



NO. S215858
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

Re: THE OWNERS, STRATA PLAN VR456
IN THE MATTER OF DIVISION 2 OF PART 16
OF THE *STRATA PROPERTY ACT*, SBC 1998, c. 43

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE
JUSTICE MATTHEWS

WEDNESDAY, THE 30TH DAY
OF MARCH, 2022.

ON THE PETITION of the petitioner, Garth Cambrey, the court appointed administrator of The Owners, Strata Plan VR456, coming on for hearing by Microsoft Teams at Vancouver, BC on January 17-19, 2022, and on hearing Paul G. Mendes, counsel for the Petitioner; and on hearing Matthew Nied, counsel for the Respondents Michelle and James Mok; and on hearing Peter J. Roberts, Q.C., counsel for the liquidator, Crowe MacKay & Company Ltd; and no one appearing on behalf of Tracey MacLennan and Suzanne Foster, Agnes Mui, Dan Jacob Sonnenschein, or Petislav Tovbis, although duly served; and on reading the materials filed herein;

AND ON JUDGMENT BEING RESERVED to this date

THIS COURT ORDERS that:

1. The 80% vote resolution passed at the special general meeting of the strata corporation, The Owners, Strata Plan VR456 (the "**Strata Corporation**"), held on March 24, 2021, at which it was resolved to:

(a) approve the voluntary winding-up of the Strata Corporation;

- (b) approve the appointment of Crowe MacKay & Company Ltd., as represented by Mr. Derek Lai, with an address for business at 1100 – 1177 West Hastings Street, Vancouver, B.C., as the liquidator (the “**Liquidator**”);
- (c) cancel Strata Plan VR456 (the “**Strata Plan**”);
- (d) dissolve the Strata Corporation;
- (e) surrender to the Liquidator of each owner's interest in:
 - (i) land shown on Strata Plan VR456; and
 - (ii) land held in the name of or on behalf of the Strata Corporation, but not shown on Strata Plan VR456

(the lands referred to in subparagraphs (i) and (ii) being collectively the “**VR456 Lands**”); and
 - (iii) personal property held by or on behalf of the Strata Corporation (the “**VR456 Personal Property**”);
- (f) approve the estimated costs of the winding up as follows:
 - (i) Liquidator fees of \$5,000 per strata lot, plus taxes and disbursements;
 - (ii) legal fees of approximately \$5,000 per strata lot, plus taxes and disbursements;
 - (iii) real estate agent's commission (2% of purchase price plus taxes);
 - (iv) court fees payable to the Province (approximately \$3,000);provided that the actual costs of the winding up may vary from these estimates, and any variation will not require a further meeting or vote approval of the Strata Corporation;

be and is hereby confirmed.

2. The appointment of Crowe MacKay & Company Ltd., as represented by Mr. Derek Lai, with an address for business at 1100 – 1177 West Hastings Street, Vancouver, B.C., as the liquidator of the Strata Corporation be and is hereby confirmed.

3. The Liquidator shall incur no liability or obligation as a result of its appointment or the carrying out of the terms of this Order, save and except for:

- (a) gross negligence or wilful misconduct on its part; or
- (b) amounts in respect of obligations imposed on liquidators by applicable legislation.

4. Upon the filing of a certified copy of this order in the Land Title Office, the interest of each of the owners set out on Schedule “A” to this Order (collectively, the “**Strata Owners**”) in:

- (a) the VR456 Lands; and
- (b) the VR456 Personal Property.

shall be surrendered to and vest in the Liquidator, subject to the mortgages, assignments of rent and liens registered on title to Strata Lots 1 to 6 of the VR456 Lands and as set out in Schedule “B” to this Order.

5. It is hereby declared that, upon the surrender to and vesting in the Liquidator of title to the VR456 Lands, it has been proven to the satisfaction of the court on investigation that the Liquidator has good, safeholding and marketable title to the VR456 Lands.

6. It is ordered that the authority and powers of the Liquidator shall include:
- (a) To expend the balance of the funds in the contingency reserve fund as may be required to pay for the legal, liquidation and other transaction costs of the winding up;
 - (b) To the extent that the costs of the legal, liquidation and other transaction costs exceed the total of the contingency reserve fund then to be paid reasonable remuneration out of the proceeds of the sale of the VR456 Lands, subject to the right of any VR456 Owner to assess that remuneration;
 - (c) To employ or retain such other professional services or advisors that are reasonably necessary for the winding up of the Strata Corporation and the cancellation of the Strata Plan;
 - (d) To deal with any creditors of the Strata Corporation, including the payment, compromise or settlement of any claims by those creditors;
 - (e) To pay costs, charges and expenses, including Administrator's fees, properly incurred and to be incurred with respect to the winding up of the Strata Corporation and the cancellation of the Strata Plan;
 - (f) To market and negotiate the sale of VR456 Personal Property;
 - (g) To sell the VR456 Lands subject to the requirements of section 282 of the *Strata Property Act* or further order of the Court, and specifically to enter into all necessary documents and agreements whether on behalf of the Strata Corporation or in its own capacity to facilitate the sale of the VR456 Lands;
 - (h) To distribute the proceeds from the sale of the VR456 Lands and the VR456 Personal Property in accordance with the Interest Schedule; and

- (i) In the discretion of the Liquidator, to seek further orders or directions as may be necessary from the Court.

