

COURT FILE NUMBERS	1901 - 18029
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
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 PLANCE II 1000 LIMITED PARTNERSHIP by its general partner SUNDANCE PLACE II LTD., AND THOSE RESPONDENTS SET OUT IN THE ATTACHED SCHEDULE "A.2"
PROCEEDINGS	IN THE MATTER OF AN APPLICATION UNDER SECTION 47(1) OF THE <i>BANKRUPTCY AND INSOLVENCY ACT, RSC 1985, c B-3</i> AND IN THE MATTER OF AN APPLICATION UNDER SECTION 13(2) OF THE <i>JUDICATURE ACT, RSA 2000, c J-2</i>
DOCUMENT	TWELFTH REPORT OF THE RECEIVER March 22, 2021

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ALVAREZ & MARSAL

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INTRODUCTION

1. On December 20, 2019, by order of the Honourable Justice K.M. Horner of the Court of Queen’s Bench of Alberta (the “**Court**”) (the “**Interim Receivership Order**”), Alvarez & Marsal Canada Inc. (the “**Interim Receiver**”) was appointed receiver and manager without security, of the lands and premises legally described in Schedule “C” to the Interim Receivership Order and all of the Debtors’ (as defined in the Interim Receivership Order and listed in Schedule “A.2” thereto) present and after-acquired personal property situated on the Lands pursuant to section 47(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (“**BIA**”) and section 13(2) of the *Judicature Act*, RSA 2000, c J-2. The proceedings referenced herein under the Interim Receivership Order will hereinafter be referred to as the “**Interim Receivership Proceedings**”.
2. On January 27, 2020, the Court granted an order expanding the powers granted to the Interim Receiver under section 243(1) *BIA* in respect of certain of the properties subject to the Interim Receivership Order (the “**Expanded Receivership Order**”). Pursuant to the Expanded Receivership Order, Alvarez & Marsal Canada Inc. became the receiver (the “**Receiver**”) of the lands and premises legally described in Schedule “C” to the Expanded Receivership Order. The proceedings referenced herein under the Expanded Receivership Order and amendments thereto, will hereinafter be referred to as the “**Receivership Proceedings**”.
3. On February 19, 2020, the Court granted a further Order amending and restating the Expanded Receivership Order (the “**Amended and Restated Receivership Order**”) to extend the Receiver’s appointment and powers in respect of certain Lands and Collateral which are defined herein as the “**Receivership Property**” and individually as an “**Individual Receivership Property**”. Those properties previously under the administration of the Interim Receivership Order are referred to as “**IRO Property**” and individually as an “**Individual IRO Property**”. The IRO Property and the Receivership Property may hereinafter be collectively referred to as the “**Property**” and individually as an “**Individual Property**”.
4. On March 3, 2020, a further Order of the Court was made adding an additional IRO Property into the Amended and Restated Receivership Order.
5. On March 27, 2020, the Court granted an Order approving the sale of certain properties co-

owned by select special purpose subsidiaries of the TELUS Pensions Master Trust (“**TPMT**”) and certain of the Debtors (the “**TPMT Transaction**”) and the sale and investment solicitation process (“**SISP**”) prepared by the Receiver for the potential sale of 16 remaining IRO Properties and Receivership Properties not forming part of the TPMT Transaction, including the 411 Property (subsequently defined) subject to first mortgage security held by Business Development Bank of Canada (“**BDC**”).

6. On March 27, 2020 the Court granted an Order discharging the Receiver as Interim Receiver over IRO Property that did not fall within the meaning of Property under the full receivership proceedings within 45 days of the date of the Order, subject to the Interim Receiver’s incidental duties, rights and protections under the Interim Receivership Order.
7. On May 11, 2020, a further Order of the Court was made adding four additional IRO Properties into the Amended and Restated Receivership Order (the “**May 11 Order**”). Prior to the May 11 Order being granted, it was agreed between the Receiver and certain mortgagees that if a mortgagee within the Receivership Proceeding brought an application to have their collateral removed from the Receivership Proceedings prior to the commencement of a Sales Investment and Solicitation Process (“**SISP**”) in which their collateral was part of such a process, the Receiver would consent to the removal of their collateral (subject to the Receiver’s priority charges and protections continuing as it has for all other properties that have exited the Interim Receivership Proceedings). Once a mortgagee placed their collateral into the SISP, the mortgagee would need to follow the SISP rules in order to remove their collateral from the Receivership Proceedings.
8. On September 16, 2020, the Court granted a claims procedure order (“**Initial Claims Procedure Order**”) which directed the Receiver to commence a claims process (“**Initial Claims Process**”) to solicit claims only from affected creditors of the Strategic Debtor Co-owners whose properties, if sold on the open market, as opposed to being sold in the TPMT Transaction, may have generated additional funds available for creditors after payment of priority payables, including senior secured debt, other priority charges and professional fees (“**Equity Properties**”).
9. On January 18, 2021, the court granted a supplemental claims procedure order (“**Supplemental Claims Procedure Order**”) which directed the Receiver to commence a supplemental claims process (“**Supplemental Claims Process**”) to solicit claims from

affected creditors of the Strategic Debtor Co-owners whose properties, if sold on the open market, as opposed to being sold in the TPMT Transaction, that would have generated no additional funds available for creditors after payment of priority payables, including senior secured debt, other priority charges and professional fees (“**Non-Equity Properties**”), and would not be entitled to claim under the Initial Claims Procedure Order.

