COURT FILE NO.

1701-04209

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF AXCESS CAPITAL ADVISORS INC.

C100165

MP

Clerks Stamp OF

Oct 03. 2023

PK OF THE CO

NDICLA

DEFENDANTS DMD MORTGAGE INVESTMENT (RESPONDENTS) CORPORATION, DMD II MORTGAGE INVESTMENT CORPORATION and DMD III MORTGAGE INVESTMENT CORPORATION

DOCUMENT SECOND AND FINAL REPORT OF MNP LTD IN ITS CAPACITY AS THE COURT APPOINTED RECEIVER AND MANAGER OF DMD II MORTGAGE INVESTMENT CORPORATION

FILED

October 2, 2023

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Column

Torys LLP 46th Floor, 525-8 Avenue SW Calgary, AB T2P 1G1

Telephone: 403-776-3744 Facsimile: 403-776-3800 Email: <u>kkashuba@torys.com</u> Attention: Kyle Kashuba

Receiver

MNP Ltd. Suite 2000, 112 - 4th Avenue SW Calgary, AB T2P 0H3

Telephone: 403.850.6487 Facsimile: 403-537-8437 Email: <u>victor.kroeger@mnp.ca</u> / <u>rick.anderson@mnp.ca</u> Attention: Victor P. Kroeger / Rick Anderson

1.877.500.0792 T: 403.538.3187 F: 403.537.8437



APPENDICES

| Appendix A | 182 Copperfield Gardens SE |
|------------|---|
| Appendix B | 10613 - 81 Ave Grand Prairie |
| Appendix C | 402 - 12 Ave N Lethbridge |
| Appendix D | 1403 - 115 Prestwick Villa SE |
| Appendix E | Miles Davison Funds |
| Appendix F | Statement of Receipts and Disbursements |



INTRODUCTION AND BACKGROUND

- MNP Ltd. was appointed as receiver and manager (the "Receiver") of the assets, undertakings, and property of DMD II Mortgage Investment Corporation ("DMD II" or the "Company"), by an Order granted by the Court of Queen's Bench of Alberta, now the Court of King's Bench (the "Court") on April 4, 2017 (the "Receivership Order").
- 2. DMD II was formed in 2001 and was a mortgage investment corporation operating in Alberta.
- 3. DMD Mortgage Investment Corporation ("DMD"), DMD II, DMD III Mortgage Investment Corporation ("DMD III") and Sun Country Mortgage Investment Corporation ("Sun Country") were entities controlled and operated by the same individuals and funds were regularly moved between these related parties. DMD and DMD III were also placed into receivership on April 4, 2017. Sun Country went into bankruptcy on February 15, 2017.
- 4. This is the Receiver's second and final report to the Court (the "**Second Report**"). Capitalized terms not defined in the Second Report are as defined in the Second Report and/or the Receivership Order.
- 5. All references to currency are in Canadian dollars unless otherwise stated.

NOTICE TO READER

6. In preparing the Second Report and making comments herein, the Receiver has relied upon certain unaudited, draft or internal financial information, including DMD II's books and records, and information from other third-party sources (collectively, the "Information"). The Receiver has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with generally accepted assurance standards or other standards established by the Chartered Professional Accountants of Canada (the "Standards"). Additionally, none of the Receiver's procedures were intended to disclose defalcations or other irregularities. If the Receiver were to perform additional procedures or to undertake an audit examination of the Information. Accordingly, the Receiver does not express an opinion, nor does it provide any other form of assurance on the financial or other information presented herein. The Receiver may refine or alter its observations as further information is obtained or brought to its attention after the date of the Second Report.



- 7. The Receiver assumes no responsibility or liability for any loss or damage occasioned by any party as a result of the use of the Second Report or the First Report that was issued on July 3, 2018. Any use which any party makes of the Second Report or the Second Report of the Receiver or any reliance or decision to be made based on the Second Report or the Second Report is the sole responsibility of such party.
- 8. Copies of the relevant documents relating to these proceedings are available on the Receiver's website at www.mnpdebt.ca/dmdii.

PURPOSE OF THE REPORT

- 9. The purpose of the Second Report is to provide this Honourable Court with the Receiver's comments and information in respect of the activities of the Receiver and to seek an order granting the following relief:
 - a. approving the actions in these receivership proceedings as set out in this Second Report;
 - b. approving the Receiver's Final Statement of Receipts and Disbursements for the period April 4, 2017, to September 30, 2023;
 - c. approving the fees of the Receiver;
 - d. approving the destruction of the DMD II books and records.
 - e. approving the fees of Torys LLP. ("Torys"), the Receiver's legal counsel; and
 - f. discharging the Receiver of DMD II.

