alvarezandmarsal.com/strategicgroup>)

Strategic LP (Respondent)	Strategic GP / Nominee (Respondent)	Property Name & Civic Address	Pre-Filing Claims Cut-Off Date
926 Limited Partnership	926 Capital Corp.	926 Property - 926 5 Ave SW, Calgary, AB	February 19, 2020
Inglewood 9th Avenue Limited Partnership	Inglewood 9th Avenue GP Ltd.	1410 Inglewood - 1410-9 Avenue SE, Calgary, AB	February 19, 2020
20/20 Limited Partnership	20/20 Capital Corp.	20/20 - 2020 4th Street SW, Calgary, AB	February 19, 2020
550 Limited Partnership	550 Capital Corp.	5/5 - 550 – 11 Avenue SW, Calgary, AB	March 3, 2020
Airdrie Gateway Block 2 Limited Partnership	Airdrie Gateway Block 2 Capital Corp.	Aqua - 45 Gateway Drive NE, Airdrie, AB	February 19, 2020
Blackfoot Centre Limited Partnership	Blackfoot Centre Ltd.	Blackfoot Centre - 510 – 77th Avenue SE, Calgary, AB	February 19, 2020
Bonavista Square Limited Partnership	Bonavista Squate Ltd.	Bonavista (Avenida Place) - 12100 MacLeod Trail SE, Calgary, AB	February 19, 2020
Centro 2102 Limited Partnership	Centro 2102 Capital Corp.	Centro - 2110 Centre Street NE, Calgary, AB	February 19, 2020
Kensington Building Limited Partnership by its general partner, Kensington Building Capital Corp.	1220 Kensington Road Corp. (Nominee (not the general partner of the Strategic Limited Partnership))	Kensington - 1220 Kensington Road NW, Calgary, AB	January 30, 2020
Center Street Limited Partnership	Center Street GP Ltd.	M17 - 1716 Center Street SE, Calgary, AB	February 19, 2020
Glenmore Commerce Court Limited Partnership	Glenmore Commerce Court Capital Corp.	Glenmore Commerce Court - 4000 Glenmore Court SE, Calgary, AB	January 30, 2020
Mission Centre Limited Partnership	Mission Centre Inc.	Mission Centre - 2303 4th Street SW, Calgary, AB	January 30, 2020
One Six Limited Partnership	One Six Capital Corp.	One6 - 1528-16 Avenue NW, Calgary, AB	February 19, 2020
Stony Plain Limited Partnership	Stony Plain Capital Corp.	Entro - 2801 43 Avenue, Stony Plain, AB	February 19, 2020
Sundance Place II 2000 Limited Partnership	Sundance Place II Ltd.	Sundance 2000 - 15 Sunpark Plaza SE, Calgary, AB	February 19, 2020
Sundance Place II 5000 Limited Partnership	Sundance Place II Ltd.	Sundance 5000 - 15 Sunpark Plaza SE, Calgary, AB	February 19, 2020
Claridge Limited Partnership by its general partner, Claridge Capital Corp.	1156178 Alberta Ltd. (Nominee (not the general partner of the Strategic Limited Partnership))	Claridge - 3149-151 Avenue, Edmonton, AB	February 19, 2020
Duncan Retail Limited Partnership	Duncan Retail Capital Corp.	Duncan - 248, 250, 252, 350, 372 and 380 Trunk Road, 291 Cowichan Way and 131 and 141 Trans-Canada Highway, Duncan, BC	February 19, 2020

Strategic LP (Respondent)	Strategic GP / Nominee (Respondent)	Property Name & Civic Address	Pre-Filing Claims Cut-Off Date
Strategic Atlantic Limited Partnership	Strategic Atlantic Ltd.	105 Pinecrest Drive, Dartmouth, NS	February 19, 2020
		109 Pinecrest Drive, Dartmouth, NS	
		111 Pinecrest Drive, Dartmouth NS	
		117 Albro Lake Road, Dartmouth, NS	
		12 Trinity Avenue, Dartmouth, NS	
		133 Pinecrest Drive, Dartmouth, NS	
		85 Pinecrest Drive, Dartmouth, NS	
		9 & 11 Kennedy Drive, Dartmouth, NS	
		24 Roleika Drive, Dartmouth, NS	
		7 Kennedy Drive, Dartmouth, NS	
		3 Autumn Drive, Halifax, NS	
		44 River Road, Halifax, NS	
		451 Herring Cove Road, Halifax, NS	
		498 Herring Cove Road, Halifax, NS	
		5 Forbes Street, Halifax, NS	
		536 Herring Cove Road, Halifax, NS	
540 Herring Cove Road, Halifax, NS			
		538 Herring Cove Road, Halifax, NS	
		6, 8, 9 & 14 Galaxy Avenue, Dartmouth, NS	
		384.5 Portland Street, Dartmouth, NS	
		39, 43 & 45 Jefferson Lane, Sydney, NS	
		67 Caledonia Road, Dartmouth, NS	
		532 Herring Cove Road, Halifax, NS	
		534 Herring Cove Road, Halifax, NS	
		65, 67, 69 & 73 Dominion Street, Glace Bay, NS	
		32 Primrose Street, Dartmouth, NS	
		19 Primrose Street, Dartmouth, NS	
		190 Oakdene Avenue, Kentville, NS	
		40 Brule Street, Dartmouth, NS	
		117 Pinecrest Drive, Dartmouth, NS	
		119 Pinecrest Drive, Dartmouth, NS	
		113 Pinecrest Drive, Dartmouth, NS	
		175 Britain Street, Saint John, NB	
		237 Roleika Drive, Dartmouth, NS	
		490 Wiley Avenue, Windsor, NS	
		550 Herring Cove Road, Halifax, NS	
		611 Herring Cove Road, Halifax, NS	
		123 Pinecrest Drive, Dartmouth, NS	
		38 Trinity Avenue, Dartmouth, NS	
		4 Alfred Street, Dartmouth, NS	
100 Inverness Place, Saint John, NB			
3, 4, 8 & 9 Shamrock Court, Saint John, NB			
79 & 81 Lakecrest Drive, Dartmouth, NS			