

NO. S-148656  
VANCOUVER REGISTRY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36 as amended

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*  
S.B.C. 2002, c.57

AND

IN THE MATTER OF  
PRETTY ESTATES LTD.

PETITIONER

**ORDER MADE AFTER APPLICATION**  
**CLAIMS PROCESS ORDER**

BEFORE THE HONOURABLE ) THURSDAY THE 23<sup>RD</sup> DAY  
MR. JUSTICE BURNYEAT ) OF JULY, 2015

THE APPLICATION of the Petitioner coming on for hearing at Vancouver, British Columbia, on this day; AND ON HEARING Bonita Lewis-Hand, counsel for the Petitioner and no one else, although duly served; AND UPON READING the material filed, including the Monitor's Report to Court, dated July 21, 2015, AND pursuant to the provisions of the *Companies' Creditors Arrangement Act* R.S.C. c. C-36 (the "CCAA") and the inherent jurisdiction of this Honourable Court:

**DEFINITIONS**

1. For purposes of this Order the following terms shall have the following meanings:
  - (a) "**Business Day**" means a day, other than a Saturday or a Sunday on which banks are generally open for business in Vancouver, British Columbia;
  - (b) "**Claim**" shall exclude an Excluded Claim but shall include any other right or claim of any Person against the Petitioner, or any of them, whether or not asserted, in connection with any indebtedness, liability or of any kind of the

Petitioner owed to such Person, and any interest accrued thereon or costs payable in respect thereof, including any indebtedness, liability or obligation owed to such Person as a result of any breach of duty (including, without limitation, any legal, statutory, equitable or fiduciary duty), any right of ownership of or title to property or assets or to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise) against any property or assets, whether or not reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, not matured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including the right or ability of any Person to advance a claim of contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts existing prior to the Filing Date, and any indebtedness, liability or obligation of any kind arising out of the repudiation, restructuring or termination of any contract, lease, employment agreement, or other agreement after the Filing Date and other steps taken in pursuance of a Plan under the CCAA;

- (c) **"Claims Package"** means the document package which shall consist of a copy of this Order (without schedules), the Instruction Letter, a form of Proof of Claim, and such other materials as the Petitioner considers necessary or appropriate;
- (d) **"Claims Process"** means the procedures outlined in this Order in connection with the assertion of Claims against the Petitioner;
- (e) **"Court"** means the Supreme Court of British Columbia;
- (f) **"Creditor"** means any Person asserting a Claim other than an Excluded Claim against the Petitioner;
- (g) **"Excluded Claim"** means the Directors' Charge, Administration Charge and the DIP Lender's Charge created and approved by the Court in the Initial Order, as amended from time to time thereafter;

- (h) **"Filing Date"** means November 10, 2014;
- (i) **"Initial Order"** means the Order of Mr. Justice Myers of the Supreme Court of British Columbia pronounced November 10, 2014, as extended and amended from time to time thereafter;
- (j) **"Instruction Letter"** means the letter to Creditors, which letter shall be substantially in the form attached hereto as **Schedule "B"**;
- (k) **"Known Creditors"** includes all Creditors shown on the books and records of the Petitioner as having a Claim against the Petitioner in excess of \$250;
- (l) **"Monitor"** means G. Powroznik Group Inc. of G-Force Group Inc., in its capacity as the Court-appointed Monitor of the Petitioner;
- (m) **"Notice to Creditors"** means the notice substantially in the form attached hereto as **Schedule "C"**;
- (n) **"Person"** means any individual, partnership, firm, joint venture, trust, entity, corporation, unincorporated organization, trade union, employee or other association, governmental agency, or similar entity, howsoever designated or constituted;
- (o) **"Notice of Disallowance or Revision"** means the notice substantially in the form attached hereto as **Schedule "E"**;
- (p) **"Petitioner"** means Pretty Estates Ltd.;
- (q) **"Plan"** means plan of compromise or arrangement presented or to be presented by the Petitioner to the Creditors in accordance with the CCAA; and
- (r) **"Proof of Claim"** means the form completed and filed by a Creditor setting forth its Claim (if necessary) with supporting documentation, which proof of claim shall be substantially in the form attached hereto as **Schedule "D"**.