RECEIVER'S ACTIVITIES

- 10. The Receiver has undertaken activities including, but not limited to, the following:
 - a. Prepared and issued the Receiver's Notice and Statement of Receiver pursuant to subsections 245(1) and 246(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 ("BIA");
 - b. Prepared interim reports, as required, pursuant to Section 246(2) of the Bankruptcy and Insolvency Act, RSC 1985, c B-3 ("BIA");
 - c. Maintained the Receiver's website;
 - d. Engaged Axcess Capital Advisors ("**Axcess**"), the Company's former Independent Fund Manager, to assist the Receiver with property maintenance and sale matters;
 - e. Engaged and consulted with Torys to assist with the administration of the receivership proceedings;



- f. Reviewed property claims from Crossroads-DMD Mortgage Investment Corporation ("**Crossroads**") relating to a property that DMD II had an ownership interest in;
- g. Held sales proceeds in trust pending Court's decision regarding the validity of the property claims submitted by Crossroads;
- Attended the Court of Appeal of Alberta on behalf of the DMD creditors to obtain the Court's determination regarding property claims submitted by Crossroads, a related entity, as against the Property;
- i. Prepared the First Report and the Second Report and attended Court;
- Released the Miles Davison Funds (as defined elsewhere in the Second Report) to Crossroads based on legal advice from Torys that the secured claims filed by Crossroads were valid and enforceable; and
- k. Completed the administration of the receivership proceedings aside from the Receiver's final report in accordance with Section 246(3) of the BIA.

CREDITORS

11. Schedule I below shows the amounts owed by DMD II as at the date of receivership proceedings:

| Secured Creditors | Amounts Owed | | |
|-------------------|----------------|--|--|
| Fisgard | \$80,203.00 | | |
| Crossroads | \$2,059,876.00 | | |

| Unsecured Creditors | \$2,380,274.82 |
|---------------------|----------------|
| Total | \$4,520,353.82 |



ASSETS

- 12. Upon our appointment, the Receiver was provided with details of the homes that DMD II held an ownership interest in. The listing outlined the municipal addresses of the properties and the status of each property's closing as at the date of the receivership proceedings.
- 13. The summary below shows DMD II properties in which Crossroads submitted secured claims and/or property claims ("**Crossroads Claims**").

| Property | Status | Title | Net Sale Funds | Funds held in Trust after closing costs | Nature of Claims Submitted |
|--------------------------------|--|--------------------------|-------------------|---|--|
| 54 Arbour Crest Close | Sold | dmd II | \$498,619.88 | \$495,311.03 | Crossroads Secured Claim for \$466,846.84. |
| 182 Copperfield Garden SE | Not sold pre-receivership. Receiver released its interest to Crossroads. | dmd II | | | Crossroads Secured Claim for \$331,932.73 |
| 402-12 Ave N Lethbridge | Sold | dmd II | \$206,645.32 | \$28,342.20 | Crossroads Property Claim for \$391,078.57 and Secured Claim for \$28,342 |
| 6023 Penworth Rd SE | Sold | DMD II and Crossroads | \$300,337.73 | \$284,061.16 | Crossroads Secured Claim for \$201,697.42 |
| 10613 81 Ave Grande Prairie | Sold | DMD II and Crossroads | \$314,384.19 | \$303,846.37 | Crossroads Secured Claim for \$303,482.54 and Crossroads Property Claim for \$303,482.54. |
| 1403-115 Prestwick | Not sold pre-receivership. | dmd II | | | Crossroads Secured Claim of \$147,652.90 |

CROSSROADS CLAIMS

- 14. There were six (6) secured claims and two (2) property claims submitted against DMD II properties. The secured claims were for mortgages held by Crossroads in the various properties listed in the summary above. The property claims were for loans advanced by Crossroads to DMD II to cover DMD II's share in the care and maintenance expenses of the building.
- 15. The Receiver disallowed all of Crossroads Claims relying on Subsection 3(1) of the *Limitations Act* (Alberta) which provides that a claimant has 2 years after the date that the claimant knew, or ought to have known that (1) the injury has occurred, (2) the injury



is attributable to the defendant, and (3) the injury warrants bringing an action (and in any event, no more than 10 years after the claim arose).

16. Crossroads' loans to DMD II had been default for a period in excess of 2 years, and there had been no written acknowledgments of the debts to extend the two-year period, and as such, the Crossroads Claims were statute-barred.

