



No. S2013779
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

RE: WIND-UP OF 304768 B.C. LTD. AND GLENMERRY MARKET LTD. PURSUANT TO
SECTION 324 OF THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, C.57

BETWEEN:

TULLIO VITO FRANCESCO ESPOSITO

PETITIONER

AND:

304768 B.C. LTD., GLENMERRY MARKET LTD., and
DEMITRIA LORAIN ESPOSITO

RESPONDENTS

ORDER MADE AFTER APPLICATION

APPROVAL AND VESTING ORDER

BEFORE THE HONOURABLE JUSTICE)

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28/07/2022

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THE APPLICATION of The Bowra Group Inc., in its capacity as Court-appointed Liquidator (the “Liquidator”) of 304768. B.C. Ltd. and Glenmerry Market Ltd. coming on for hearing at Vancouver, British Columbia, on the 28th day of July, 2022; AND ON HEARING HEATHER A. FRYDENLUND, counsel for the Liquidator, and those other counsel listed on Schedule “A” hereto, and no one else appearing, although duly served; AND UPON READING the material filed, including the First Report to the Court of the Liquidator dated July 8, 2022 (the “Report”);

THIS COURT ORDERS AND DECLARES THAT:

1. The sale transaction (the “Transaction”) contemplated by the contract of purchase and sale dated June 21, 2022 (the “Sale Agreement”) between the Liquidator and Eric Venier

and Mirraka Moreau (together, the "**Purchasers**"), a copy of which is attached as Appendix "**C**" to the Report, is hereby approved, and the Sale Agreement is commercially reasonable. The execution of the Sale Agreement by the Liquidator is hereby authorized and approved, and the Liquidator is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance to the Purchasers of the assets described in the Sale Agreement (the "**Purchased Assets**").

2. Upon delivery by the Liquidator to the Purchasers of a certificate substantially in the form attached as Schedule "**B**" hereto (the "**Liquidator's Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement (and listed on Schedule "**C**" hereto) shall vest absolutely in the Purchasers in fee simple, as joint tenants, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**" including, without limiting the generality of the foregoing: (i) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* of British Columbia or any other personal property registry system; and (ii) those Claims listed on Schedule "**D**" hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule "**E**" hereto), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.
3. Upon presentation for registration in the Land Title Office of a certified copy of this Order, together with a letter from Owen Bird Law Corporation, solicitors for the Liquidator, authorizing registration of this Order, the British Columbia Registrar of Land Titles is hereby directed to:
 - (a) enter the Purchasers as the owner of the Lands, as joint tenants, as identified in Schedule "**C**" hereto, together with all buildings and other structures, facilities and improvements located thereon and fixtures, systems, interests, licenses, rights, covenants, restrictive covenants, commons, ways, profits, privileges, rights, easements and appurtenances to the said hereditaments belonging, or with the same or any part thereof, held or enjoyed or appurtenant thereto, in fee simple in respect of the Lands, and this Court declares that it has been proved to the satisfaction of the Court on investigation that the title of the Purchasers in and to the Lands is a good, safe holding and marketable title and directs the BC Registrar to register indefeasible title in favour of the Purchasers as aforesaid; and
 - (b) having considered the interest of third parties, to discharge, release, delete and expunge from title to the Lands all of the registered Encumbrances except for those listed in Schedule "**E**".


4. For the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and from and after the delivery of the Liquidator's Certificate all Claims shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having had possession or control immediately prior to the sale.
5. The Liquidator is to file with the Court a copy of the Liquidator's Certificate forthwith after delivery thereof.
6. Subject to the terms of the Sale Agreement, vacant possession of the Purchased Assets, including any real property, shall be delivered by the Receiver to the Purchasers at 12:00 noon on the Completion Date (as defined in the Sale Agreement), subject to the permitted encumbrances as set out in the Sale Agreement and listed on Schedule "E".
7. The Liquidator, with the consent of the Purchasers, shall be at liberty to extend the Completion Date to such later date as those parties may agree without the necessity of a further Order of this Court.
8. Notwithstanding:
 - (a) these proceedings;
 - (b) any applications for a bankruptcy order in respect of the Debtor now or hereafter made pursuant to the *Bankruptcy and Insolvency Act* and any bankruptcy order issued pursuant to any such applications; and
 - (c) any assignment in bankruptcy made by or in respect of the Debtor,

the vesting of the Purchased Assets in the Purchasers pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute or be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Liquidator and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Liquidator and its agents in carrying out the terms of this Order.

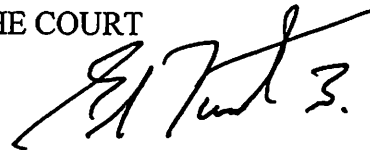
10. The Liquidator or any other party have liberty to apply for such further or other directions or relief as may be necessary or desirable to give effect to this Order.

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:



Signature of Heather A. Frydenlund,
lawyer for The Bowra Group Inc. in its capacity as
Liquidator of 304768 B.C. Ltd. and Glenmerry
Market Ltd.

BY THE COURT



REGISTRAR



Schedule A – List of Counsel

COUNSEL	NAME OF PARTY(IES) REPRESENTED

Schedule B – Liquidator’s Certificate

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BETWEEN:

TULLIO VITO FRANCESCO ESPOSITO

Petitioner

AND:

304768 B.C. LTD., GLENMERRY MARKET LTD., and
DEMITRIA LORAIN ESPOSITO

Respondents

LIQUIDATOR’S CERTIFICATE

PURSUANT TO THE APPROVAL AND VESTING ORDER pronounced _____,
2022, The Bowra Group Inc. in its capacity as the Liquidator of 304768 B.C. Ltd and Glenmerry
Market Ltd. (the “Liquidator”) hereby certifies as follows:

1. The Liquidator confirms that Eric Venier and Mirraka Moreau have paid the
purchase price to the Liquidator and the Transaction has completed.

DATED at the City of Vancouver, in the Province of British Columbia, this ___ day of
_____, 2022.

THE BOWRA GROUP INC. in its
capacity as court appointed Receiver of
304768 B.C. LTD. AND GLEMNERRY
MARKET LTD., and not in its personal
capacity

By: _____

Name:

Position:

Schedule C – List of Purchased Assets

Real property located in Trail, B.C. legally described as follows:

1. PID: 015-591-271
Lot 5 District Lot 4598 Kootenay District Plan 1921
Except Parcel A (See 130558I)

Schedule D – Claims to be Deleted/Expunged from Title to Lands

CLAIMS TO BE DELETED/EXPUNGED FROM TITLE TO REAL PROPERTY:

For the lands legally described as:

PID: 015-591-271
Lot 5 District Lot 4598 Kootenay District Plan 1921
Except Parcel A (See 130558I)

the Charges, Liens and Interests to be deleted are as follows:

1. NIL

Schedule E – Permitted Encumbrances

ENCUMBRANCES PERMITTED TO REMAIN ON TITLE TO REAL PROPERTY:

For the lands legally described as:

PID: 015-591-271
Lot 5 District Lot 4598 Kootenay District Plan 1921
Except Parcel A (See 130558I)

the encumbrances to remain on title are as follows:

1. Nature: Reservation
Registration Number: V18719
Registration Date: N/A
Registered Owner: Cominco Ltd.

2. Nature: Reservation
Registration Number: V18720
Registration Date: N/A
Registered Owner: The Columbia and Western Railway Company

3. Nature: Undersurface Rights
Registration Number: H2350
Registration Date: 02/20/1974
Registered Owner: Her Majesty the Queen in Right of the Province of British Columbia

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