2. For purposes of this Order the following terms are defined to refer to the following dates, subject to agreement of all affected parties or a further Order of this Court:

- (a) **"Claims Bar Date"** means Wednesday, September 9, 2015;
- (b) **"Claims Disallowance Date"** means any date on or before September 30, 2015 when the Monitor may issue a Notice of Disallowance or Revision to a Creditor with respect to any Proof of Claim delivered to the Monitor;
- (c) **"Claims Disallowance Appeal Date"** means the day which is fourteen (14) days from the date the Monitor delivers a Notice of Disallowance or Revision;
- (d) **"Claims Disallowance or Revision Hearing Date"** means the day which is fourteen (14) days from the date a Creditor files and serves the Notice of Application and supporting affidavit materials pursuant to paragraph 14 of this Order; and
- (e) **"Claims Package Transmittal Date"** means Friday, August 7, 2015.

#### **APPROVAL OF CLAIMS PROCESS**

3. The Claims Process is hereby approved and the Monitor is hereby authorized and instructed to administer the Claims Process.

#### **NOTICE OF CLAIMS PACKAGE**

4. On or before the Claims Package Transmittal Date, the Monitor shall:

- (a) cause a Claims Package to be sent to:
  - (i) all Known Creditors of the Petitioner at the last known address (or e-mail address if applicable) except for Creditors with an Excluded Claim;
  - (ii) to the Federal Crown by delivery to the Department of Justice at 900- 840 Howe Street, Vancouver, BC V6Z 2S9, Attention: Melissa Nicolls; and
- (b) cause the Notice to Creditors, the Claims Package and a list of creditors to be posted on the Monitor's website, [www.g-forcegroup.ca](http://www.g-forcegroup.ca) , and such posting shall remain in effect until the Claims Bar Date.

5. The Monitor shall cause a copy of the Claims Package to be sent to any Person requesting such material as soon as practicable.
6. If the Monitor becomes aware of further Claims of Persons not included in the initial mailing to Known Creditors after the date of initial distribution, the Monitor shall forthwith distribute copies of the Claims Package to such Persons, but the entitlement of each Person to receive notice is abridged to the date the Claims Package is distributed to each such Person, subject to further Order of this Court.
7. The delivery of the Claims Package and publication of the Notice to Creditors, in accordance with this Order, shall constitute good and sufficient service of such materials to any Person and no further notice or service need be given or made and no other document or material need be served.

#### **FILING OF PROOFS OF CLAIM**

8. A Creditor who wishes to assert a Claim must file a Proof of Claim, with supporting documentation, with the Monitor, by delivering the Proof of Claim, with supporting documentation, by registered or electronic mail, courier, facsimile, or personal delivery to the Monitor on or before the Claims Bar Date at:

G. Powroznik Group Inc. of G-Force Group  
 Suite 780  
 333 Seymour Street  
 Vancouver, BC V6B 5A6  
Attention: Patricia Foster  
 Tel: 778-371-0003 Fax: 778-370-0043  
[pfoster@g-forcegroup.ca](mailto:pfoster@g-forcegroup.ca)

9. Any Creditor who does not file a Proof of Claim on or before the Claims Bar Date shall be forever barred from advancing any Claim against the Petitioner and shall not be entitled to participate in the Plan.

#### **DETERMINATION OF CLAIMS**

10. Subject to paragraph 11 of this Order, the Monitor shall review each Proof of Claim received by the Claims Bar Date and, shall accept, revise or disallow the Claim.

11. The Monitor:

- (a) shall, upon receipt of a Proof of Claim, provide a copy of the Proof of Claim to the Petitioner if it hasn't already received a copy, and the Petitioner shall be at liberty to provide the Monitor with information and documents concerning a Claim asserted in the Proof of Claim;
- (b) may request further information and documents in respect of a Proof of Claim from the Creditor and the Petitioner as reasonably necessary to review the Proof of Claim; and
- (c) shall consult with the Petitioner regarding the subject of the Proof of Claim and the Monitor shall consider the Petitioner's position regarding the subject Proof of Claim before deciding whether to either allow in whole or in part the Claim or issue a Notice of Disallowance or Revision.