182 COPPERFIELD GARDEN SE, 10613 - 81 AVE GRAND PRAIRIE, 402 - 12 AVE N LETHBRIDGE, AND 1403 - 115 PRESTWICK VILLA SE.

182 Copperfield Gardens SE

- 17. Taking into consideration the appraisal submitted by Bishop & McKenzie LLP, which was carried out by Sage Appraisals, which reported that as of March 2, 2018, the 182 Copperfield Garden SE (the "Copperfield Property") market value, on an "as is" basis was \$360,000 and its forced sale value on an "as is" basis was \$340,000.
- 18. The Receiver, considering the appraisal, estimated closing costs and adjustments, concluded that there was likely no equity left in the subject property for DMD II.
- 19. As a result, the Receiver released DMD II's interest in the asset to Crossroads on March 16, 2018. The Receiver's letter of release is attached as Appendix "**A**".

10613 - 81 Ave Grand Prairie and 402 - 12 Ave N Lethbridge (the "Grand Prairie and Lethbridge Properties")

20. Based on the legal opinion provided by Torys, the secured claims of Crossroads were valid and enforceable against the Grand Prairie and Lethbridge Properties. Therefore, the Receiver instructed Miles Davison LLP ("**Miles Davison LLP**") to release the proceeds from the sale of the properties, that were held in trust to Crossroads. The Receiver's letters of release are attached as Appendix "**B**" and Appendix "**C**", respectively.

1403-115 Prestwick Villa SE

- 21. The property at 1403 155 Prestwick Villa SE was listed for sale by the Receiver and sold for \$194,080.86. The sale proceeds were held in trust by Fric, Lowenstein & Co.
- 22. Based on the legal opinion from Torys that Crossroads claim was valid and enforceable, the Receiver directed that the amount of \$184,821.96 be paid to Crossroads. The Receiver's letter of release for this property is attached as Appendix "**D**".



6023 PENWORTH RD SE AND 54 ARBOUR CREST CLOSE (THE "PENWORTH AND ARBOUR CREST PROPERTIES")

- 23. The Penworth and Arbour Crest Properties had been sold pre-receivership for \$300,337.73 and \$518,500 respectively.
- 24. Based on instructions from DMD II, Miles Davison held the sale proceeds of \$284,061.16 from the sale of the Penworth Property, and \$495,311.03 from the sale of the Arbour Crest Properties in trust (the "**Held Sales Funds**"), pending the resolution of proper amounts payable to DMD II and Crossroads.
- 25. Crossroads submitted secured claims to the Held Sales Funds on the grounds that it had advanced loans to DMD II to cover DMD II's portion of the care and maintenance expenses incurred to maintain the Penworth and Arbour Crest Properties, in exchange for Mortgages on the properties.
- 26. The Receiver's position was to disallow the Crossroads Claims on the grounds that the claims were statute-barred.
- 27. Crossroads made an application to the Court, contesting the Receiver's disallowance. The Court upheld the Receiver's disallowance September 20, 2019.
- 28. Crossroads appealed the decision, and the Court of Appeal overturned the lower Court's decision and on December 16, 2021, finding that the Crossroads Claims to the Held Sales Funds were valid. As a result, the Receiver released its interest in the Held Trust Funds to Crossroads on February 25, 2022. The release letter to Miles Davison is attached as Appendix "E".
- 29. The Court of Appeal's decision formed a basis for the Receiver's discretion in resolving claims submitted in the DMD receivership.

STATEMENT OF RECEIPTS AND DISBURSEMENTS

- 30. The Receiver's Final Statement of Receipts and Disbursements for the period from April7, 2017, to September 30, 2023 (the "Receiver's Final R&D") is attached as Appendix "F".
- 31. The Receiver's Final R&D shows payments for the fees of the Receiver and Torys, consulting fees, and other fees associated with the facilitation of the estate totaling \$333,123.87. It further sets out receipts from sales, mortgage payouts and refunds,



including cash at hand, funds in term deposit and interest earned thereof, totaling \$334,696.51.

32. All funds remaining in the receivership estate have been accrued to pay the final obligations of the receivership, such as destruction of records and estimates to complete.

