

COURT FILE NO. 2003 013374

Clerk's Stamp

COURT COURT OF QUEEN'S BENCH OF  
ALBERTA

JUDICIAL CENTRE EDMONTON

PLAINTIFF THE BANK OF MONTREAL

DEFENDANTS LEHANKY HOLDINGS LTD., WESTBRAND INDUSTRIES (ALBERTA)  
LTD., 1984732 ALBERTA LTD., AND LOREE LEHANKY

DOCUMENT ORDER CONFIRMING SALE AND VESTING TITLE

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	McLENNAN ROSS LLP #600 McLennan Ross Building 12220 Stony Plain Road Edmonton, AB T5N 3Y4	Lawyer: Charles P. Russell, Q.C./Ryan Trainer Telephone: (780) 482-9153 Fax: (780) 733-9757 Email: rtrainer@mross.com File No.: 20200404
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**DATE ON WHICH ORDER WAS PRONOUNCED: AUGUST 26, 2020**

**LOCATION OF HEARING OR TRIAL: EDMONTON, ALBERTA**

**NAME OF JUSTICE WHO MADE THIS ORDER: THE HONOURABLE MR. JUSTICE J.  
LITTLE**

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**UPON THE APPLICATION** by The Bowra Group Inc. in its capacity as the Court-appointed receiver and manager (the "Receiver") of the undertakings, property and assets of 1984732 Alberta Ltd. (the "Debtor") for an order approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale (the "Sale Agreement") between the Receiver and 1417626 Alberta Ltd. (the "Purchaser") dated July 28, 2020 and appended to the Confidential Supplement to the Receiver First Report dated August 13, 2020, as Appendix "A" (the "Report"), and vesting in the Purchaser the Debtor's right, title and interest in and to certain lands described in the Sale Agreement, together with the Debtor's rights to the in the building, fixtures and improvements, which are defined below as to the Lands;

**AND UPON HAVING READ** the Receivership Order dated February 4, 2020 (the "Receivership Order"), the Report and the Affidavit of Service; **AND UPON HEARING** the submissions of counsel for the Receiver, the Purchaser, and those parties in attendance, and no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service, filed;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. In this Order the mortgaged lands are the following:  
  
Plan 8822881  
Block 3  
Lot 14  
Excepting Thereout All Mines and Minerals  
  
(the "Lands").
2. The Sale Agreement submitted by the Purchaser in the amount set out in the Report for the purchase of the Lands is approved and accepted and the \$200,000 deposit that is currently held in trust by the Receiver's counsel shall be released to the Receiver.
3. The Purchaser shall, on or before the **8<sup>th</sup> day of September, 2020** (the "Closing Date") either pay to the Receiver's counsel the adjusted purchase price, or enter into reasonable conveyancing arrangements with the Receiver's counsel to assure payment of the adjusted purchase price, and upon doing so the Purchaser is entitled to obtain possession of the Lands under this Order.
4. For the purposes of determining the nature and priority of Claims, net proceeds from sale of the Lands (to be held in an interest bearing trust account by the Receiver) shall stand in the place and stead of the Lands from and all Claims including encumbrances shall not attach to, encumber or otherwise form a charge, security interest, lien, or other Claim against the Lands and may be asserted against the net proceeds from sale of the Lands with the same priority as they had with respect to the Lands immediately prior to the sale, as if the Lands had not been sold. Unless otherwise ordered (whether before or after the date of this Order), the Receiver shall not make any distributions to creditors of net proceeds from sale of the Lands without further order of this Court, provided however the Receiver may apply any part of such net proceeds to repay any amounts the Receiver has borrowed once the Transaction has closed.
5. On written confirmation from the Receiver's lawyer that it has received or is satisfied that it will receive payment from the Purchaser, the Registrar of Land Titles shall cancel the existing Certificate of Title to the mortgaged lands and shall issue a new Certificate of Title in the name of 1417626 Alberta Ltd.
6. Any interest in the mortgaged lands of the Defendant, anyone claiming through the Defendant, or any other subordinate encumbrancer is hereby extinguished.
7. Compliance with Rule 9.34(4) and the requirement for service of documents prior to entry of this Order, set out in Rule 9.35(1)(a), are waived.
8. The Registrar of Land Titles shall comply with this Order notwithstanding Section 191(1) of the *Land Titles Act*.

**MISCELLANEOUS MATTERS**

9. Notwithstanding:
  - a. the pendency of these proceedings and any declaration of insolvency made herein;

- b. the pendency of any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, as amended (the “BIA”), in respect of the Debtor, and any bankruptcy order issued pursuant to any such applications;
- c. any assignment in bankruptcy made in respect of the Debtor; and
- d. the provisions of any federal or provincial statute:

the vesting of the Lands in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA 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.

- 10. The Receiver, the Purchaser and any other interested party, shall be at liberty to apply for further advice, assistance and direction 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.
- 11. Service of this Order shall be deemed good and sufficient by:
  - (a) Serving the same on:
    - i. the persons listed on the service list created in these proceedings;
    - ii. any other person served with notice of the application for this Order;
    - iii. any other parties attending or represented at the application for this Order;
    - iv. the Purchaser or the Purchaser’s solicitors; and
  - b. Posting a copy of this Order on the Receiver’s website at: [www.bowragroup.com/1984732-Alberta -Ltd](http://www.bowragroup.com/1984732-Alberta -Ltd).
  - c. and service on any other person is hereby dispensed with.
- 12. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

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JUSTICE IN CHAMBERS OF THE COURT OF  
QUEEN'S BENCH OF ALBERTA