Form 27
[Rules 6.3 and 10.52(1)]

Clerk's Stamp
CLERK OF THE COURT
FILED
OCT 20 2016
JUDICIAL CENTRE
OF CALGARY

COURT FILE NUMBER	0901-11048
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
APPLICANT(S)	IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENTS ACT, R.S.C. 1985, c. C-36, SECTION 13(2) OF THE JUDICATURE ACT, R.S.A. 2000, c. J-2, AS AMENDED AND SECTION 99(a) OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9, AS AMENDED AND IN THE MATTER OF EL GOLFO INVESTMENT CORPORATION
RESPONDENT(S)	DAVE AURORA, DARCY SANDHU, AND BISHOP & MCKENZIE LLP
DOCUMENT	**APPLICATION**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	McCARTHY TÉTRAULT LLP Barristers & Solicitors Sean F. Collins Suite 4000, 421 – 7th Avenue SW Calgary, AB T2P 4K9 Phone: 403-260-3531 Fax: 403-260-3501 Email: scollins@mccarthy.ca

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 master/judge.

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

Date	**November 1, 2016**
Time	**3:00 p.m.**
Where	**Calgary Courts Center, 601 5th Street SW**
Before Whom	**Justice D.B. Nixon**

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

Remedy Claimed or Sought:

Ernst & Young Inc. (the "**Receiver**"), in its capacity as receiver and manager of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (collectively, the "**Property**") of El Golfo Investment Corporation and Santa Clara Real Estate Investment Fund Limited Partnership (collectively, "**El Golfo**"), pursuant to the Order issued by the Honourable Madam Justice B.E.C. Romaine on July 29, 2009 (the "**Receivership Order**"), applies for an Order substantially in the form attached as Schedule "**A**" hereto:

1. Declaring that the time for service of this application (the "**Application**"), and the fourth report of the Receiver, dated September 15, 2016 (the "**Fourth Receiver's Report**") is abridged, that the Application is properly returnable on November 1, 2016, that service of the Application and the Fourth Receiver's Report on the Service List is good and sufficient and that no persons other than those on the Service List are entitled to service of the Fourth Receiver's Report, the Application, or any order arising therefrom.

2. Approving the Receiver's interim statement of receipts and disbursements as described in paragraphs 37 to 39 of the Fourth Receiver's Report.

3. Approving the interim accounts of the Receiver and its legal counsel, as summarized in paragraphs 50 to 54 of the Fourth Receiver's Report.

4. Approving and ordering the Receiver to make the proposed interim distribution in accordance with paragraphs 44 to 47 of the Fourth Receiver's Report.

5. Authorizing and approving the future distribution of proceeds on a pro-rata basis to Mr. Dave Aurora ("**Aurora**") and Mr. Darcy Sandhu ("**Sandhu**"), as described at paragraph 48 of the Fourth Receiver's Report.

6. Declaring that, as of the date of the Fourth Receiver's Report and based on the evidence that is currently before the Court:

   (a) the Receiver has acted honestly and in good faith, and has dealt with the Property in a commercially reasonable manner; and,

   (b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver and manager of the Property.

7. Such further and other relief as counsel may advise and as this Honourable Court may permit.

Grounds for Making this Application:

8. On May 26, 2009, Safeguard Real Estate Investment Fund Limited Partnership, Safeguard Real Estate Investment II Fund Limited Partnership, Safeguard Real Estate Investment Fund III Limited Partnership, Safeguard Real Estate Investment Fund IV Limited Partnership, and Safeguard Real Estate Investment Fund V Limited Partnership (collectively the "**Safeguard LP's**"), sought and obtained protection from their creditors through the filing of a Notice of Intention to Make a Proposal (the "**NOI's**") under section 50.4(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the "**BIA**"). Ernst & Young Inc. ("**EYI**") was named as Trustee under the NOI's.

9. On June 9, 2009, EYI was appointed as the Interim Receiver over the Safeguard LP's by an order of this Honourable Court (the "**Interim Receivership Order**") pursuant to section 47.1 of the BIA and section 13(2) of the *Judicature Act*, RSA 2000, c J-2, as amended ("**JA**").