7. The sale of the VR456 Lands pursuant to a purchase and sale agreement dated November 6, 2020 (the “PSA”) between Butterscotch Holdings Inc., as purchaser, and The Owners, Strata Plan VR456, as vendor, be and is hereby approved.

8. The Interest Schedule be and is hereby approved, and it is ordered that the Interest Schedule shall be the interest schedule for the purposes of sections 278 and 280 of the *Strata Property Act*, S.B.C. 1998, c. 43, and shall be used to determine each individual Strata Owners’ share of the proceeds of distribution on the winding-up of the VR456 Lands and the VR456 Personal Property.

9. Pursuant to section 100(4)(a) of the *Land Title Act*, RSBC 1996, c. 250, the consents of the owners in fee simple of each of the strata lots comprising the Strata Plan and each holder of a registered charge on title to any of the strata lot comprising the Strata Plan are deemed to have been obtained and such consent is otherwise dispensed with for the purposes of filing any reference plan or an explanatory plan with the Land Title Office in relation to the VR456 Lands.

10. The Petitioner and the Liquidator are entitled to recover their respective fees and costs of this proceeding, on a solicitor and client basis, and such costs shall be paid from, and form a charge upon, the proceeds of the sale of the VR456 Lands and the VR456 Personal Property.

11. If necessary, all or a part of the proceeds from the sale of the VR456 Lands and the VR456 Personal Property shall be paid into an interest bearing trust account which accrues to the benefit of the strata lot owners, held by counsel for the Liquidator, Lawson Lundell LLP, and shall be paid out as directed by the Liquidator in accordance with the Interest Schedule.

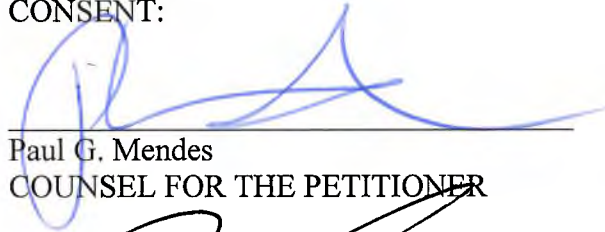
12. Upon closing in accordance with the terms of the PSA, the sale proceeds, including deposits and after adjustments, shall be paid by or on behalf of the Purchaser to Lawson Lundell LLP in trust and may be paid out or dealt with by Lawson Lundell LLP in the

following manner in accordance with the terms of this Order and at the direction of the Liquidator:

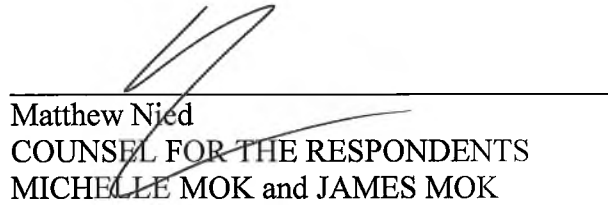
- (a) Firstly, in payment of all matters of adjustment with respect to the sale of the VR456 Lands, including without limitation outstanding water and sewer rates, and interest and penalties thereon owing in connection with the VR456 Lands (the "Adjustments") and, in the event any strata lot owner(s) is responsible for all or a part of the Adjustments paid pursuant to this subparagraph, then the amount of the Adjustments attributable to that strata unit owner(s) and paid from the sale proceeds (the "Individual Adjustment") shall be deducted from that portion of the sale proceeds otherwise to be paid to that strata lot owner(s);
- (b) Secondly, in payment of any legal fees, including disbursements and taxes, real estate commission, Administrator (defined below) fees, including disbursements and taxes, appraiser's fees, Liquidator fees and disbursements (including legal fees) and other similar expenses incurred by the Petitioner in relation to this proceeding and the sale of the VR456 Lands;
- (c) Thirdly, the remainder of the sale proceeds shall be divided rateably among the strata lot owners of the VR456 Lands in accordance with the Interest Schedule and, in advance of any payment to the strata unit owners;
 - (i) any Individual Adjustments paid on behalf of the particular strata lot owner(s) shall be deducted from the individual entitlement of the particular strata lot owner(s);
 - (ii) in the case of any strata lot owner(s) with mortgages and/or other financial charges or encumbrances registered on title to their interest in the VR456 Lands, payment of the outstanding balance on such obligations shall be made to each of the mortgagees and/or creditors (as the case may be) from the individual entitlement of the particular strata lot owner(s); and
 - (iii) the remainder of the sale proceeds attributed to a particular strata lot owner(s) shall be paid to that owner(s) or as directed in writing by that strata lot owner(s).

13. The parties to this proceeding be at liberty to apply to Court for such further and other directions and orders as may be necessary to carry out the full purpose and intent of these Orders, including the approval of any sale of the land shown on Strata Plan VR456.

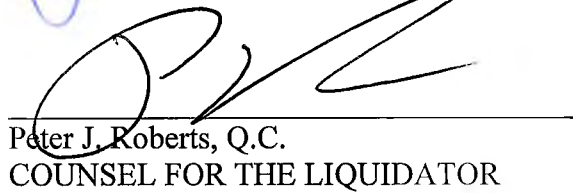
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Paul G. Mendes
COUNSEL FOR THE PETITIONER



Matthew Nied
COUNSEL FOR THE RESPONDENTS
MICHELLE MOK and JAMES MOK



Peter J. Roberts, Q.C.
COUNSEL FOR THE LIQUIDATOR

BY THE COURT

REGISTRAR

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