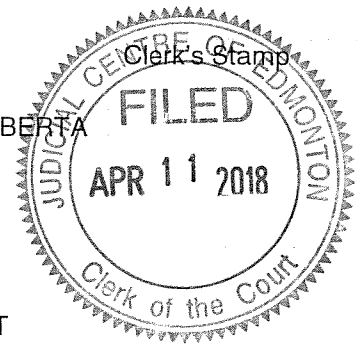


COURT FILE NUMBER 1703-21274
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS 1679775 ALBERTA LTD., REID-BUILT HOMES LTD., REID WORLDWIDE CORPORATION, BUILDER'S DIRECT SUPPLY LTD., REID BUILT HOMES CALGARY LTD., REID INVESTMENTS LTD., REID CAPITAL CORP., and EMILIE REID




IN THE MATTER OF THE RECEIVERSHIP OF 1679775 ALBERTA LTD., REID-BUILT HOMES LTD., REID WORLDWIDE CORPORATION, BUILDER'S DIRECT SUPPLY LTD., REID BUILT HOMES CALGARY LTD., REID INVESTMENTS LTD., and REID CAPITAL CORP.

APPLICANT

ALVAREZ & MARSAL CANADA INC., in its capacity as Court-appointed Receiver and Manager of the current and future assets, undertakings and properties of 1679775 ALBERTA LTD., REID-BUILT HOMES LTD., REID WORLDWIDE CORPORATION, BUILDER'S DIRECT SUPPLY LTD., REID BUILT HOMES CALGARY LTD., REID INVESTMENTS LTD., and REID CAPITAL CORP.

I hereby certify this to be a true copy of the original.



for Clerk of the Court

DOCUMENT

**SALE APPROVAL AND VESTING ORDER
(2014695 Alberta Ltd. o/a Streetview Homes Transaction)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Norton Rose Fulbright Canada LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2

Phone: +1 403.267.8222
Fax: +1 403.264.5973
Email: howard.gorman@nortonrosefulbright.com /
aditya.badami@nortonrosefulbright.com
Attention: Howard A. Gorman, Q.C. / Aditya M. Badami

DATE ON WHICH ORDER WAS PRONOUNCED: April 11, 2018

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Mr. Justice R. A. Graesser

UPON THE APPLICATION by Alvarez & Marsal Canada Inc., in its capacity as Court-appointed receiver and manager (the **Receiver**) of the current and future assets, undertakings, and properties of 1679775 Alberta Ltd., Reid-Built Homes Ltd., Reid Worldwide Corporation, Builder's Direct Supply Ltd., Reid Built Homes Calgary Ltd., Reid Investments Ltd., and Reid Capital Corp. (collectively, the **Debtors**) for an order approving the sale transaction (the **Transaction**) contemplated by an agreement of purchase and sale (the **Sale Agreement**) between the Receiver and 2072604 Alberta Ltd. operating as Streetview Homes (the **Purchaser**) dated March 26, 2018, and described in the Fourth Report of the Receiver dated April 6, 2018 (the **Report**), and upon noting the registered mortgages (if any) and builders' liens (if any) set out in **Schedule "B"** to this Order, and vesting in the Purchaser Reid-Built Homes Ltd.'s right, title, and interest in and to the assets described in the Sale Agreement (the **Purchased Assets**);

AND UPON HAVING READ the Receivership Order dated November 2, 2017, (the **Receivership Order**), the Report and the Affidavit of Service; **AND UPON HEARING** the submissions of counsel for the Receiver, the Purchaser, and any other interested parties that may be present;

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 TRANSACTIONS

2. The Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby approved. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction or for the conveyance of the Purchased Assets to the Purchaser.

VESTING OF PROPERTY

3. Upon the delivery of a Receiver's certificate to the Purchaser substantially in the form set out in **Schedule "A"** hereto (the **Receiver's Certificate**), all of Reid-Built Homes Ltd.'s right, title, and interest in and to the Purchased Assets shall vest absolutely in the name of the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, caveats, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the **Claims**) including, without limiting the generality of the foregoing:

- i. any encumbrances or charges created by the Receivership Order or any other Orders granted in the Receivership Proceedings;
- ii. all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Alberta) or any other personal property registry system; and
- iii. for greater certainty, this Court orders that all of the Claims affecting or relating to the Assets are hereby expunged and discharged as against the Assets,