12. The Monitor is hereby authorized and directed to use reasonable discretion as to the adequacy of compliance in the manner in which Proofs of Claim are completed and executed and where the Monitor is satisfied that a Claim has been adequately proven, it may agree to waive strict compliance with the requirements of this Order as to the completion of the Proof of Claim.

#### **NOTICE OF DISALLOWANCE OR REVISION**

13. If the Monitor determines to disallow a Claim in whole or in part it shall send a Notice of Disallowance or Revision to the Creditor at the address as shown on the subject Proof of Claim by the Claims Disallowance Date.

#### **CLAIM DISPUTES**

14. Any Creditor who disputes a Notice of Disallowance or Revision may appeal the decision of the Monitor and seek a determination by the Court of the validity and value of and particulars of its Claim by filing and serving upon (i) counsel for the Petitioner and (ii) the Monitor, an application, supported by Affidavit material by 4:00 p.m on the Claims Disallowance Appeal Date, and a hearing to determine an appeal of a Notice of Disallowance shall be conducted as a trial *de nova*.

15. Any Creditor who fails to file and serve the applicable Notice of Application and Affidavit material by the deadline set forth in paragraph 14 of this Order shall be deemed to accept the amount of its Claim as set forth in the Notice of Disallowance or Revision and such amounts set forth in the Notice of Disallowance or Revision shall constitute a proven Claim.

## GENERAL PROVISIONS

16. The Monitor be at liberty to serve any materials and orders in these proceedings, or any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery or electronic transmission to Creditors or other interested parties at their respective addresses as last shown on the records of the Petitioner and that any such service or notice by prepaid ordinary mail, registered mail, courier, personal delivery or electronic transmission shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by ordinary mail, on the third Business Day after mailing.
17. Any notice or communication required to be delivered to the Monitor pursuant to this Order shall be in writing and may be delivered by registered mail, facsimile, electronic mail, personal delivery, or courier addressed as follows:

G. Powroznik Group Inc. of G-Force Group  
 Suite 780  
 333 Seymour Street  
 Vancouver, BC V6B 5A6  
Attention: Patricia Foster  
 Tel: 778-371-0003 Fax: 778-370-0043  
 pfoster@g-forcegroup.ca

18. In the event that the day on which any notice or communication required to be delivered pursuant to this Claims Process is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day.
19. All notices and communications shall be deemed to have been received, in the case of notice by personal delivery, courier or electronic mail prior to 5:00 p.m. (local time) on a Business Day, when received, if received after 5:00p.m. (local time) on a Business Day

or at any time on a non-Business Day, on the next following Business Day, and in the case of a notice mailed as aforesaid, on the third Business Day following the date on which such notice or other communication is mailed.

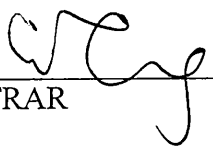
20. References in this Order to the singular shall include the plural, references to the plural shall include the singular and to any gender shall include the other gender.
21. Approval as to the form of the Order herein by counsel appearing, other than counsel for the Petitioner, be and is hereby dispensed with.

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:

  
 \_\_\_\_\_  
 Bonita Lewis-Hand  
 Solicitor for the Petitioner

  
 BORNHEAT, J.

BY THE COURT

  
 \_\_\_\_\_  
 REGISTRAR

✓ Form 9

**Schedule "A"**  
(List of Counsel)

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**SCHEDULE "B"**  
**INSTRUCTION LETTER**

**FOR THE CLAIMS AGAINST  
PRETTY ESTATES LTD.**

Dear Creditor/Shareholder:

**PLEASE REVIEW THE FOLLOWING CAREFULLY AS YOUR LEGAL RIGHTS AND CLAIMS IN THE FOREGOING COMPANY MAY BE IMPACTED.**

By Order of the British Columbia Supreme Court pronounced July 23, 2015 (the "**Claims Process Order**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") G. Powroznik Group Inc., of G-Force Group, in its capacity as the court-appointed Monitor (the "**Monitor**"), has been authorized to conduct a claims process for the determination of any and all claims ("**Claims**") against Pretty Estates Ltd. as at November 10, 2014 (the "**Claims Process**").