10. On March 22, 2021, the Receiver filed a Notice of Application seeking orders to approve:
 - (a) a distribution of funds to creditors of the Equity Properties who have validly proven their claims;
 - (b) the professional fees incurred in the Receivership Proceedings for the period of August 22, 2020 up to and including January 31, 2021;
 - (c) the allocation of professional fees incurred in the Receivership Proceedings amongst the various assets comprising the Property (as defined in the Interim Receivership Order and Amended and Restated Receivership Order, as applicable) for the period of August 22, 2020 up to and including January 31, 2021; and
 - (d) the Receiver’s activities in the Twelfth Report.

PURPOSE OF THE REPORT

11. The purpose of this twelfth report (the “**Twelfth Report**”) is to provide this Honourable Court and relevant stakeholders in the Receivership Proceedings with information relating to:
 - (a) the current status of the Remaining Receivership Properties (defined below);
 - (b) the activities of the Receiver to date;
 - (c) the remaining activities to complete the administration of the Interim Receivership Proceedings and Receivership Proceedings;
 - (d) the Receiver’s proposed distribution of funds to creditors for the Equity Properties who have validly proven their claims;
 - (e) approval of the Receiver’s and its legal counsel’s professional fees for the period August 22, 2020 through to January 31, 2021;

- (f) approval of the allocation of professional fees incurred in the Receivership Proceedings amongst the various assets comprising the Property (as defined in the Interim Receivership Order and Amended and Restated Receivership Order, as applicable) for the period of August 22, 2020 up to and including January 31, 2021; and
 - (g) the Receiver's recommendations.
12. Any capitalized terms not defined herein shall have the meaning ascribed to the in the Initial Claims Procedure Order or Supplemental Claims Procedure Order.

STATUS UPDATE OF RECEIVERSHIP PROCEEDINGS

Remaining Receivership Properties

13. Pursuant to various court orders granted in the Receivership Proceedings, as of the 10th Receiver's Report, dated February 22, 2021, two properties remained under the Receiver's control and custody (collectively, the "**Remaining Receivership Properties**"). Summarized in the table below are certain particulars of the Remaining Receivership Properties:

Remaining Receivership	Address	Mortgagee
411 Property	409 & 411 8 Ave SW, Calgary, AB	Business Development Bank of Canada
Terra Property	69 Gateway Drive NE, Airdrie, AB	Canada ICI Capital Corporation

14. Colliers Macaulay Nicholls Inc. ("**Colliers**") and FirstService Residential Alberta Ltd. ("**FirstService**") remain the property management firms engaged by the Receiver to undertake the remaining day-to-day property management of the Remaining Receivership Properties.
15. On January 18, 2021, the Court granted an Order approving the sale of the 411 Property to Dynasty Power Inc. This sale transaction closed on March 4, 2021. The Receiver issued an interim distribution to BDC of \$5.5 million on March 15, 2021. The final statement of adjustments is due to be settled on April 2, 2021.
16. Having completed the sale of the 411 Property, the Receiver remains in possession and control of only the Terra Property.

17. ATB Financial (“**ATB**”) is the Applicant mortgage lender under the Interim Receivership Order and Amended and Restated Receivership Order in respect of the Terra Property. Subsequent to the granting of the respective receivership orders, Canada ICI Capital Corporation (“**Canada ICI**”) and ATB completed a transaction whereby Canada ICI paid out the indebtedness owing by the applicable Strategic debtors to ATB. Canada ICI was thereafter transferred ATB’s mortgage and has moved to file the applicable transfer documents with the Alberta Land Titles Office. Canada ICI is now the first mortgagee of the Terra Property.
18. On March 10, 2021, Canada ICI was granted an Order allowing it to withdraw the Terra Property from the Receivership Proceedings. The Order contemplated that following the filing of a Receiver’s certificate indicating that all matters necessary to transition the Terra Property from the Receiver have been completed the Receiver would be partially discharged as Receiver of the Terra Property and applicable Strategic debtors. Strategic and the Receiver hope to transition the care and custody of the Terra Property to a third party property manager by the end of March 2021.

