

No. S-224806
Vancouver Registry
Estate No. 11-254412

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE RECEIVERSHIP OF
PREMIUM COMFORT HEATING & AIR CONDITIONING LTD.

ORDER MADE AFTER APPLICATION

FEE APPROVAL AND DISCHARGE ORDER

BEFORE) THE HONOURABLE JUSTICE SUKSTORF) 17/April/2024

ON THE APPLICATION of FTI Consulting Canada Inc., in its capacity as Court-appointed Receiver and Manager ("**FTI**" or the "**Receiver**") of the assets, undertakings and properties of Premium Comfort Heating & Air Conditioning Ltd. (the "**Debtor**") coming on for hearing at Vancouver, BC on April 17, 2024, and on hearing Claire Hildbrand, counsel for the Receiver, and those other counsel listed on **Schedule "A"** hereto; AND UPON READING the material filed, including Affidavit #1 of Peter Bychawski, sworn March 22, 2024 (the "**Counsel Affidavit**"), Affidavit #1 of Brett Wilson, made March 20, 2024 (the "**Receiver Affidavit**"), the First Report of the Receiver, dated August 12, 2022 (the "**First Report**"), and the Second Report of the Receiver dated March 15, 2024 (the "**Second Report**", and collectively with the First Report, the "**Receiver's Reports**"),

THIS COURT ORDERS that:

1. The activities of the Receiver, as set out in the Receiver's Reports, are hereby approved.
2. The fees and disbursements of the Receiver and its counsel, as set out in the Second Report, the Receiver Affidavit and the Counsel Affidavit, are hereby approved.
3. After payment of the fees and disbursements of the Receiver as herein approved, the Receiver shall pay all funds remaining in its hands to the following parties, in the following amounts and priorities:
 - (a) \$137,096 to the Canada Revenue Agency in satisfaction of the Deemed Trust CRA Claim (as defined in the Second Report);
 - (b) \$30,070 to the Service Canada in satisfaction of the Priority WEPP Claim (as defined in the Second Report); and

- (c) any remaining funds to Ford Credit Canada Company, Bank of Nova Scotia, and GM Financial, to be distributed on a *pro rata* basis based on the gross proceeds realized from the sale of their respective collateral (as described in the Second Report).

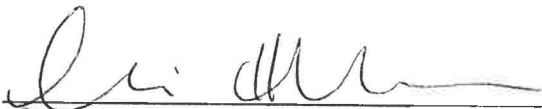
4. Upon payment of the amounts set out in paragraph 3 hereof, the Receiver shall be discharged as Receiver of the assets, undertaking and property of the Debtor, provided that notwithstanding its discharge herein: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of FTI in its capacity as Receiver.

5. FTI is hereby released and discharged from any and all liability that FTI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of FTI while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, the Receiver is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save for and except in the event of any gross negligence or willful misconduct of FTI in its capacity as Receiver herein.

6. Notwithstanding any provision herein, this Order shall not affect any person to whom notice of these proceedings was not delivered as required by the *Bankruptcy and Insolvency Act* and regulations thereto, any other applicable enactment or any other Order of this Court.

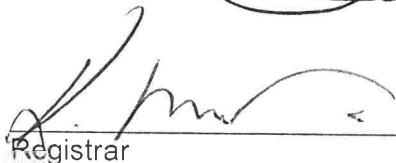
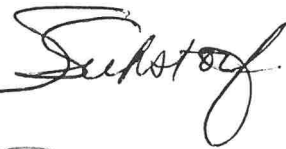
7. Endorsement of this Order by counsel appearing on this application, other than counsel to the Receiver, is hereby dispensed with.

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:



Signature of Claire Hildebrand
Lawyer for the Receiver

BY THE COURT.


Registrar

SCHEDULE "A"

COUNSEL LIST

Counsel Name	Party Represented
Claire Hildebrand Blake, Cassels & Graydon LLP	FTI Consulting Canada Inc, in its capacity as Court-appointed receiver of Premium Comfort Heating & Air Conditioning Ltd.
No other parties appearing	