A copy of the Claims Process Order can be obtained from the Monitor's website at [www.g-forcegroup.ca](http://www.g-forcegroup.ca)

Under the Claims Process Order all Known Creditors are to receive the attached "**Claims Package**", that being:

1. This instruction letter; and
2. A form of Proof of Claim; and
3. The Claims Process Order.

Any other creditors who request a Claims Package from the Monitor will receive one as soon as practicable.

Under the terms of the Claims Process Order, you must file a Proof of Claim, with supporting documentation, on or before Wednesday, September 9, 2015, (hereafter referred to as the "**Claims Bar Date**") by delivering it to the Monitor at its address Suite 780, 333 Seymour Street, Vancouver, B.C. V6B 5A6 (Fax No. 778- 370-0043 Attention: Patricia Foster or by email at [pfoster@g-forcegroup.ca](mailto:pfoster@g-forcegroup.ca)).

**If you do NOT file a Proof of Claim on or before September 9, 2015 you shall be forever barred from participating in any Plan of Arrangement subsequently filed by Pretty Estates Ltd. in the CCAA proceedings, and your Claim may not be enforced against Pretty Estates Ltd., unless otherwise ordered by the Court.**

All enquiries and notices to the Monitor with respect to the Claims Process should be addressed to:

G. Powroznik Group Inc. of G-Force Group  
Suite 780  
333 Seymour Street  
Vancouver, BC V6B 5A6  
Attention: Patricia Foster  
Tel: 778-371-0003 Fax: 778-370-0043  
[pfoster@g-forcegroup.ca](mailto:pfoster@g-forcegroup.ca)

**SCHEDULE "C"**  
**NOTICE TO CREDITORS**  
**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,**  
**(CANADA) ("CCAA")**  
**AND**  
**IN THE MATTER OF**  
**PRETTY ESTATES LTD.**

TAKE NOTICE that by Order of the Supreme Court of British Columbia pronounced July 23, 2015, G. Powroznik Group Inc. of G-Force Group, in its capacity as the Monitor, has been authorized to conduct a claims process for the determination of any and all claims against Pretty Estates Ltd.

In order to participate in any voting or distribution associated with Pretty Estates Ltd.'s CCAA proceedings and Pretty Estates Ltd.'s Plan of Arrangement, any creditor, having a claim against Pretty Estates Ltd., must file a Proof of Claim on or before **September 9, 2015**, that being the Claims Bar Date.

If a creditor does not file a Proof of Claim by the Claims Bar Date its claim will be forever barred and it will not be entitled to participate in any way in Pretty Estate Ltd.'s Restructuring Plan of Arrangement.

A Proof of Claim form may be obtained from the Monitor's website at [www.g-forcegroup.ca](http://www.g-forcegroup.ca) or by sending a written request to:

G. Powroznik Group Inc. of G-Force Group  
Suite 780  
333 Seymour Street  
Vancouver, BC V6B 5A6  
Attention: Patricia Foster  
Tel: 778-370-0003 Fax: 778-370-0043  
[pfoster@g-forcegroup.ca](mailto:pfoster@g-forcegroup.ca)

**SCHEDULE "D"**  
**PROOF OF CLAIM**

**IN THE MATTER OF**  
**PRETTY ESTATES LTD.**

**Pursuant to the *COMPANIES' CREDITORS ARRANGEMENT ACT* (CANADA)  
(*"CCAA"*)**

Please read the Instruction Letter carefully prior to completing this Proof of Claim. Please print legibly.