Receiver’s Activities for the Period February 23, 2021 to March 22, 2021

19. The Receiver’s activities since the filing of the Tenth Report of the Receiver dated February 22, 2021 have included, among other things:
 - (a) facilitating the closing of the sale of the 411 Property and making an interim distribution to the first mortgagee, BDC, with respect to that property;
 - (b) preparing to transition the Terra Property into the care and custody of Strategic and its respective property manager;
 - (c) adjudicating claims submitted under the Initial Claims Process with respect to a creditor cash pool paid to the Receiver in the TPMT Transaction (“**Creditor Cash Pool**”);
 - (d) conducting the Supplemental Claims Process with respect to the surplus amounts expected from the remainder of the Creditor Cash Pool after making distributions of funds to creditors pertaining to the Equity Properties who have validly proven their claims;

- (e) working with various mortgagees requesting the discharge of the Interim Receivership Order against the titles for certain properties previously in the Interim Receivership Proceedings;
 - (f) continuing to approve and pay expenses for the Remaining Receivership Properties, including insurance, and other operational expenses;
 - (g) continuing the cash management function in respect of making ordinary course operational payments and monitoring liquidity with respect to Individual Properties which have exited the Receivership Proceedings and their associated cash reserves;
 - (h) continuing to collect rents from tenants;
 - (i) preparing and filing outstanding GST returns with the Canada Revenue Agency (“CRA”) for all of the Individual Properties since the inception of the Interim Receivership Proceedings; and
 - (j) assisting Colliers and FirstService Residential, as property manager of Individual Properties, to provide supporting documents for their 2020 year-end financial reporting and operating expense recovery process.
20. Summarized below is a consolidated statement of the cash receipts and disbursements relating to the Property for the period December 20, 2019 to March 19, 2021. Attached hereto as **Appendix “A”** is a detailed summary of cash receipts and disbursements for the period December 20, 2019 to March 19, 2021 for each Individual Property. As indicated below, aggregate cash on hand as of March 19, 2021 was approximately \$6.3 million, including \$4.1 million for the Creditor Cash Pool and approximately \$51,000 of residential security deposits held in segregated trust accounts for the Terra Property.

Consolidated Receivership - Receipts and Disbursements
For the period ending March 19, 2021
(000's)

	TPMT Properties	IRO Properties	Receivership Properties	Total
Opening Cash	\$ 3,251	\$ 720	\$ 160	\$ 4,131
Total Receipts	21,596	8,191	11,385	41,171
Total Disbursements	(19,678)	(8,353)	(10,934)	(38,965)
Ending Cash	\$ 5,169	\$ 558	\$ 611	\$ 6,337
GST Payable	(339)	(208)	(75)	(622)
Ending Cash Availability	\$ 4,830	\$ 349	\$ 535	\$ 5,715

Completion of the Administration

21. In order to complete the administration of the estates under both the Interim Receivership Proceedings and Receivership Proceedings the Receiver must address the following open items:
- (a) effect the transition of the Terra Property out of the Receivership Proceedings;
 - (b) complete all GST filings and remit GST owing to the CRA;
 - (c) any GST audits that may be requested in respect to the recently submitted GST returns for each of the Individual Properties, if requested by CRA;
 - (d) close all GST accounts with the CRA for each Individual Property;
 - (e) complete the administration of the Initial Claims Process and Subsequent Claims Process, including remitting payment of the proposed Initial Claims Process Distribution;
 - (f) seek final distribution orders related to the Initial Claims Process and Supplemental Claims Process;
 - (g) finalize the accounting, including any necessary final adjustments between the Receiver and subsequent receivers, of all Individual Properties with the assistance of the various property managers;
 - (h) collect any excess funds held on behalf of the Receiver from Colliers and FirstService upon closure of those accounts;

- (i) remit surplus funds held with respect to the IRO Properties to Court or to specific parties as further directed by the Court and file corresponding Receiver's Certificates indicating the completion of administration of estates of the IRO Properties; and
- (j) seek full and final discharge on all estates of Individual Property within the Receivership Proceedings, including approval of any final distributions.

PROPOSED INITIAL CLAIMS PROCESS DISTRIBUTION

22. As referenced above, the Court approved a transaction in these proceedings whereby thirty (30) properties co-owned by special purpose subsidiaries of TPMT and certain of the debtors entities in this receivership ("**Strategic Debtor Co-owners**") were sold by the Receiver to TPMT as part of the TPMT Transaction. As part of the purchase price of the transaction, TPMT provided the Receiver the Creditor Cash Pool to fund a process for the purpose of fully or partially satisfying, releasing and/or discharging any claims vested out against the assets in the TPMT Transaction and effect a distribution to those same affected creditors of the Debtor Co-Owners. Section 3.4 of the Asset Purchase Agreement between TPMT and the Receiver as part of the TPMT Transaction provides the Receiver the authority to solicit claims and distribute the Creditor Cash Pool in its discretion:

"The Creditors' Cash Pool shall be used by the Receiver for the purposes of partially satisfying, releasing and discharging Claims that are vested out as against the Subject Assets pursuant to the Approval and Vesting Order. The Receiver shall have the sole discretion as to the timing and manner of soliciting and validating Claims and the distribution of any amounts from the Creditors' Cash Pool."