APPROVAL OF ACCOUNTS

- 33. The Receiver's Final R&D shows a summary of professional fees paid by the Receiver. Copies of the underlying invoices with respect to the fees and disbursements of the Receiver will be available to the Court at the hearing, if required. Redacted copies of Torys' invoices will also be available to the Court, if required.
- 34. For the period April 17, 2017, to August 31, 2023, the Receiver expended a total of 267.35 hours with respect to the administration of the receivership proceedings and its professional fees and disbursements, excluding GST, for this same period total \$90,855.62.
- 35. For the period April 17, 2017, to August 31, 2023, Torys has expended a total of 86.5 hours with respect to the administration of the receivership proceedings and its professional fees and disbursements, excluding GST, for this same period total \$186,433.05. Invoices from Torys were allocated between DMD and its related entities DMD II and DMD III. The costs were split as the work undertaken had a direct impact on all 3 debtor companies. The fees reported above are the equal share of time and expenses for DMD II.
- 36. The Receiver has reviewed Torys' fees and is of the view that the fees are reasonable and appropriate in the circumstances. The Receiver does note that the professional fees of Torys are higher than the Receiver's fees due to the additional work associated with attending court in DMD II's initial application to the Court of King's Bench, and subsequent application to the Court of Appeal, regarding the Crossroads Claims disallowed by the Receiver.
- 37. Final invoices will be rendered by the Receiver and Torys that will include any unbilled work in progress, the fees and disbursements pertaining to this application and the winding up of the administration of the receivership proceedings.



- 38. Torys has further advised of an estimated \$2,500 to \$3,000 for professional fees and disbursements, excluding GST, to attend the discharge application and to complete the administration of these receivership proceedings.
- 39. The Receiver's additional hours to complete the work is estimated at 4.5 hours at a cost of \$2,500.
- 40. In accordance with paragraph 17 of the Receivership Order, the Professional Fees have been charged by the Receiver and Torys at their standard hourly rates and, in the Receiver's experience, are comparable to the standard rates of other providers of similar services in Alberta. The Receiver will make copies of both its accounts and the accounts of Torys (subject to redaction for privilege) available to this Honourable Court or any interested person upon further request.

DISCHARGE OF THE RECEIVER

- 41. All the related properties have been sold and the proceeds were ultimately paid to Crossroads.
- 42. DMD II has no further properties or interests to sell.
- 43. The Receiver has contacted the officers and directors of DMD II and the investment fund manager, and all parties have advised the Receiver that they do not want the books and records of DMD II returned to them.
- 44. The Receiver has completed the majority of its administrative obligations, other than filing final GST returns and the Receiver's 246(3) report. Therefore, the Receiver wishes to be discharged as Receiver. Once the remaining administrative tasks have been completed, the Receiver will file the Receiver's Affidavit Confirming Discharge of Receiver.

CONCLUSION AND RECOMMENDATIONS

- 45. Based on the foregoing, the Receiver respectfully recommends that this Honourable Court issue an Order:
 - a. approving the reported actions of the Receiver in administering these receivership proceedings provided that only the Receiver, in its personal capacity and with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approvals;



- b. approving the Receiver's Final R&D for the period April 4, 2017, to September 30, 2023;
- c. approving the fees and disbursements of the Receiver totaling \$90,855.62;
- d. approving the fees and disbursements of Torys totaling \$186,433.05;
- e. approving the destruction of the DMD II books and records; and
- f. discharging the Receiver.

All of which is respectfully submitted this 2nd day of October, 2023.

MNP Ltd. in its capacity as Court-appointed Receiver and Manager of DMD II Mortgage Investment Corporation and not in its personal capacity

Per:

Victor P. Kroeger, CIRP, LIT, CPA, CA, CFE Senior Vice President



APPENDIX A



March 16, 2018

Bishop McKenzie LLP 2200, 555 -4 Ave SW Calgary, AB T2P 3E7

Attention: Ksena Court

182 COPPERFIELD GARDENS SE - DMD II MORTGAGE INVESTMENT CORPORATION – IN RECEIVERSHIP

Dear Ms. Court,

Please be advised that the Receiver hereby releases its interest in the above property. Based on the current valuation of the property and your client's mortgage claim, the property no longer has equity available to the debtor as property owner.

Property insurance and the requisite inspections will be discontinued effect March 16, 2018 at 5:00 PM Calgary time.

The Receiver's release is subject to receiving a complete accounting of the sales proceeds and that any residual funds be provided to the Receiver after closing and sales related costs.

Trusting this is satisfactory.

Yours truly,

MNP Ltd. in its capacity as Receiver and Manager of DMD II Mortgage Investment Corporation, and not in its personal capacity.

