

MAY 14 2019

ENTERED



No. S-1710393  
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, as amended

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57, as amended

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985,  
c. C-44, as amended

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF  
ALL CANADIAN INVESTMENT CORPORATION

ORDER MADE AFTER APPLICATION

BEFORE } THE HONOURABLE MR. JUSTICE WALKER } 5/Apr/2019

ON THE APPLICATION of Hans-Uwe Andresen and Linda Riesterer (the "**Applicants**"), coming on for hearing at Vancouver, British Columbia on April 5, 2019; AND ON HEARING John D. Whyte, counsel for the Applicants, Liam Oster, counsel for the Petitioner, and Douglas B. Hyndman, counsel for the Monitor, Boale, Wood & Company Ltd. (the "**Monitor**"); AND UPON READING the materials filed; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "CCAA"), the British Columbia *Supreme Court Civil Rules* and the inherent jurisdiction of this Honourable Court:

THIS COURT ORDERS AND DIRECTS that:

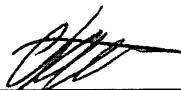
- 1 The Order of this Court pronounced in these proceedings by the Honourable Mr. Justice Walker on March 26, 2019 (the "**Representation Order**") be varied to provide that:
  - a) Lakes, Whyte LLP (the "**Redeeming Shareholder Counsel**") is appointed as representative counsel for those persons owning preferred shares in the capital of the Petitioner who took all necessary steps to submit a valid redemption request to the Petitioner at a time when reasonable grounds did not exist to believe that the Petitioner was insolvent, or that honouring a

redemption request would make the Petitioner insolvent, and such other preferred shareholders as the Court may determine have analogous claims against the Petitioner (collectively, the **"Redeeming Shareholders"**).

- b) Richard Bell Sutton LLP (the **"Non-Redeeming Shareholder Counsel"**) is appointed as representative counsel for those persons owning preferred shares in the capital of the Petitioner other than the Redeeming Shareholders.
- c) The Representative Counsel Charge is amended to charge the assets of the Petitioner for the benefit of both the Redeeming Shareholder Counsel and the Non-Redeeming Shareholder Counsel (together, the **"Representative Counsel"**), to secure their anticipated cumulative fees, disbursements, and taxes incurred as a result of performing legal services in connection with the Petitioner's Notice of Application filed January 24, 2019 in these Proceedings (the **"Preferred Shareholder Application"**), in such amounts agreed between them or to be set by further order of this Court.

- 2 Representative Counsel, on behalf of the preferred shareholders, may file and serve an Application Response and affidavit materials in support in response to the Notice of Application filed by the Petitioner, by April 10, 2019 at 4:00 pm.
- 3 Representative Counsel are at liberty to apply to the Court for further direction.
- 4 The approval of counsel as to form listed in Schedule "A" hereto, except for counsel for the Applicants, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

For   
\_\_\_\_\_  
Signature of John D. Whyte  
 party  lawyer for the Applicants

By the Court.

  
\_\_\_\_\_  
Registrar 

**Schedule "A" – List of Counsel Appearing**

John D. Whyte	The Applicants, Hans-Uwe Andresen and Linda Riesterer
Liam C. Oster	The Petitioner
Douglas B. Hyndman	The Monitor

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**ORDER MADE  
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File #190089

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The logo for West Coast, featuring a stylized 'W' inside a square followed by the text 'West Coast' written vertically.