23. On September 16, 2020, the Court granted the Initial Claims Procedure Order which directed the Receiver to solicit claims only from affected creditors of the Equity Properties. The Receiver was further required to determine whether creditors had valid proven claims ("**Proven Claims**") and if so, make a distribution to them for their Proven Claims from the Creditor Cash Pool.
24. Summarized in the table below are the total claims submitted and current status of those claims.

Summary of Claim Status (000's)				
	<u>Proof of Claim Filed</u>	<u>Count</u>	<u>Claims Accepted</u>	
Claims allowed in full	\$ 1,281	170	\$	1,281
Claims partially accepted	346	26		192
Claims disallowed in full	51,501	206		-
Contingent claims	99	2		-
Claims under adjudication	31	1		-
Total Initial Claims	\$ 53,258	405	\$	1,473

25. Of the \$53.3 million of claims submitted in the Initial Claims Process approximately:
- (a) \$1.28 million have been accepted in full as filed and are now Proven Claims (the “**Accepted Claims**”);
 - (b) \$192,000 have been partially accepted (the “**Revised Claims**”) and as of the date of this Twelfth Report, are not yet Proven Claims available for distribution. Notices of Revision for these claims were sent out by the Receiver between March 3, 2021 and March 17, 2021;
 - (c) \$51.5 million have been disallowed in full and are not Proven Claims. Notices of Disallowances for these claims were sent out by the Receiver between March 3, 2021 and March 12, 2021;
 - (d) approximately \$99,000 relate to personal injury claims that are contingent on the resolution of ongoing litigation and are not Proven Claims at this date. These claims will continue to be monitored by the Receiver; and
 - (e) one claim of \$31,000 remains under adjudication.
26. Any Claimant who intends to dispute a Notice of Revision or Disallowance is required, pursuant to the Initial Claims Procedure Order, to deliver a completed Notice of Dispute to the Receiver by no later than 21 Calendar Days from the date the Notice of Revision or Disallowance was delivered by the Receiver to the Claimant or such other date as may be agreed to by the Receiver in writing.
27. To date the Receiver has not received any Notices of Dispute from any Claimants with respect to the Notices of Revision and Disallowance that were emailed or mailed to the Claimants between March 3, 2021 to March 17, 2021.
28. Where a Claimant that receives a Notice of Revision or Disallowance does not file a completed Notice of Dispute by the time set out in the Initial Claims Procedure Order, such

Claimant's Claim shall be deemed to be quantified as set out in the Notice of Revision or Disallowance.

Initial Claims Process Distribution

29. The Receiver is proposing to pay an initial distribution (the “**Initial Claims Process Distribution**”) of all Proven Claims in full. Subject to Court approval, the Receiver's intention is to process payment of the Initial Claims Process Distribution to each Claimant as each Claim becomes a Proven Claim. For example, all Accepted Claims are now considered Proven Claims and payment can be issued following Court Approval. A Revised Claim will become a Proven Claim after the respective 21 day deadline passes to file a Notice of Dispute. In the event a Notice of Dispute is filed, the Receiver will hold back the necessary funds within the Creditor Cash Pool until such Claim has been fully resolved.
30. As indicated in the table below, there is sufficient funds on hand to do a full distribution to all Claimants with Proven Claims.

Initial Claims Process Summary of Creditor Cash Pool Allotment (000's)		
Opening Creditor Cash Pool	\$	4,400
Less: Professional fees		(218)
Less: Initial Claims Process Distribution		(1,473)
Less: Contingent claims holdback		(50)
Less: Claims under adjudication holdback		(31)
Balance of Creditor Cash Pool	\$	2,628

31. The Receiver is proposing to hold back \$25,000 for each of the contingent personal injury claims. These two matters are currently being handled by counsel for the respective Debtor's insurer. In the event that an insurance payment is made to these Claimants, there could be an insurance deductible claim of \$25,000 payable to the insurer for each claim following filing of a proof of claim by the insurer. The Receiver proposes to maintain \$50,000 and to distribute payment of the contingent claims, in the event necessary.
32. The Receiver continues to adjudicate one claim in the amount of approximately \$31,000. The Receiver proposes to maintain the full amount of the claim to provide for any future distribution in the event the claim becomes a Proven Claim.

33. The remaining balance of approximately \$2.6 million in the Creditor Cash Pool will be used to fund the Supplemental Claims Process, as approved by this Court on January 18, 2021. The Receiver anticipates seeking a further order for distribution on the remaining funds in due course.

