

COURT FILE NUMBER 2403-05996

COURT COURT OF KING'S BENCH OF ALBERTA

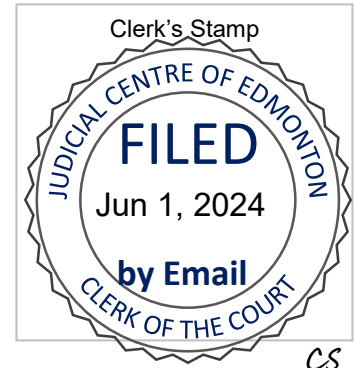
JUDICIAL CENTRE EDMONTON

PLAINTIFF ROYAL BANK OF ~~COMMERCE~~ CANADA

DEFENDANTS BEREKET & G HOLDINGS CORP., HABESHA AFRICAN SUPERMARKET LTD., AND SEMERE BERHANE

DOCUMENT **AMENDED APPLICATION BY THE RECEIVER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT MILLER THOMSON LLP
Barristers and Solicitors
2700 Commerce Place
10155-102 Street, NW
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Lawyer: Spencer Norris
Email: snorris@millerthomson.com
File No.: 0249783.0002

**NOTICE TO RESPONDENT(S):**

This application is made against you. You are a respondent. You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date: **June 7, 2024**

Time: **11:00 a.m.**

Where: **Edmonton Law Courts
1A Sir Winston Churchill Square
Edmonton, Alberta**

Before Whom: **The Honourable Mr. J. S. Little**

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order substantially in the form attached hereto as **Schedule "A"** providing among other things:
 - a. Abridging the time for service of notice of this Application to the time actually given, if necessary, and deeming service upon the parties served as good and sufficient service;

- b. Approving the activities of BDO Canada Limited in its capacity as receiver (the “**Receiver**”) of Bereket & G Holdings Ltd. (the “**Debtor**”) to date including those described in the First Report of the Receiver dated May 27, 2024 (the “**First Report**”);
- c. Approving the proposed sale process of the Building (herein defined) (“**Sales Process**”); and
- d. Authorizing and directing the Receiver to take all steps reasonably required to carry out the Sales Process, including the execution of the Exclusive Sale Listing Agreement with Cushman & Wakefield Edmonton.

sealing the Confidential Supplement to the First Report (the “**Confidential Supplement**”) on a temporary basis.

2. Such other and further and other relief as counsel may advise that this Court deems just.

Grounds for making this application:

RFP and Sales Process

3. On April 4, 2024, pursuant to an application made by Royal Bank of Canada (“**RBC**”), the Court granted a Receivership Order appointing BDO Canada Limited as Receiver of the Debtor.
4. The Debtor’s sole physical asset is an office/retail building located at 107 Ave and 105 St. NW in Edmonton, Alberta (the “**Building**”). There are currently tenants in the Building, including certain related party tenants.
5. The Debtor is indebted to RBC in the approximate amount of \$2,600,000.
6. The Receivership Order authorizes the Receiver to market the Building, including the engagement of consultants, agents and other experts, from time to time on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver’s powers and duties.
7. The Receiver made a request for proposals (“**RFP**”) to market and sell the Building.
8. After completing the RFP, the Receiver intends to enter into an Exclusive Listing Agreement with Cushman and Wakefield (the “**Listing Agreement**”).
9. After reviewing the submission in the RFP, the Receiver is of the position that Listing Agreement is the best submission made in the RFP.

Sealing Order

10. The Confidential Supplement contains confidential information of a commercial nature which, if disclosed to third parties prior to the completion of the Sales Process of the Building, could materially jeopardize the Receiver’s sales process, or if the Receiver retains further and other consultants and experts to sell the Building, could materially jeopardize the value that the Receiver may receive from the sale of the Building., and as such, it is appropriate that the Court dispense with filing the Confidential Supplement with the Clerk of the Court, or grant an interim Temporary Sealing Order in relation there.

Material or evidence to be relied on:

11. First Report of the Receiver dated May 27, 2024, to be filed.

12. Confidential Supplement to the First Report dated May 27, 2024.
13. Bench Brief in Support of Application, to be filed.
14. Such further and other material as legal counsel for the Receiver may advise and this Honourable Court may permit.