4. Upon the delivery of the Receiver's Certificate, and upon the filing of a certified copy of this Order, together with any applicable registration fees, the Registrar of Land Titles of Alberta (the **Registrar**) is hereby authorized, requested, and directed to cancel the existing Certificate of Title No. 172005566, 172011385, and 172005544, for those lands and premises municipally described as 22435 81 Avenue N.W.; 22439 81 Avenue N.W.; and 22507 81 Avenue N.W., all in Edmonton, Alberta, and legally described as:

Plan 1521595, Block 4, Lot 36
Plan 1521595, Block 4, Lot 37
Plan 1521595, Block 4, Lot 40

(the **Lands**)

and to issue new Certificates of Title for the Lands in the name of the Purchaser, and to register such transfers, discharges, discharge statements of conveyances, as may be required to convey clear title to the Lands to the Purchaser, which Certificates of Title shall be subject only to those encumbrances (the **Permitted Encumbrances**) listed on **Schedule "B"** to the Sale Agreement. The Registrar is expressly authorized and directed to include in the discharge of the encumbrances registered against the Lands, all encumbrances registered after the date the Receivership Order was granted.

5. This Order shall be registered by the Registrar notwithstanding the requirements of section 191(1) of the Land Titles Act, RSA 2000, c.L-7 and notwithstanding that the appeal period in respect of this Order has not elapsed, which appeal period is expressly waived.

6. The Purchaser shall, by virtue of the completion of the Transaction, have no liability of any kind whatsoever in respect of any Claims against the Debtors.

7. The Debtors and all persons who claim by, through or under the Debtors in respect of the Purchased Assets, save and except for the persons entitled to the benefit of the Permitted Encumbrances, shall stand absolutely barred and foreclosed from all estate, right, title, interest, royalty, rental and equity of redemption of the Purchased Assets and, to the extent that any such persons

remains in possession or control of any of the Purchased Assets, they shall forthwith deliver possession thereof to the Purchaser.

8. The Purchaser shall be entitled to enter into and upon, hold and enjoy the Purchased Assets for its own use and benefit without any interference of or by the Debtors, or any person claiming by or through or against the Debtors.

9. Immediately after the closing of the Transaction, the holders of the Permitted Encumbrances shall have no claim whatsoever against the Receiver or any of the Debtors.

10. The Receiver is to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof to the Purchaser.

11. Notwithstanding:

- i. the pendency of these proceedings;
- ii. any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- iii. any assignment in bankruptcy made in respect of any of the Debtors,

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

12. The Receiver, the Purchaser, and any other interested party, shall be at liberty to apply for further advice, assistance and directions as may be necessary in order to give full force and effect to the terms of this Order and to assist and aid the parties in closing the Transaction.

HOLDBACK FOR LIENS AND DISTRIBUTION OF NET PROCEEDS

13. From the net proceeds from the sale of the Purchased Assets the Receiver is directed and authorized to hold-back the total amount of any lien claims listed on **Schedule "B"** to this Order, plus ten-percent (10%) as security for costs, asserted as against the Lands or Purchased Assets and as registered on the Certificates of Title identified in paragraph 4 of this Order, with such hold-back amount

being held by the Receiver's counsel in an interest bearing trust account, pending further order or direction from this Court, or agreement among the ~~the~~ claimant(s) and the Receiver.

Assured

14. Upon delivery of the Receiver's Certificate, and after deducting the hold-back set out in paragraph 13 of this Order, the Receiver is authorized to distribute the net proceeds from the sale of the Purchased Assets to the first-registered mortgagee having a claim against the Lands in accordance with the priority of such claim with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale, provided that:

- i. such distribution shall only be made upon the Receiver's confirming the validity of the first-registered mortgagee's security and outstanding indebtedness; and
- ii. such outstanding indebtedness must be equal to or greater than the net proceeds from the sale of the Purchased Assets, being the amount available for distribution to such first-registered mortgagee.

any security claimant

15. Where by the terms of paragraph 14 of this Order ~~the~~ registered ~~mortgagee~~ is not entitled to receive a distribution or payment from the net proceeds from the sale of the Purchased Assets, such net proceeds may be distributed by the Receiver in accordance with the administration of the receivership estate.

MISCELLANEOUS MATTERS

16. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals regulatory and administrative bodies are hereby respectfully requested to make such orders as to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

17. 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.