ALLOCATION OF PROFESSIONAL FEES

34. In the Receiver's Fourth Report dated March 24, 2020, the Receiver outlined the allocation methodology (the "**Professional Fee Allocation**") used to allocate the professional fees from December 20, 2019 through February 29, 2020. This Professional Fee Allocation methodology and associated fees through February 29, 2020 were approved by this Honourable Court on March 27, 2020. Subsequently, the same Professional Fee Allocation methodology and associated fees through August 21, 2020 were approved by this Honourable Court on January 12, 2021.
35. The Receiver developed the Professional Fee Allocation to allocate the professional fees across the various Individual Properties within the Interim Receivership Proceedings and Receivership Proceedings. The Professional Fee Allocation has been developed and is designed to allocate professional fees in the most commercially fair and reasonable manner possible.
36. Under the Professional Fee Allocation, as some services provided by the Receiver and its legal counsel were considered "general" in nature and not attributable to one specific Individual Property or group of Properties, the Receiver assessed the following methodologies to proportionally allocate the fees across the various Properties:
- (a) total mortgage debt outstanding on each Individual Property;
 - (b) year 2020 Alberta property assessment values of each Individual Property;
 - (c) total square footage of each Individual Property; and
 - (d) the amount of property management and asset management fees that would have been charged by Colliers, based on the calculation of fees provided for within the Court approved Property Management Agreement (a revenue-based approach calculation).
37. After considering four different allocation methodologies above, the Receiver determined it appropriate for each Individual Property to incur a fixed minimum fee amount per month,

to appropriately address the fact that each Individual Property was brought into the Receivership Proceedings regardless of its respective amount of debt, value, size or revenue, and therefore should be allocated, at a minimum, a fixed portion of professional fees incurred to preserve, protect and secure the respective properties. Based on the quantum of “general” fees incurred during the period of August 22, 2020 to January 31, 2021, the monthly fixed fee ranged between \$318 and \$1,292 per Individual Property. The fixed fee allocation exhausted the “general” fees, therefore it was not necessary to allocate the balance using the above four methodologies.

38. Professional fees incurred in relation to the TPMT Transaction have been allocated evenly across the applicable properties which were part of the TPMT Transaction with an allocation per building ranging between \$20 and \$1,352 per Individual Property per month during the period of August 22, 2020 to January 31, 2021.
39. In addition to general time, professional time was specifically allocated to Individual Properties or the groups of Individual Properties that the work was directly related to. A few examples of how the professional time was allocated are set out below:
 - (a) time spent in relation to one specific mortgagee and its Individual Properties was allocated evenly across those specific Individual Properties;
 - (b) work related to the IRO Properties was allocated directly across those specific IRO Properties; and
 - (c) as Individual Properties exited the Interim Receivership Proceedings or Receivership Proceedings any time spent in relation to that transition was allocated to that specific Individual Property.
40. The Receiver and its counsel were diligent in tracking time and allocating each time entry to the appropriate Individual Property or group of Individual Properties, as the case may be.
41. Professional fees incurred in relation to the development and execution of the Initial Claims Process and Subsequent Claims Process have been allocated against and funded through the Creditor Cash Pool.
42. Attached at Appendix “B” is a summary of the allocation of the professional fees incurred by the Receiver and its counsel between August 21, 2020 and January 31, 2021 by Individual Property. All professional fees presented in Appendix B have been paid, with

the exception of less than \$1,000 of the professional fees allocated to the Mayfield Property. The Mayfield Property has very nominal cash on hand, as such the Receiver is waiting for the estate of this Individual Property to be finalized before remitting final payment of its allocation of professional fees.

43. The Receiver anticipates applying the same Professional Fee Allocation for all professional fees incurred going forward, and will periodically seek further approval of its fees and costs.

APPROVAL OF PROFESSIONAL FEES

44. Summarized in the table below are the professional fees and disbursements of the Receiver and its legal counsel paid during the period December 20, 2019 to August 21, 2020 (previously approved) and August 22, 2020 to January 31, 2021 (the “**Professional Fees**”).

Summary of Professional Fees December 20, 2019 - January 31, 2021 CAD 000's				
	Fees	Disbursements	GST	Total
December 20, 2019 - August 21, 2020				
Receiver's fees	2,674	12	134	2,820
Receiver's counsel's fees	1,139	36	59	1,234
Total	3,813	48	193	4,054
August 22, 2020 - January 31, 2021				
Receiver's fees	386	27	21	434
Receiver's counsel's fees	150	4	8	162
Total	537	30	28	595
Total professional fees	\$ 4,350	\$ 78	\$ 221	\$ 4,649

45. Copies of the invoices for the Receiver’s fees and its legal counsel’s fees for the period August 22, 2020 to January 31, 2021 are not attached, however they are available at the request of this Honourable Court and would be subject to the Receiver’s privilege.

RECEIVER'S RECOMMENDATIONS

46. Based on the foregoing, the Receiver respectfully recommends that this Honourable Court approve:

- (a) the Initial Claims Process Distribution;
- (b) the Professional Fee Allocation;
- (c) the Professional Fees; and
- (d) the Receiver's activities to date as set out in this Twelfth Report.

All of which is respectfully submitted this 22nd day of March, 2021.