Per: Victor P Kroeger CPA, CA, CIRP, LIT, CFE Senior Vice President

cc: Kyle Kashuba, Torys LLP



Aon. BESTEMPLOYER LICENSED INSOLVENCY TRUSTEES 1500, 640 – 5TH AVENUE SW, CALGARY AB, T2P 3G4 1.877.500.0792 P: 403.538.3187 F: 403.537.8437 MNPdebt.ca

APPENDIX B



April 16, 2018

Miles Davison LLP 900, 517 -10 Ave SW Calgary, AB T2R 0A8

Attention: Dan Jukes

10613 – 81 AVE, GRANDE PRAIRIE - DMD II MORTGAGE INVESTMENT CORPORATION – IN RECEIVERSHIP

Dear Mr. Jukes,

The Receiver understands that your firm currently holds funds in trust relating to the sale of the above property. The Receiver has received secured claims which our counsel has confirmed is valid and enforceable.

The value of the secured claim exceeds the amounts your firm is holding.in trust. We hereby direct that the amount of \$303,846.37 be paid to Crossroads – DMD Mortgage Investment Corporation as secured creditor.

Please provide our office with a complete accounting of this trust account upon completing the distribution outlined above.

Trusting this is satisfactory.

Yours truly,

MNP Ltd. in its capacity as Receiver and Manager of DMD II Mortgage Investment Corporation, and not in its personal capacity.

Per: **/ Rick Anderson**, CPA, CMA, CFE Manager, Corporate Insolvency

cc: Ksena Court, Bishop & McKenzie Kyle Kashuba, Torys LLP



APPENDIX C



March 7, 2018

Miles Davison LLP 900, 517 -10 Ave SW Calgary, AB T2R 0A8

Attention: Dan Jukes

402 – 12 AVE LETHBRIDGE - DMD II MORTGAGE INVESTMENT CORPORATION – IN RECEIVERSHIP

Dear Mr. Jukes,

The Receiver understands that your firm currently holds funds in trust relating to the sale of the above property. The Receiver has received secured claims which our counsel has confirmed is valid and enforceable.

The value of the secured claim exceeds the amounts your firm is holding.in trust. We hereby direct that the amount of \$28,342.00 be paid to Crossroads – DMD Mortgage Investment Corporation as secured creditor.

Please provide our office with a complete accounting of this trust account upon completing the distribution outlined above.

Trusting this is satisfactory.

Yours truly,

MNP Ltd. in its capacity as Receiver and Manager of DMD II Mortgage Investment Corporation, and not in its personal capacity.

Per: Rick Anderson, CPA, CMA, CFE Manager, Corporate Insolvency

cc: Ksena Court, Bishop & McKenzie Kyle Kashuba, Torys LLP





April 16, 2018

Miles Davison LLP 900, 517 -10 Ave SW Calgary, AB T2R 0A8

Attention: Dan Jukes

10613 – 81 AVE, GRANDE PRAIRIE - DMD II MORTGAGE INVESTMENT CORPORATION – IN RECEIVERSHIP

Dear Mr. Jukes,

The Receiver understands that your firm currently holds funds in trust relating to the sale of the above property. The Receiver has received secured claims which our counsel has confirmed is valid and enforceable.

The value of the secured claim exceeds the amounts your firm is holding.in trust. We hereby direct that the amount of \$303,846.37 be paid to Crossroads – DMD Mortgage Investment Corporation as secured creditor.

Please provide our office with a complete accounting of this trust account upon completing the distribution outlined above.

Trusting this is satisfactory.

Yours truly,

MNP Ltd. in its capacity as Receiver and Manager of DMD II Mortgage Investment Corporation, and not in its personal capacity.

Per: / Rick Anderson, CPA, CMA, CFE Manager, Corporate Insolvency

cc: Ksena Court, Bishop & McKenzie Kyle Kashuba, Torys LLP



APPENDIX D



March 7, 2018

Fric, Lowenstein & Co. LLP 420,1925 – 18 Ave NE Calgary, AB T8H 0V3

Attention: Anthony Di Lello

1403, 115 PRESTWICK VILLA SE - DMD II MORTGAGE INVESTMENT CORPORATION – IN RECEIVERSHIP AND DMD III MORTGAGE INVESTMENT CORPORATION – IN RECEIVERSHIP

Dear Mr. Di Lello,

The Receiver understands that your firm currently holds funds in trust relating to the sale of the above property. The Receiver has received secured claims which our counsel has confirmed is valid and enforceable.

