

No. S1710393
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) THE 27th DAY OF
MR. JUSTICE WALKER) SEPTEMBER 2019.
)

ON THE APPLICATION of the Petitioner dated September 25, 2019, coming on for hearing at Vancouver, British Columbia, on the 27th day of September 2019, and on hearing Jeremy D. West, counsel for the petitioner, and those other counsel listed on Schedule "A" hereto, AND UPON READING the material filed herein for the purposes of this application; 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;

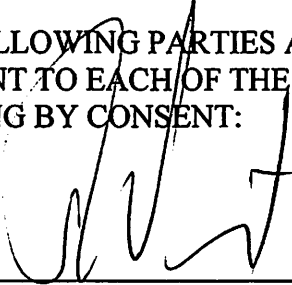
THIS COURT ORDERS AND DECLARES THAT:

1. Terms and expressions not defined in this Order shall have the meanings attributed to them in the Order of this Court pronounced on November 10, 2017 (as varied from time to time, the "Initial Order").

2. The time for service of this Notice of Application and the materials herein is abridged such that the application is properly returnable on Friday, September 27, 2019 and service upon any interested party other than those parties on the service list maintained by the Petitioner and the Monitor in this matter is hereby dispensed with.
3. Except as provided herein, all the relief provided in the Initial Order and the Order of Mr. Justice Walker made herein on November 9, 2018 is hereby confirmed and extended and the stay of proceedings provided for in the order pronounced by this Honourable Court on April 26, 2019 is hereby extended to November 15, 2019.
4. The proceedings are adjourned to Wednesday November 6, 2019 at 9:00 AM, before Mr. Justice Walker.
5. The Monitor is hereby authorized, but not obliged, to negotiate, execute and deliver a priority agreement(s) (or such other agreements as may be required) to Peoples Trust Company, Bancorp Growth Mortgage Fund II Ltd., Bancorp Balanced Mortgage Fund II Ltd. Bancorp Financial Services Inc. Ltd. And/or PK Capital Ltd., or such other potential lenders as the Monitor deems appropriate, with respect to the Petitioner's certificate of pending litigation registered against title to the real property comprising the Carleton development (the "Carleton CPL"), and without limitation, to authorize the execution and delivery by counsel of all partial releases of the Carleton CPL from title to the lands and/or strata lots charged by the Carleton CPL, and all subdivision plans, strata plans, consents, covenants, building schemes, rights of way, easements, land use contracts and other similar instruments and priority agreements in connection therewith with respect to the development project underway on the lands charged by the Carleton CPL, and
 - a. such execution and delivery shall be deemed to be duly authorized and delivered by the Petitioner and the Monitor, and
 - b. notwithstanding any order made herein, including section 37 of the Initial Order, the priority agreement(s) shall have priority over
 - i. the interests of the Petitioner (including any receiver or trustee in bankruptcy of the Petitioner) and Monitor in the Carleton CPL,
 - ii. the Encumbrances, and
 - iii. the Director's Charge, Administration Charge and any future charges granted herein.
6. Mr. Justice Walker is seized of proceedings commenced in the Vancouver Registry of the Supreme Court of British Columbia under Action No. S1910311.

7. The approval of counsel as to form listed in Schedule "A" 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
Counsel for the Petitioner

By the Court.



Registrar

Schedule A- List of Counsel Appearing

Jeremy D. West	The Petitioner
Clark Hartnett	Counsel for the Redeeming Shareholders
Douglas B. Hyndman	Counsel for the Monitor

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Order Made After Application

File No.: 228558-0000
Initials: JDW

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