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

A handwritten signature in black ink, appearing to be 'CR' followed by a stylized flourish.

Cassie Riglin, CPA, CA, CIRP, LIT
Senior Vice President

Appendix A

Receipts & Disbursements by Individual Property

TPMT Properties - Receipts and Disbursements

As of March 19, 2021

Dollar amounts shown as \$CAD '000s

Property	Opening Cash	Rental Receipts and Others (1)	Funding From Property Managers/T PMT (2)	Total Cash Receipts	Operating Disbursements (3)	Net Cash to Close TPMT Transaction (4)	Professional Fees (5)	Total Disbursements	Ending Cash	GST Payable (6)	Total Cash Availability
Aqua	104	713	-	713	(430)	(258)	(116)	(804)	13	-	13
Aura	114	1,459	-	1,459	(946)	(338)	(282)	(1,566)	7	-	7
Bonavista	99	769	-	769	(310)	(411)	(103)	(823)	44	(22)	22
Avenida Village	196	892	-	892	(449)	(467)	(123)	(1,039)	50	(18)	31
Blackfoot Centre	52	775	-	775	(401)	(285)	(94)	(779)	48	(14)	33
Centro	67	342	-	342	(210)	(106)	(78)	(393)	16	-	16
Entro	90	587	-	587	(312)	(254)	(96)	(663)	14	-	14
Glenmore Commerce	40	412	-	412	(221)	(136)	(60)	(417)	36	(8)	28
Inglewood	86	359	-	359	(218)	(127)	(85)	(430)	16	-	16
Kensington Terrace	63	237	16	253	(103)	(132)	(50)	(285)	31	(5)	26
Mission Centre	217	869	-	869	(514)	(431)	(95)	(1,040)	46	(18)	27
M17	44	254	-	254	(193)	(13)	(76)	(283)	16	-	16
One6	81	515	-	515	(271)	(216)	(95)	(582)	13	-	13
Parallel Centre	34	355	-	355	(244)	(50)	(67)	(361)	28	(2)	27
Petro Fina	58	999	-	999	(669)	(236)	(107)	(1,011)	45	(16)	29
Place 9-6	71	959	-	959	(572)	(312)	(101)	(986)	44	(24)	20
Stella Place	53	321	-	321	(286)	15	(86)	(358)	16	-	16
5/5	96	1,049	-	1,049	(474)	(533)	(84)	(1,092)	53	(3)	50
926	121	1,480	-	1,480	(901)	(558)	(83)	(1,542)	59	(27)	31
Sundance Place	276	712	-	712	(600)	(230)	(112)	(942)	45	(9)	37
Sundance 1000	34	3,486	-	3,486	(561)	(2,648)	(171)	(3,381)	139	(104)	36
Sundance 3000	35	61	-	61	(78)	56	(50)	(72)	24	-	24
Sundance 4000	22	156	-	156	(91)	(9)	(53)	(153)	25	(1)	24
Sundance 6000	20	128	-	128	(153)	89	(56)	(120)	27	(2)	25
Sundance 2000	2	-	-	-	(8)	50	(26)	16	18	-	18
Sundance 5000	2	-	-	-	(7)	49	(26)	16	18	-	18
20/20 Building	704	3,114	-	3,114	(1,307)	(2,244)	(161)	(3,712)	106	(65)	41
Atlantic	27	-	269	269	(87)	141	(334)	(280)	16	-	16
Duncan	371	0	27	27	-	(218)	(165)	(383)	15	-	15
Claridge	72	282	-	282	(319)	39	(63)	(342)	12	-	12
Creditor Cash Pool	-	-	-	-	-	4,400	(270)	4,130	4,130	-	4,130
Total TPMT Properties	3,251	21,283	312	21,596	(10,934)	(5,376)	(3,368)	(19,678)	5,169	(339)	4,830

Notes to the R&D:

(1) Rental receipts include amounts received by the Receiver for rent and interest generated on the Receiver's cash balances.

(2) As part of the TPMT Transaction, funding was made available from TPMT and the property managers of certain properties to cover the costs incurred during the Receivership Proceedings.

(3) Operating disbursements include payments made by the Receiver for directly paid operating expenses, funding paid to the Strategic Managers and the Receiver's property managers, bank fees and charges and direct paid insurance premiums.

(4) Upon closing the TPMT Transaction, net cash of \$5.4 million was paid to TPMT and the \$4.4 million Creditor Pool was established.

(5) Professional fees include amounts incurred and paid for the Receiver and its counsel for the period of December 2019 to January 31, 2021.

(6) GST payable obligations are owing to the CRA and will be remitted by the Receiver to the CRA in March 2021. Properties without GST payable may be eligible for a GST refund. Any receipts of GST refunds will be reflected in future reporting.