18. Service of this Order on any party not attending this application is hereby dispensed with.

[Handwritten signature]

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

SCHEDULE A

Form of Receiver's Certificate

COURT FILE NUMBER 1703-21274 Clerk's Stamp

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE EDMONTON

PLAINTIFF ROYAL BANK OF CANADA

DEFENDANTS 1679775 ALBERTA LTD., REID-BUILT HOMES LTD., REID WORLDWIDE CORPORATION, BUILDER'S DIRECT SUPPLY LTD., REID BUILT HOMES CALGARY LTD., REID INVESTMENTS LTD., REID CAPITAL CORP., and EMILIE REID

IN THE MATTER OF THE RECEIVERSHIP OF 1679775 ALBERTA LTD., REID-BUILT HOMES LTD., REID WORLDWIDE CORPORATION, BUILDER'S DIRECT SUPPLY LTD., REID BUILT HOMES CALGARY LTD., REID INVESTMENTS LTD., and REID CAPITAL CORP.

DOCUMENT **RECEIVER'S CERTIFICATE**
(2014695 Alberta Ltd.)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

Norton Rose Fulbright Canada LLP
400 3rd Avenue SW, Suite 3700
Calgary, Alberta T2P 4H2

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Fax: +1 403.264.5973
Email: howard.gorman@nortonrosefulbright.com /
aditya.badami@nortonrosefulbright.com
Attention: Howard A. Gorman, Q.C. / Aditya M. Badami

RECITALS

- A. Pursuant to an Order of the Honourable Justice Hillier of the Court of Queen's Bench of Alberta, Judicial District of Edmonton (the **Court**) dated November 2, 2017, Alvarez & Marsal Canada Inc., was appointed as the receiver (the **Receiver**) of the current and future assets, undertakings, and properties of 1679775 Alberta Ltd., Reid-Built Homes Ltd., Reid Worldwide Corporation, Builder's Direct Supply Ltd., Reid Built Homes Calgary Ltd., Reid Investments Ltd., and Reid Capital Corp.

- B. Pursuant to an Order of the Court dated April 11, 2018, the Court approved the agreement of purchase and sale made as of March 26, 2018 (the **Sale Agreement**) between the Receiver and 2014695 Alberta Ltd. operating as Streetview Homes (the **Purchaser**) and provided for the vesting in the Purchaser of Reid-Built Homes Ltd.'s right, title, and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 12 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Article 12 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at [Time] on [Date].

**ALVAREZ & MARSAL CANADA INC.,
in its capacity as Court-appointed
Receiver and Manager of the current
and future assets, undertakings and
properties of 1679775 ALBERTA
LTD., REID-BUILT HOMES LTD., REID
WORLDWIDE CORPORATION,
BUILDER'S DIRECT SUPPLY LTD.,
REID BUILT HOMES CALGARY LTD.,
REID INVESTMENTS LTD., and REID
CAPITAL CORP., and not in its
personal capacity.**

Per: _____

**Name: Todd Martin / Tom Powell,
Alvarez & Marsal Canada Inc.**

**Title: Managing Director / Senior
Director**

SCHEDULE B

Legal Description	Title Number	Builder's Lien	Mortgage
36/4/1521595	172 005 566	<p>Registration No. 172 254 868 Date: 28/09/2017 Lienor: NELSON LUMBER COMPANY LTD. Amount: \$20,522</p> <p>Registration No. 172 258 199 Date: 02/10/2017 Lienor: GLENORA LUMBER & BUILDING SUPPLIES LTD. Amount: \$1,320</p> <p>Registration No. 172 260 396 Date: 04/10/2017 Lienor: LEHIGH HANSON MATERIALS LIMITED Amount: \$7,061</p> <p>Registration No. 172 260 710 Date: 04/10/2017 Lienor: DIVERSIFIED MECHANICAL LTD. Amount: \$7,139</p> <p>Registration No. 172 261 266 Date: 05/10/2017 Lienor: TIMBER-CON CONSTRUCTORS LTD. Amount: \$3,164</p> <p>Registration No. 172 261 827 Date: 05/10/2017 Lienor: 1286984 ALBERTA LTD. O/A HADEN PUMPING Amount: \$1,172</p> <p>Registration No. 172 262 014 Date: 05/10/2017 Lienor: A CLARK ROOFING & SIDING LP. Amount: \$5,058</p> <p>Registration No. 172 262 438 Date: 06/10/2017 Lienor: NIVEK CONSTRUCTION LIMITED Amount: \$1,260</p> <p>Registration No. 172 262 688 Date: 06/10/2017</p>	<p>Registration No. 172 022 838 Date: 24/01/2017 Mortgagee: ROYAL BANK OF CANADA Amount: \$45,000,000</p> <p>Registration No. 172 143 596 Date: 08/06/2017 Caveator: ROYAL BANK OF CANADA Particulars: CAVEAT RE: AGREEMENT CHARGING LAND</p> <p>Registration No. 172 200 827 Date: 03/08/2017 Mortgagee: ROYAL BANK OF CANADA Amount: \$50,000,000</p>