10. On July 29, 2009, certain entities related to Concrete Equities Inc., which provided overall management and direction for the investments of the Safeguard LP's, sought and obtained protection from their respective creditors under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended ("**CCAA**"), pursuant to an order of this Honourable Court (the "**Initial Order**").

11. Under the Initial Order, EYI was appointed monitor (the "**Monitor**") of the Applicants and the Limited Partnerships, as such terms are defined in the Receivership Order. As a result, EYI had two roles, Monitor under the CCAA proceedings and Receiver under the BIA and JA.

12. On July 29, 2009, by an order of this Court, the Interim Receivership Orders were amended, restated and consolidated into a Receivership Order, and the NOI proceedings were terminated on December 14, 2009, as set out under the Amended and Restated Receivership Order (the "**Amended Receivership Order**"). The Amended Receivership Order included El Golfo, among other entities.

13. The Amended Receivership Order provided the Receiver with powers to settle, extend or compromise any claims owing to or by the Applicants or the Limited Partnerships (as such terms are defined in the Amended Receivership Order), save for any indebtedness alleged to be owed to other parties, which may be settled, extended or compromised only upon the further approval of this Honourable Court.

14. On December 14, 2009, this Honourable Court granted an Order approving the proposed claims process (the "**Claims Process Order**").

15. On June 2, 2010, this Honourable Court granted Orders sanctioning Plans of Arrangement and authorizing the settlement of inter-entity debts through the issuance of new limited partnership units (the "**Inter-Entity Debt Settlements**") in the CCAA proceedings.

16. As a result of the Inter-Entity Debt Settlements, El Golfo holds certain limited partnership units in some of the Safeguard LP's, and the Receiver has received distributions in respect of these limited partnership units from certain Safeguard LP's.

17. On June 2, 2010, this Honourable Court also granted an order discharging EYI as Monitor/Receiver of all remaining entities in these matters, excluding El Golfo. As a result, EYI's only remaining role in these matters is as Receiver of El Golfo to deal with the following assets:

    (a) the claim asserted against the Mexican Condo (defined and described in the first report of the Monitor, dated August 26, 2009); and,

    (b) distributions related to the Inter-Entity Debt Settlements.

18. Pursuant to the Claims Process Order, various claims were asserted against El Golfo. The Monitor/Receiver accepted three claims as proven claims against El Golfo, as follows:

    (a) Mr. Aurora - $1,169,254.63;

    (b) Mr. Sandhu - $566,129.00; and,

    (c) Bishop & McKenzie LLP - $94.36.

19. Certain claims remained in dispute until recently, including the claims filed by Mr. Sandhu, companies related to Mr. Sandhu (being 934508 Alberta Ltd. and 587901 Alberta Ltd.), and claims that were assigned to Mr. Sandhu (claims filed by the bankrupt estates of Dave Humenuik and Varun Aurora).

20. On June 16, 2016 the Receiver sent correspondence to legal counsel for Mr. Sandhu regarding the status of the claims filed by or assigned to Mr. Sandhu. In this correspondence, the Receiver confirmed that the claim filed by Mr. Sandhu in the amount of $566,129.00 was accepted as against El Golfo, and would be part of the claims eligible for an interim distribution. The Receiver also confirmed that the remaining claims were disallowed.

21. All of the other claims that were filed and not accepted by the Monitor/Receiver were no longer in dispute as the parties did not file a notice of dispute in accordance with the Claims Process Order.

22. The grounds for this Application may include such further and other grounds as counsel for the Receiver may advise.

Material or Evidence to be Relied On:

23. The Receiver will rely on the following:

    (a) The Fourth Receiver's Report.

    (b) The Compendium, which includes the following materials in whole or in part: (i) Initial Order, dated July 29, 2009; (ii) Third Report of the Receiver, dated December 2, 2009; (iii) Amended and Restated Receivership Order, dated December 14, 2009; (iv) Claims Process Order, dated December 14, 2009; and, (v) Seventh Report of the Monitor, dated May 3, 2010.

    (c) Such further and other material and evidence as counsel for the Receiver may advise.