1. Full Legal Name of Creditor \_\_\_\_\_ (the "**Creditor**").
2. Full Mailing Address of the Creditor (*All notices and correspondence regarding your Claim will be forwarded to this address or to the e-mail address below if applicable*):

\_\_\_\_\_  
\_\_\_\_\_

3. Telephone Number: \_\_\_\_\_
4. E-mail: \_\_\_\_\_
5. Facsimile Number: \_\_\_\_\_
6. Attention: \_\_\_\_\_

**CLAIM DETAILS**

Amount of Claim (Canadian Dollars): \_\_\_\_\_

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

1. I am the Creditor of Pretty Estates Ltd.  
  
OR, I am \_\_\_\_\_ (*state position or title*) of  
\_\_\_\_\_ (*name of creditor or representative of the creditor*).
2. I have knowledge of all the circumstances concerning the Claim hereafter referred to.
3. Attached as Schedules to this Proof of Claim are:

- (a) documents which establish the validity, amount and particulars of the Claim in Canadian Dollars
- (b) a description of the transaction or agreement giving rise or relating to the Claim; and
- (c) any security held for the Claim.

DATED at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

Per: \_\_\_\_\_

[Name of Creditor- please print]

\_\_\_\_\_  
Signature of Creditor

***Note: all relevant documentation on which you rely in making your claim must be attached to this Proof of Claim, as the validity of your claim will be determined solely on this Proof of Claim and attachments thereto. If the claim is disallowed for any reason, and you file an appeal of that disallowance, the appeal will be heard as a true appeal and your ability to introduce fresh or new evidence in support of your claim will be limited accordingly.***

The duly completed Proof of Claim, together with all schedules and accompanying documents, must be delivered to G. Powroznik Inc. of G-Force Group, in its capacity as the Monitor of Pretty Estates Ltd. in the CCAA proceedings, on or before the Claims Bar Date of **September 9, 2015.**

G. Powroznik Group Inc. of G-Force Group  
Suite 780  
333 Seymour Street  
Vancouver, BC V6B 5A6  
Attention: Patricia Foster  
Tel: 778-370-0003 Fax: 778-370-0043  
pfoster@g-forcegroup.ca

**If your Claim is disputed in whole or in part, by September 30, 2015, the Monitor will send you a Notice of Disallowance or Revision along with particulars as to how you may dispute the Notice of Disallowance. If you do not receive a Notice of Disallowance or Revision by that deadline, the Monitor has accepted your Claim for the purpose of receiving distribution under the Plan of Arrangement.**

**SCHEDULE "E"**  
**NOTICE OF DISALLOWANCE OR REVISION**  
**IN THE MATTER OF**  
**PRETTY ESTATES LTD.**

To: Name of Creditor: \_\_\_\_\_

Pursuant to the Claims Process, G. Powroznik Group Inc. of G-Force Group, in its capacity as the Monitor of Pretty Estates Ltd. gives you notice that your Proof of Claim dated \_\_\_\_\_, 2015 has been reviewed and the Monitor has rejected/disallowed, either partially or in full, your Claim for the following reasons:

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Subject only to an appeal of this disallowance being successfully brought by you in full compliance with the provisions of the Claims Process Order, including the prescribed time for any appeal to be filed, your claim will be allowed as follows:

| Name of Creditor | Amount Claimed | Amount Allowed |
|------------------|----------------|----------------|
|                  |                |                |

DATED at \_\_\_\_\_, British Columbia, this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

G. Powroznik Group Inc. of G-Force  
 Group, in its capacity as court-appointed  
 Monitor of the Petitioner, Pretty Estates Ltd.

Per:

\_\_\_\_\_  
 Authorized Signatory

***If you wish to appeal this Notice of Disallowance or Revision you must file a Notice of Application and supporting Affidavit within fourteen (14) days of the date of this notice.***

A copy of the Claims Process Order is available on the Monitor's website at [www.g-forcegroup.ca](http://www.g-forcegroup.ca)

NO. S-148656  
VANCOUVER REGISTRY

**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36  
AND**

**IN THE MATTER OF THE CANADA BUSINESS  
CORPORATIONS ACT  
S.B.C. 2002, c. 57**

**AND**

**IN THE MATTER OF  
PRETTY ESTATES LTD.**

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**CLAIMS PROCESS ORDER**

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Barristers & Solicitors  
1600 Cathedral Place  
925 West Georgia Street  
Vancouver, British Columbia  
V6C 3L2  
Phone: (604) 685-3456  
Attention: Bonita Lewis-Hand

File No. 30404-124090