Legal Description	Title Number	Builder's Lien	Mortgage
		<p>Lienor: LENBETH WEEPING TILE (EDM). Amount: \$1,289</p> <p>Registration No. 172 262 867 Date: 06/10/2017 Lienor: ALL WEATHER WINDOWS LTD. Amount: \$7,283</p> <p>Registration No. 172 263 130 Date: 06/10/2017 Lienor: PALS GEOMATICS CORP. Amount: \$1,186</p> <p>Registration No. 172 264 775 Date: 10/10/2017 Lienor: ALBERTA DECK SHOP LTD. Amount: \$7,500</p> <p>Registration No. 172 265 434 Date: 11/10/2017 Lienor: MOBIL HEATING AND AIR CONDITIONING INC. BOSECKE & ASSOCIATES Amount: \$2,588</p> <p>Registration No. 172 266 127 Date: 11/10/2017 Lienor: PERCHY'S ROOFING & CONSTRUCTION LTD. Amount: \$12,947</p> <p>Registration No. 172 266 272 Date: 12/10/2017 Lienor: 1524666 ALBERTA LTD. Amount: \$6,594</p> <p>Registration No. 172 283 034 Date: 27/10/2017 Lienor: TRANS AMERICA MANAGEMENT 2000 INC. Amount: \$354</p> <p>Registration No. 172 286 868 Date: 01/11/2017 Particulars: CERTIFICATE OF LIS PENDENS</p>	

Legal Description	Title Number	Builder's Lien	Mortgage
37/4/1521595	172 011 385	<p>Registration No. 172 244 850 Date: 19/09/2017 Lienor: ALLSONS ELECTRIC LTD. Amount: \$6,259</p> <p>Registration No. 172 253 547 Date: 27/09/2017 Lienor: GRAMAR CONCRETE SERVICES LTD. Amount: \$6,601</p> <p>Registration No. 172 253 568 Date: 27/09/2017 Lienor: GEM CABINETS LTD. Amount: \$5,941</p> <p>Registration No. 172 254 888 Date: 28/09/2017 Lienor: NELSON LUMBER COMPANY LTD. Amount: \$18,548</p> <p>Registration No. 172 260 306 Date: 04/10/2017 Lienor: BRISAM CONTRACTING LTD. Amount: \$523</p> <p>Registration No. 172 260 700 Date: 04/10/2017 Lienor: RAINGUARD EAVESTROUGHING (EDM.) LTD. Amount: \$15,499</p> <p>Registration No. 172 260 718 Date: 04/10/2017 Lienor: DIVERSIFIED MECHANICAL LTD. Amount: \$6,620</p> <p>Registration No. 172 261 919 Date: 05/10/2017 Lienor: A CLARK ROOFING & SIDING LP. Amount: \$4,863</p> <p>Registration No. 172 264 930 Date: 10/10/2017 Lienor: KNXN INC.</p>	<p>Registration No. 172 086 780 Date: 07/04/2017 Mortgagee: 1245233 ALBERTA INC., 1193770 ALBERTA LTD., 373624 ALBERTA LTD., SOLAR STAR HOLDINGS INC. Amount: \$4,000,000</p> <p>Registration No. 172 109 433 Date: 05/05/2017 Caveator: ROYAL BANK OF CANADA C/O DENTONS CANADA LLP Particulars: CAVEAT RE: AGREEMENT CHARGING LAND</p>

