

COURT FILE NUMBER 2203 12557
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT ROYAL BANK OF CANADA

Clerk's Stamp

RESPONDENTS FAISSAL MOUHAMAD PROFESSIONAL CORPORATION, MCIVOR DEVELOPMENTS LTD., 985842 ALBERTA LTD., 52 DENTAL CORPORATION, DELTA DENTAL CORP., 52 WELLNESS CENTRE INC., PARADISE MCIVOR DEVELOPMENTS LTD., MICHAEL DAVE MANAGEMENT LTD., FAISSAL MOUHAMAD and FETOUN AHMAD also known as FETOUN AHMED

DOCUMENT **APPLICATION (APPROVAL OF FEES, INTERIM SRDS AND ACTIVITIES)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT McMillan LLP
TD Canada Trust Tower
1700, 421 – 7th Avenue SW
Calgary, Alberta T2P 4K9

**Attention: Adam Maerov/Kourtney Rylands/
Preet Saini**
Telephone: (403) 531-4700
Fax: (403) 531.4720
File Number: 293571

NOTICE TO THE RESPONDENTS

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: Monday, July 17, 2023
Time: 2:00 pm
Where: Edmonton Law Courts, via WebEx
Before: The Honourable Justice Feth

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

Remedy claimed or sought:

1. MNP Ltd., in its capacity as receiver and manager (“**Receiver**”) of Faissal Mouhamad Professional Corporation (“**FMPC**”), Delta Dental Corp. (“**DDC**”) and 52 Dental Corporation (“**52 Dental**”), 52 Wellness Centre Inc. (“**52 Wellness**”) and Michael Dave Management Ltd. (“**MDML**”) and 985842 Alberta Ltd. (“**985**”) (collectively, the “**Companies**”) seeks an order substantially in the form attached hereto as Schedule “A”:

- (a) abridging the time for service of this application (the “**Application**”), if necessary, and declaring that this Application is properly returnable and that further service of this Application is hereby dispensed with;
 - (b) approving the actions, activities, and conduct of the Receiver in administering these receivership proceedings described in the Ninth Report of the Receiver dated July 10, 2023 (the “**Ninth Report**”); 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;
 - (c) approving the Receiver’s statements of interim fees and disbursements (“**Interim SRDs**”) for FMPC, DDC, 52 Dental, MDML and 985842; and
 - (d) approving the professional fees and disbursements of the Receiver and the Receiver’s legal counsel, McMillan LLP (“**McMillan**”), for the period from April 1, 2023 to May 31, 2023.
2. Such further and other relief as counsel may request and this Honourable Court may deem appropriate.

Grounds for Making this Application:

History

2. MNP Ltd. previously acted as interim receiver of Faissal Mouhamad Professional Corporation, 52 Dental Corporation, and Delta Dental Corp pursuant to an interim receivership order granted on August 23, 2022 by the Honourable Justice Hiller (in such capacity, the “**Interim Receiver**”).
3. On September 16, 2022, MNP Ltd. was appointed as Receiver over all of the current and future assets, undertakings, and properties of the Companies pursuant to the Receivership Order.
4. On September 29, 2022, MNP Ltd. was appointed as Receiver over all of the current and future assets, undertakings, and properties of 985842 Alberta Ltd. (the “**985 Receivership Order**”).
5. The Companies’ businesses can be summarized as follows:

Corporate entity	Directors/ Shareholders	Description of Operations
Faissal Mouhamad Professional Corporation o/a Delta Dental	F. Mouhamad is the sole director and shareholder	Operates a dental clinic under the name "Delta Dental" (" Delta Dental ").
Delta Dental Corp.	F. Ahmed is the sole director and shareholder	Has no independent operations; previously managed Delta Dental on behalf of FMPC; however, no corresponding agreement was in place.
52 Dental Corporation	F. Ahmed is the sole director and shareholder	Operates a dental clinic under the name "52 Dental" (" 52 Dental ").
52 Wellness Centre Inc.	F. Mouhamad is the sole director and shareholder	Owns a building located at 3505 52nd Street SE, Calgary, Alberta (the " 52 Building "). The 52 Building houses 52 Dental and five other commercial tenants.
Michael Dave Management Ltd.	F. Mouhamad is the sole director and shareholder	Owns a building located at 7151 50th Avenue in Red Deer, Alberta (the " Delta Building ") that houses Delta Dental.
985842 Alberta Ltd.	F. Mouhamad is the sole director and shareholder	Owns a commercial unit located in a building at 108, 5205 Power Center Boulevard in Drayton Valley, Alberta the (" DV Unit ").

(collectively, the properties described above are referred to as the "**Properties**")

6. The key assets in the receivership proceedings included two operating dental clinics being the Delta Clinic and the 52 Clinic and three real properties, which are summarized below:
 - a. The 52 Building, which was owned by 52 Wellness, housed the 52 Clinic and three other commercial tenants;
 - b. The Delta Building, which was owned by MDML, housed the Delta Clinic (the Delta Building and the Delta Clinic will collectively be referred to as the "**Delta Property**"); and
 - c. The DV Unit, which was owned by 985842, housed an unrelated dental practice.
7. The sale of the DV Unit (the "**DV Unit Sale**"), the 52 Clinic (the "**52 Clinic Sale**"), the Delta Property (the "**Delta Sale**") and the 52 Wellness Building (the "**52 Building Sale**") have all been completed.

A. Approval of Actions, Activities and Conduct

8. The activities of the Receiver and its independent legal counsel are described in detail in the Ninth Report.
9. The Receiver submits that its actions, activities and conduct and those of its independent legal counsel were appropriate and necessary for the administration of this receivership and ought to be approved by this Honourable Court.

B. Approval of Interim Receipts and Disbursements

10. The interim statements of receipts and disbursements of the Receiver dated July 3, 2023 for FMPC, DDC, 52 Dental, MDML and 985842 are described in detail in the Ninth Report.

11. The Receiver submits that its interim receipts and disbursements were appropriate and necessary in the administration of the receivership and ought to be granted by this Honourable Court.

C. Approval of Professional Fees

12. The Receiver respectfully seeks approval from this Honourable Court of the respective professional fees and disbursements of the Receiver and its legal counsel, and those previously incurred by the Interim Receiver and its legal counsel as follows:

- a. The Receiver incurred fees and disbursements of \$102,267 plus GST of \$5,113 for a total of \$107,381 for the period April 1, 2023 to the period ended May 31 2023 (collectively with the Jan-Mar Fees, the “**Receiver’s Fees**”).
- b. McMillan LLP incurred fees and disbursements of \$63,785 plus GST of \$2,681 for a total of \$66,965 for the period from April 1, 2023 to the period ended May 31 2023 (collectively with the Receiver’s Jan-Mar Legal Fees, the “**Receiver’s Legal Fees**” and together with the Receiver’s Fees, the “**Professional Fees**”).

13. The Professional Fees are further described in the Ninth Report.

14. The Receiver respectfully submits that the Professional Fees accurately reflect the work done by the Receiver and McMillan LLP for such period, and are fair and reasonable in the circumstances and justified in the circumstances. The Professional Fees were charged by the Receiver and its counsel at or below their standard hourly rates and, in the Receiver’s experience, are comparable to the standard

Material of evidence to be relied on:

15. Receivership Order pronounced on September 16, 2022 by the Honourable Justice Mah.

16. Receivership Order pronounced on September 29, 2022, by the Honourable Justice Mah.

17. Scheduling Order pronounced on June 13, 2023 by the Honourable Justice Little.

18. Seventh Report of the Receiver dated May 8, 2023, filed.

19. Ninth Report of the Receiver dated July 10, 2023 filed.

20. Affidavit of Fees of V. Allen sworn July 10, 2023, filed.

21. Affidavit of Fees of P. Saini sworn July 6, 2023.

22. Brief of Law of the Receiver dated July 10, 2023, filed.

23. Such further and other grounds as counsel may advise and this Honourable Court may deem just.

Applicable Rules:

24. Rules 6.9, 6.47, 11.27 and 13.5 of the Alberta Rules of Court; and

25. Such further material as counsel may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

26. *Bankruptcy and Insolvency Act*, RSC 1985 c. B-3, as amended;

27. *Judicature Act*, RSA 2000, c J-2, as amended.