IRO Properties - Receipts and Disbursements

As of March 19, 2021

Dollar amounts shown as \$CAD '000s

Property	Opening Cash	Rental Receipts and Others (1)	Funding from Subsequent Receiver (2)	Total Cash Receipts	Operating Disbursements (3)	Termination Payments (4)	Professional Fees (5)	Total Disbursements	Ending Cash	GST Payable (6)	Total Cash Availability
744	14	375	-	375	(227)	(94)	(34)	(356)	33	(3)	30
Airways	26	676	-	676	(360)	(247)	(40)	(647)	55	(17)	38
Centre 1000	109	651	-	651	(251)	(423)	(41)	(715)	45	(20)	25
Centre 11	29	362	7	369	(116)	(238)	(32)	(385)	12	(7)	6
Deerfoot Court	78	865	-	865	(314)	(535)	(43)	(892)	50	(29)	21
Pegasus	9	61	-	61	(35)	-	(15)	(50)	21	-	21
Paramount	50	61	100	161	(149)	-	(35)	(184)	27	-	27
Wesley Church	5	115	-	115	(33)	(41)	(30)	(104)	16	(3)	13
Willow Park	96	893	-	893	(306)	(584)	(48)	(938)	51	(3)	47
Petro West	10	202	-	202	(121)	(58)	(22)	(202)	11	(7)	4
1124	14	26	10	35	(11)	(9)	(25)	(45)	5	-	5
Deerfoot 17	66	314	-	314	(123)	(206)	(35)	(364)	16	(8)	8
Macleod 6012	3	21	6	26	(5)	-	(22)	(27)	2	-	2
Macleod Place I&II	95	2,020	-	2,020	(992)	(928)	(66)	(1,985)	130	(72)	58
Mayfield	40	346	12	358	(115)	(235)	(37)	(386)	12	(10)	2
Shelbourne	19	152	-	152	(46)	(89)	(29)	(164)	7	(4)	4
First Street Plaza	49	737	-	737	(370)	(340)	(42)	(752)	34	(24)	10
Louise Block	8	182	-	182	(99)	(31)	(30)	(160)	31	(3)	28
Total IRO Properties	720	8,057	134	8,191	(3,674)	(4,056)	(624)	(8,353)	558	(208)	349

Notes to the R&D:

(1) Rental receipts include amounts received by the Receiver for rent and interest generated on the Receiver's cash balances.

(2) As part of the Interim Receivership, funding was made available from the subsequent receivers of certain properties to cover the costs incurred during the Interim Receivership Proceedings.

(3) Operating disbursements include payments made by the Receiver for directly paid operating expenses, funding paid to the Strategic Managers and the Receiver's property managers, bank fees and charges and direct paid insurance premiums.

(4) Termination payments include amounts transferred upon termination from the Interim Receivership Proceeding and further amounts transferred in relation to rents collected post-termination.

(5) Professional fees include amounts incurred and paid for the Receiver and its Counsel for the period of December 2019 to January 31, 2021.

(6) GST payable obligations are owing to the CRA and will be remitted by the Receiver to the CRA in March 2021. Properties without GST payable may be eligible for a GST refund. Any receipts of GST refunds will be reflected in future reporting.

Receivership Properties - Receipts and Disbursements

As of March 19, 2021

Dollar amounts shown as \$CAD '000s

Property	Opening Cash	Rental Receipts and Others (1)	Receiver's Certificate Funding	Net Proceeds from Sale	Total Cash Receipts	Operating Disbursements (2)	Interim Distribution	Termination Payments (3)	Professional Fees (4)	Total Disbursements	Ending Cash	GST Payable (5)	Total Cash Availability
411	25	1,185		5,192	6,377	(610)	(5,522)	-	(124)	(6,256)	146	(33)	113
Terra (6)	63	1,046		-	1,046	(670)	(70)	-	(96)	(836)	273	-	273
534	3	163	135	-	298	(220)	-	(15)	(55)	(290)	11	-	11
Strategic Centre	30	277	400	-	677	(579)	-	(61)	(59)	(699)	8	-	8
Macleod Lands	-	187	45	-	232	(96)	-	(43)	(56)	(194)	37	(6)	31
Parkwood	6	497	45	-	542	(321)	-	(158)	(58)	(537)	11	(9)	2
808	1	1,248	-	-	1,248	(781)	-	(288)	(77)	(1,146)	103	(27)	76
Arriva	0	170	250	-	420	(340)	-	(5)	(61)	(405)	15	-	15
Sunpark Plaza	30	56	490	-	546	(498)	-	(1)	(71)	(571)	5	-	5
Total Receivership Properties	160	4,828	1,365	5,192	11,385	(4,115)	(5,592)	(570)	(657)	(10,934)	610	(75)	535

Notes to the R&D:

(1) Rental receipts include amounts received by the Receiver for rent and interest generated on the Receiver's cash balances.

(2) Operating disbursements include payments made by the Receiver for directly paid operating expenses, funding paid to the Strategic Managers and the Receiver's property managers, bank fees and charges and direct paid insurance premiums.