Legal Description	Title Number	Builder's Lien	Mortgage
		<p>Amount: \$472</p> <p>Registration No. 172 264 931 Date: 10/10/2017 Lienor: KNXN INC. Amount: \$302</p> <p>Registration No. 172 265 028 Date: 10/10/2017 Lienor: FRANK'S MASONRY INC. Amount: \$2,891</p> <p>Registration No. 172 265 435 Date: 11/10/2017 Lienor: MOBIL HEATING AND AIR CONDITIONING INC. BOSECKE & ASSOCIATES Amount: \$5,096</p> <p>Registration No. 172 272 937 Date: 18/10/2017 Particulars: CERTIFICATE OF LIS PENDS</p> <p>Registration No. 172 274 809 Date: 20/10/2017 Lienor: BARCOL DOOR LTD. Amount: \$1,228</p> <p>Registration No. 172 282 995 Date: 27/10/2017 Lienor: TRANS AMERICA MANAGEMENT 2000 INC. Amount: \$971</p> <p>Registration No. 172 288 472 Date: 03/11/2017 Lienor: ATWELL WOODWORKING. Amount: \$2,522</p> <p>Registration No. 172 291 466 Date: 06/11/2017 Lienor: AJAX DRYWALL 2000 LTD. Amount: \$14,696</p>	

Legal Description	Title Number	Builder's Lien	Mortgage
40/4/1521595	172 005 544	<p>Registration No. 172 254 788 Date: 28/09/2017 Lienor: NELSON LUMBER COMPANY LTD. Amount: \$18,266</p> <p>Registration No. 172 255 637 Date: 29/09/2017 Lienor: ALLSONS ELECTRIC LTD. Amount: \$6,423</p> <p>Registration No. 172 258 195 Date: 02/10/2017 Lienor: GLENORA LUMBER & BUILDING SUPPLIES LTD. Amount: \$1,257</p> <p>Registration No. 172 260 636 Date: 04/10/2017 Lienor: RAINGUARD EAVESTROUGHING (EDM.) LTD. Amount: \$14,445</p> <p>Registration No. 172 260 697 Date: 04/10/2017 Lienor: DIVERSIFIED MECHANICAL LTD. Amount: \$7,139</p> <p>Registration No. 172 261 960 Date: 05/10/2017 Lienor: ALL WEATHER WINDOWS LTD. Amount: \$7,271</p> <p>Registration No. 172 261 965 Date: 05/10/2017 Lienor: A CLARK ROOFING & SIDING LP. Amount: \$5,058</p> <p>Registration No. 172 262 439 Date: 06/10/2017 Lienor: NIVEK CONSTRUCTION LIMITED Amount: \$1,260</p> <p>Registration No. 172 264 775 Date: 10/10/2017 Lienor: ALBERTA DECK SHOP LTD.</p>	<p>Registration No. 172 022 838 Date: 24/01/2017 Mortgagee: ROYAL BANK OF CANADA Amount: \$45,000,000</p> <p>Registration No. 172 143 596 Date: 08/06/2017 Caveator: ROYAL BANK OF CANADA Particulars: CAVEAT RE: AGREEMENT CHARGING LAND</p> <p>Registration No. 172 200 827 Date: 03/08/2017 Mortgagee: ROYAL BANK OF CANADA Amount: \$50,000,000</p>

Legal Description	Title Number	Builder's Lien	Mortgage
		<p>Amount: \$7,500</p> <p>Registration No. 172 264 956 Date: 10/10/2017 Lienor: KNXN INC. REID-BUILT HOMES. Amount: \$302</p> <p>Registration No. 172 264 957 Date: 10/10/2017 Lienor: KNXN INC. Amount: \$472</p> <p>Registration No. 172 265 436 Date: 11/10/ 2017 Lienor: MOBIL HEATING AND AIR CONDITIONING INC. BOSECKE & ASSOCIATES Amount: \$2,588</p> <p>Registration No. 172 266 128 Date: 11/10/2017 Lienor: PERCHY'S ROOFING & CONSTRUCTION LTD. Amount: \$12,947</p> <p>Registration No. 172 266 242 Date: 12/10/2017 Lienor: 1524666 ALBERTA LTD. Amount: \$6,817</p> <p>Registration No. 172 283 032 Date: 27/10/2017 Lienor: TRANS AMERICA MANAGEMENT 2000 INC. Amount: \$354</p> <p>Registration No. 172 291 464 Date: 06/11/2017 Lienor: AJAX DRYWALL 2000 LTD. Amount: \$15,800</p>	