The value of the secured claim exceeds the amounts your firm is holding.in trust. We hereby direct that the amount of \$184,821.96 be paid to Crossroads – DMD Mortgage Investment Corporation as secured creditor.

Please provide our office with a complete accounting of this trust account upon completing the distribution outlined above.

Trusting this is satisfactory.

Yours truly,

MNP Ltd. in its capacity as Receiver and Manager of DMD II Mortgage Investment Corporation and DMD III Mortgage Investment Corporation, and not in its personal capacity.

Per: Rick Anderson, CPA, CMA, CFE Manager, Corporate Insolvency

cc: Ksena Court, Bishop & McKenzie Kyle Kashuba, Torys LLP



Aon. BESTEMPLOYER

LICENSED INSOLVENCY TRUSTEES 1500, 640 – 5TH AVENUE SW, CALGARY AB, T2P 3G4 1.877.500.0792 P: 403.538.3187 F: 403.537.8437 MNPdebt.ca

APPENDIX E



525 – 8th Avenue S.W., 46th Floor Eighth Avenue Place East Calgary, Alberta T2P 1G1 Canada P. 403.776.3700 | F. 403.776.3800 www.torys.com

Gino Bruni gbruni@torys.com P. 403-776-3776

February 25, 2022

EMAIL

Miles Davison LLP 900, 517 – 10th Avenue SW Calgary, AB T2R 0A8

Attention: Dan Jukes

Dear Sir:

Re: Sun Country Mortgage Investment Corporation ("Sun Country") and DMD II Mortgage Investment Corporation ("DMD II")-Direction to Pay funds in Trust

We are counsel for MNP Ltd in its capacity as trustee in bankruptcy of Sun Country and receiver and manager of DMD II (in both capacities, "**MNP**"). Your law firm currently has the following funds in trust, which are the proceeds from the sale of the following three properties:

- 123 Forest Crescent SE (Sun Country): \$281,761.31.
- 54 Arbor Crest Close NW (DMD II): \$495,311.03.
- 6023 Penworth Road SE (DMD II): \$284,061.16.

These funds have been held in trust pending the resolution of a dispute between MNP and Crossroads-DMD Mortgage Investment Company ("**Crossroads**") regarding the enforceability of certain mortgages of the three properties. This dispute has now been resolved following the Court of Appeal of Alberta's recent decision in *Crossroads-DMD Mortgage Investment Corporation v MNP Ltd*, 2021 ABCA 417.

As a result, MNP directs the payment of the funds held in trust as follows:

- 123 Forest Crescent SE (Sun Country): \$281,761.31 paid to Crossroads.
- 54 Arbor Crest Close NW (DMD II): \$495,311.03 paid to Crossroads.
- 6023 Penworth Road SE (DMD II): \$250,810.80 + \$14.58 per day for any day after today's date. Balance of funds to MNP (in its capacity as receiver and manager of DMD II).

The direction for payment in respect of these funds will be confirmed by counsel to Crossroads in a separate letter to your office.

Please do not hesitate to reach out to the undersigned should you have any questions. Yours truly,

Gino Bruni

GB/jc

34747610.1

APPENDIX F

DMD II MORTGAGE INVESTMENT CORPORATION IN RECEIVERSHIP STATEMENT OF RECEIPTS AND DISBURSEMENTS FOR THE PERIOD APRIL 4, 2017 TO SEPTEMBER 30, 2023

| RECEIPTS | |
|------------------------------------|---------------|
| Cash on hand | \$ 217,425.21 |
| Sale of Assets | 82,338.24 |
| Rental Income | 2,329.36 |
| Mortgage Payouts | 30,000.00 |
| Trust funds in Term Deposit | 104.92 |
| Miscellaneous Refunds | 113.67 |
| Interest earned | 2,385.11 |
| TOTAL RECEIPTS | \$ 334,696.51 |
| DISBURSEMENTS | |
| Filing Fees | \$ 70.00 |
| Insurance | 1,138.20 |
| Change of locks | 255.00 |
| Storage Fees | 1,809.15 |
| Utilities | 2,270.51 |
| Repairs and Maintenance | 3,545.00 |
| Consulting fees | 22,437.50 |
| Receiver's Fees | 90,855.62 |
| Legal Fees | 186,433.05 |
| Accounting Services | 50.00 |
| Cost Awarded | 8,975.00 |
| GST Paid | 15,284.84 |
| Destruction of Record | 1,572.64 |
| TOTAL DISBURSEMENTS | \$ 334,696.51 |
| EXCESS RECEIPTS OVER DISBURSEMENTS | \$- |