28. This Court's equitable and inherent jurisdiction; and

29. Such further authority as counsel may advise and this Honourable Court may permit.

How the application is proposed to be heard or considered:

30. Commercial Chambers before the Honourable Justice Feth by WebEx.

WARNING

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of this 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 (Approval of Fees, Activities and Interim SRDs)

(see attached)

COURT FILE NUMBER 2203 12557
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFF ROYAL BANK OF CANADA

Clerk's Stamp

DEFENDANTS FAISSAL MOUHAMAD PROFESSIONAL CORPORATION, MCIVOR DEVELOPMENTS LTD., 985842 ALBERTA LTD., 52 DENTAL CORPORATION, DELTA DENTAL CORP., 52 WELLNESS CENTRE INC., PARADISE MCIVOR DEVELOPMENTS LTD., MICHAEL DAVE MANAGEMENT LTD., FAISSAL MOUHAMAD and FETOUN AHMAD also known as FETOUN AHMED

DOCUMENT **ORDER: APPROVAL OF FEES**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

McMillan LLP
TD Canada Trust Tower
#1700, 421-7th Avenue SW
Calgary, Alberta T2P 4K9

**Attention: Adam Maerov/Kourtney Rylands/
Preet Saini**

Telephone: 403.531.4700
Fax: 403.531.4720
File No.: 293571

DATE ON WHICH ORDER WAS PRONOUNCED: July 17, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton Law Courts

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice Feth

UPON THE APPLICATION of MNP Ltd., in its capacity as court-appointed receiver and manager (the “**Receiver**”) of Faissal Mouhamad Professional Corporation (“**FMPC**”), 52 Dental Corporation, Delta Dental Corp. (“**DDC**”), Michael Dave Management Ltd. (“**MDML**”), 52 Wellness Centre Inc. (“**52 Wellness**”) and 985842 Alberta Ltd. (“**985842**”); AND UPON reviewing the Ninth Report of the Receiver dated July 10, 2023 (“**Ninth Report**”); AND UPON reviewing the receivership

order granted by the Honourable Justice Mah on September 16, 2022 appointing the Receiver in respect of FMPC, 52 Dental Corporation, DDC, MDML and 52 Wellness and the order granted by the Honourable Justice Mah on September 29, 2022, appointing the Receiver in respect of 985842; AND UPON reviewing the Affidavit of Service confirming service on the service list contained therein (“**Service List**”); AND UPON hearing counsel for the Receiver and any other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE OF APPLICATION

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.

PROFESSIONAL FEES

2. The Receiver’s fees and disbursements for the period starting January 1, 2023 and ending March 31, 2023, including an estimate to complete the administration of the receivership for 52 Wellness, in the amount of \$304,879 (inclusive of applicable sales taxes) are hereby ratified and approved.
3. The fees and disbursements of McMillan LLP, as counsel to the Receiver, for the period starting January 1, 2023 and ending March 31, 2023, including an estimate to complete the administration of the receivership for 52 Wellness, in the amount of \$259,353 (inclusive of applicable sales taxes) are hereby ratified and approved.

SERVICE OF ORDER

4. 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;
 - b. Posting a copy of this Order on the Receiver’s website at:
<https://mnpdebt.ca/en/corporate/corporate-engagements/fmpc>

and service on any other person is hereby dispensed with.

5. 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.

Justice of the Court of King's Bench of Alberta