

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

APR 26 2019

REGISTERED



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) FRIDAY, THE 26TH DAY
) OF APRIL, 2019
)

ON THE APPLICATION of the Petitioner coming on for hearing at Vancouver, British Columbia, on the 26th day of April, 2019; AND ON HEARING Jeremy D. West, counsel for the Petitioner, Douglas B. Hyndman, counsel for the Monitor, Boale, Wood & Company Ltd., John D. Whyte, the Representative Counsel for the Redeeming Shareholders, and Mark R. Davies, the Representative Counsel for the Non-Redeeming Shareholders of the Petitioner, as more particularly described in the British Columbia Supreme Court Order pronounced on April 5, 2019 in these proceedings; 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:

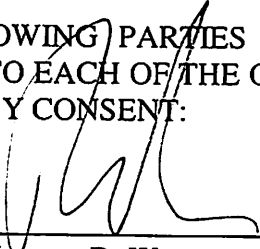
THIS COURT ORDERS that:

1. The time for service of this Notice of Application and the materials herein is abridged such that the application is properly returnable on Friday, April 26, 2019.
2. Service hereof upon any interested party other than those parties on the service list maintained by the Petitioner and the Monitor is hereby dispensed with.

3. The stay of proceedings provided for in the order pronounced by this Honourable Court on January 23, 2019 is hereby extended to October 1, 2019;
4. The proceedings are adjourned to September 27, 2019;
5. The hearing of the Petitioner's Notice of Application dated January 25, 2019, is reset for a three (3) day hearing commencing June 18, 2019;
6. the Representative Counsel's Charge granted by Order pronounced March 26, 2019 in favour of lakes, Whyte LLP is increased by the sum of \$3,600 to a total amount of \$76,996;
7. Richards Buell Sutton LLP, previously defined in the Order pronounced April 5, 2018 as the Non-Redeeming Shareholder Counsel, is granted a charge of \$35,608 over the property of the Petitioner in respect of its anticipated fees, disbursements, and taxes thereon incurred as a result of performing the services described in the budget attached hereto as Schedule "A" (the "Non-Redeeming Shareholder Counsel Charge");
8. The Non-Redeeming Shareholder Counsel Charge ranks in priority over the claims by all creditors and other charges, except for claims by creditors that are known as of the date of the order pronounced March 26, 2019. For clarity, the Non-Redeeming Shareholder Counsel Charge shall be subordinate to the Administration Charge, the Interim Lender's Charge, the Directors Charge, and any other obligation of the Petitioner set out in the Order of this court pronounced on November 10, 2017;
9. The Honourable Mr. Justice Walker is seized of the following related proceedings filed in the Vancouver Registry of the Supreme Court of British Columbia;
 - a. VLC S-H-180143; and
 - b. VLC S-S-184595;

10. The approval of counsel as to form listed as Schedule "B" hereto, except for counsel for the Petitioner, 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:

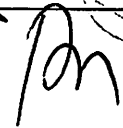


Signature of Jeremy D. West
Solicitor for the Petitioner

By the Court.



Registrar



Schedule 'A'

Richards Buell Sutton LLP Fee Estimate as Representative Council in All Canadian Investment Corporation CCAA Proceeding

	MRD \$425/hour	RAV \$200/hour	<u>\$ Amount</u>
Initial Stages	9	4	<u>4,625</u>
Initial review of CCAA pleadings and materials to become acquainted with preferred shareholders issues and attend hearings for administrative and preliminary matters on April 15, 2019 and April 26, 2019.			
Research and Preparation	15	20	<u>10,375</u>
Research preferred shareholders issues including review of statutory material and case law and prepare Response on behalf of "non-redeeming" preferred shareholders			
Creditor/Equity application	28	20	<u>15,900</u>
Preparation for application to determine status of preferred shareholders	10	20	
Attendance at 3 Day hearing for application to determine status of preferred shareholders	18		
Pre-tax total.			<u>30,900</u>
Taxes on legal fees			<u>3,708</u>

Total for legal Fees			<u>34,608</u>
Disbursements {estimate}			<u>1,000</u>
Net Total			<u>\$35,608</u>

Schedule "B" – List of Counsel Appearing

Jeremy D. West	The Petitioner
Douglas B. Hyndman	The Monitor
John D. Whyte	Redeeming Shareholder Counsel
Mark R. Davies	Non-Redeeming Shareholder Counsel