(3) Termination payments include amounts transferred upon termination from the Receivership Proceeding and further amounts transferred in relation to rents collected post-termination.

(4) Professional fees include amounts incurred and paid for the Receiver and its Counsel for the period of December 2019 to January 31, 2021.

(5) GST payable obligations are owing to the CRA and will be remitted by the Receiver to the CRA in March 2021. Properties without GST payable may be eligible for a GST refund. Any receipts of GST refunds will be reflected in future reporting.

(6) In addition to the operating account shown, A&M retains a trust account for tenant deposits. As of March 19, 2021, the balance of this trust account is \$50,998.71.

Appendix B

Summary of Professional Fees

Professional Fee Allocation August 22, 2020 - January 31, 2021 (CAD 000's)					
Property	August 22 - September 30	October	November & December	January	Total
1124 LP (Boston Pizza)	2.5	0.8	0.5	0.3	4.2
20/20 Building	2.6	0.5	0.5	0.3	4.1
411 (Calfrac)	6.8	4.1	28.8	34.9	74.6
534	5.8	0.7	1.8	0.3	8.6
5/5	2.6	0.5	0.5	0.3	4.1
744 Capital	1.3	0.4	0.5	0.6	2.8
808 LP	4.2	2.8	6.2	0.4	13.6
926	2.6	0.5	0.5	0.3	4.1
Aqua	2.6	0.5	0.5	0.3	4.1
Airways Business Plaza	1.3	0.4	0.5	0.6	2.8
Aura 1000	2.6	0.5	0.5	0.3	4.1
Aura 2000 & 3000	2.6	0.5	0.5	0.3	4.1
Aura 4000	2.6	0.5	0.5	0.3	4.1
Avenida Village	2.6	0.5	0.5	0.3	4.1
Blackfoot Centre	2.6	0.5	0.5	0.3	4.1
Bonavista	2.6	0.5	0.5	0.3	4.1
M17	2.6	0.5	0.5	0.3	4.1
Centre 1000	1.3	0.4	0.5	0.6	2.8
Centre Eleven	3.0	2.8	0.5	0.3	6.6
Centro	2.6	0.5	0.5	0.3	4.1
Deerfoot 17	2.5	0.8	0.5	0.3	4.2
Deerfoot Court	1.3	0.4	0.5	0.6	2.8
First Street Plaza	1.3	0.5	1.3	0.7	3.8
Glenmore Commerce Court	2.6	0.5	0.5	0.3	4.1
Inglewood	2.6	0.5	0.5	0.3	4.1
Kensington Terrace	2.6	0.5	0.5	0.3	4.1
Louise Block	1.3	0.5	1.3	0.7	3.8
Macleod Place I & II (w/ Lots)	1.3	0.5	1.3	0.4	3.5
Macleod 6012	2.5	0.8	0.5	0.3	4.2
Macleod Lands	5.8	0.7	1.8	0.3	8.6
Mayfield Business Centre	2.5	0.8	0.5	0.3	4.2
Mission Centre	2.6	0.5	0.5	0.3	4.1
Arriva Podium	4.2	2.8	6.2	0.4	13.6
One6	2.6	0.5	0.5	0.3	4.1
Parallel Centre	2.6	0.5	0.5	0.3	4.1
Paramount	1.3	0.4	0.5	1.1	3.2
Parkwood	5.8	0.7	1.8	0.3	8.6
Pegasus	1.3	0.4	0.5	0.7	2.8
Entro	2.6	0.5	0.5	0.3	4.1
Petro Fina	2.6	0.5	0.5	0.3	4.1
Petro West	1.3	0.4	0.5	0.4	2.6
Place 9-6	2.6	0.5	0.5	0.3	4.1
Shelbourne Place	2.5	0.8	0.5	0.3	4.2
Stella Place	2.6	0.5	0.5	0.3	4.1
Strategic Centre	5.8	0.7	1.8	0.3	8.6
Sundance 1000	2.6	0.5	0.5	0.3	4.1
Sundance 3000	2.6	0.5	0.5	0.3	4.1
Sundance 4000	2.6	0.5	0.5	0.3	4.1
Sundance 6000	2.6	0.5	0.5	0.3	4.1
Sundance Place	2.6	0.5	0.5	0.3	4.1
Sunpark Plaza	4.2	2.8	6.2	0.4	13.6
Terra Town Homes	8.4	3.1	12.0	13.3	36.8
Wesley Church	1.3	0.4	0.5	1.1	3.2
Willow Park Centre	1.3	0.4	0.5	0.8	2.9
Sundance 2000/5000	2.6	0.5	0.5	0.3	4.1
Duncan	2.6	0.5	0.5	0.3	4.1
Claridge	2.6	0.5	0.5	0.3	4.1
Atlantic	2.6	0.5	0.5	0.3	4.1
Claims Process	75.0	36.1	50.6	56.3	218.0
Total Professional Fees	239.2	83.0	145.6	127.4	595.3