Applicable rules:

15. *Alberta Rules of Court*, AR 124/2010 including Division 4 Part 6 and Rules 6.3, 6.28, and 13.5(2).
16. Such further and other authority as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

17. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.
18. *Personal Property Security Act*, RSA 2000, c P-7

Any irregularity complained of or objection relied on:

19. N/A

How the application is proposed to be heard or considered:

20. Webex Conference

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

SCHEDULE "A" – FORM OF ORDER

COURT FILE NUMBER 2403-5996
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF ROYAL BANK OF CANADA
DEFENDANTS BEREKET & G HOLDINGS CORP.,
HABESHA AFRICAN SUPERMARKET LTD.,
and SEMERE BERHANE

Clerk's Stamp

DOCUMENT **APPROVAL AND RESTRICTED ACCESS
AND SEALING ORDER**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
MILLER THOMSON LLP
Barristers and Solicitors
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Lawyer's Name: Spencer Norris
Lawyer's Email snorris@millerthomson.com
File No.: 0249783.0002

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DATE ON WHICH ORDER WAS PRONOUNCED: JUNE 7, 2024

LOCATION WHERE ORDER WAS PRONOUNCED: EDMONTON, ALBERTA

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

UPON THE APPLICATION by BDO Canada Limited in its capacity as the Court-appointed receiver (the "Receiver") of Bereket & G Holdings Corp. (collectively, the "Debtor"); AND UPON reviewing the First Report of the Receiver dated May 27, 2024 (the "First Report") and the Confidential Supplement to the First Report (the "Confidential Supplement") and the Affidavit of Service;

AND UPON HEARING the submissions of counsel for the Receiver, and such other counsel that appeared, if any, although properly served as appears from the Affidavit of Service;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, no other person is required to have been served with notice of this application and time for service of this application is abridged to that actually given.

ACTIVITIES OF THE RECEIVER

2. The activities, conduct and actions of the Receiver in these proceedings to date, including those described in the First Report and the RFP Process (therein defined) are hereby approved.
3. Without limiting the powers of the Receiver as provided in the Receivership Order whatsoever:
 - (a) the Exclusive Listing Agreement with Cushman & Wakefield Edmonton (the “**Listing Agreement**”) as appended to the First Report is hereby approved, and the Receiver is authorized to execute the Listing Agreement and carry out its terms;
 - (b) the Receiver is authorized to list the lands legally described as:

LOTS 239 – 241 (inclusively)
BLOCK 4
PLAN B4
EXCEPTING THEREOUT ALL MINES AND MINERALS

at the Proposed List Price (as described and defined in the First Report) and adjust the listing price at its discretion.

SEALING ORDER

4. Division 4 of Part 6 of the Rules does not apply to this Order, and the Clerk of the Court be and is hereby directed to seal the Confidential Supplement to the First Report on the Court file until:
 - (a) sixty (60) following an Order discharge of the Receiver; or
 - (b) until such further Order of the Court.

The Clerk of this Honourable Court is hereby directed to seal the Confidential Supplement to the First Report in an envelope setting out the style of cause in the within proceedings and labelled:

THIS ENVELOPE CONTAINS THE CONFIDENTIAL SUPPLEMENT TO THE FIRST REPORT OF THE RECEIVER DATED MAY 27, 2024. THESE CONFIDENTIAL DOCUMENTS ARE SEALED ON THE COURT FILE PURSUANT TO THE ORDER ISSUED BY THE HONOURABLE JUSTICE J.S. LITTLE ON FRIDAY, JANUARY 21, 2022. THE CONFIDENTIAL DOCUMENTS ARE NOT TO BE ACCESSED BY ANY PERSON UNTIL THE EARLIER OF:

- (A) 60 DAYS FROM THE GRANTING OF A DISCHARGE ORDER; OR**
- (B) FURTHER ORDER OF THE COURT.**

5. Upon the occurrence of either paragraph 4(a) or 4(b) herein, the Sealed Documents shall be unsealed and filed in these proceedings.

The Honourable Justice J.S. Little