Applicable Rules:

24. Rule 6.3, 6.9, and 11.27 of the *Alberta Rules Of Court*, Alta Reg 124/2010.

25. Such further and other rules as counsel for the Receiver may advise.

Applicable Acts and Regulations:

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

27. Such further and other acts and regulations as counsel for the Receiver may advise.

Any Irregularity Complained of or Objection Relied On:

28. There are no irregularities complained of or objections relied on.

How the Application is Proposed to be Heard or Considered:

29. The Receiver proposes that this Application be heard in person with one, some, or all of the parties present.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

SCHEDULE "A"

Clerk's Stamp

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APPLICANT(S)	IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENTS ACT, R.S.C. 1985, c. C-36, SECTION 13(2) OF THE JUDICATURE ACT, R.S.A. 2000, c. J-2, AS AMENDED AND SECTION 99(a) OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9, AS AMENDED AND IN THE MATTER OF EL GOLFO INVESTMENT CORPORATION
RESPONDENT(S)	DAVE AURORA, DARCY SANDHU, AND BISHOP & MCKENZIE LLP
DOCUMENT	**ORDER APPROVING DISTRIBUTION**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	McCARTHY TÉTRAULT LLP Barristers & Solicitors Sean F. Collins Suite 4000, 421 – 7th Avenue SW Calgary, AB T2P 4K9 Phone: 403-260-3531 Fax: 403-260-3501 Email: scollins@mccarthy.ca

DATE ON WHICH ORDER WAS PRONOUNCED:	**November 1, 2016**
JUDICIAL DISTRICT WHERE ORDER WAS PRONOUNCED:	**Calgary, Alberta**
NAME OF JUDGE WHO MADE THIS ORDER:	**Justice D.B. Nixon**

ORDER

UPON THE APPLICATION of Ernst & Young Inc. (the "**Receiver**"), in its capacity as receiver and manager of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (collectively, the "**Property**") of El Golfo Investment Corporation and Santa Clara Real Estate Investment Fund Limited Partnership (collectively, "**El Golfo**") pursuant to the Order issued by the Honourable Madam Justice B.E.C. Romaine on July 29, 2009 (the "**Receivership Order**"); **AND UPON** reading the fourth report of the Receiver, dated September 15, 2016 (the "**Fourth**

Receiver's Report"); **AND UPON** reading the Affidavit of Service of __________, sworn __________, 2016 (the "**Affidavit of Service**"); **AND UPON** hearing from counsel for the Receiver and counsel for any other persons present;

IT IS HEREBY ORDERED AND DECLARED THAT:

<u>Service:</u>

1. The application filed by the Receiver in the within proceedings on __________, 2016 (the "**Application**") is properly returnable today, service of the Application and the Fourth Receiver's Report on the Service List, in the manner described in the Affidavit of Service, is validated and no persons other than those on the Service List are entitled to service of the Fourth Receiver's Report, the Application, or any order arising therefrom.

<u>Receipts and Disbursements:</u>

2. The Receiver's interim statement of receipts and disbursements, as described in paragraphs 37 to 39 of the Fourth Receiver's Report, be and is hereby approved.

<u>Professional Fees:</u>

3. The interim accounts of the Receiver and its legal counsel, as summarized in paragraphs 50 to 54 of the Fourth Receiver's Report, be and is hereby approved.

<u>Interim Distribution:</u>

4. The proposed interim distribution of the Receiver in accordance with paragraphs 44 to 47 of the Fourth Receiver's Report, be and is hereby approved, and the Receiver is expressly authorized and empowered to distribute the funds as set out in the Fourth Receiver's Report.

<u>Future Distribution:</u>

5. The future distribution of proceeds on a pro-rata basis to Mr. Dave Aurora and Mr. Darcy Sandhu until such time as the claims are paid in full, as summarized at paragraph 48 of the Fourth Receiver's Report (the "**Future Distribution**s"), be and is hereby approved, and the Receiver is expressly authorized and empowered to make the Future Distributions.

Activities of the Receiver:

6. As of the date of the Fourth Receiver's Report and based on the evidence that is currently before the Court:

   (a) the Receiver has acted honestly and in good faith, and has dealt with the Property in a commercially reasonable manner; and,

   (b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver and manager of the Property.

Miscellaneous Matters:

7. Service of this Order on the persons listed on the Service List shall be by any of email, facsimile, courier, registered mail, regular mail, or personal delivery, and no persons other than those on the Service List are entitled to be served with a copy of this Order.

____

J.C.Q.B.A.