



FORCE FILED

No. S-246877
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

NATIONAL BANK OF CANADA

PETITIONER

AND

MANNA INDUSTRIAL FUND (VALUE-ADD) LIMITED PARTNERSHIP,
MANNA INDUSTRIAL FUND (VALUE-ADD) GP CORP, 1578199 B.C.
LTD., GENESIS MANNA HOLDINGS LTD. AND ALLION HOLDINGS LTD.

RESPONDENTS

NOTICE OF APPLICATION

Name of applicant: FTI Consulting Canada Inc. ("**FTI**"), in its capacity as Court-appointed receiver and manager of Manna Industrial Fund (Value-Add) Limited Partnership (the "**LP**"), Manna Industrial Fund (Value-Add) GP Corp (the "**GP**", and together with the LP, the "**Debtors**"), Genesis Manna Holdings Ltd. ("**Genesis**") and Allion Holdings Ltd. ("**Allion**") (in such capacity, the "**Receiver**").

To: The Service list

TAKE NOTICE that an application will be made by the Receiver to the presiding judge at the courthouse at 800 Smithe Street, Vancouver, British Columbia on March 10, 2026 at 10:00 a.m. for the orders set out in Part 1 below.

The Receiver estimates that the application will take 1 hour.

This matter is not within the jurisdiction of an associate judge. Justice Fitzpatrick is seized of this matter.

Part 1: ORDERS SOUGHT

1. The Receiver seeks the following orders:
 - (a) a "**Discharge and Distribution Order**", substantially in form attached as **Schedule "A"**, which shall:
 - (i) discharge the Receiver as receiver of Genesis and Allion; and

- (ii) authorize the Receiver to distribute funds to National Bank of Canada (“NBC”) and Institutional Mortgage Capital Canada Inc. (“IMC”) (collectively, the “**Secured Lenders**”).
- (b) a “**Fee Approval Order**”, substantially in form attached as **Schedule “B”**, which shall:
 - (i) approve the activities of the Receiver set out in the First Report of the Receiver dated December 2, 2025 (the “**First Report**”) and the Second Report of the Receiver dated March 3, 2026 (the “**Second Report**”, and together with the First Report, the “**Receiver’s Reports**”); and
 - (ii) approve the fees and disbursements of the Receiver and its legal counsel, Blake, Cassels and Graydon LLP (“**Blakes**”) in these receivership proceedings.

2. The Receiver may also seek such further and other orders, declarations, and directions as counsel may request and this Honourable Court allows.

Part 2: FACTUAL BASIS

Background

1. The Debtors are a real estate fund in the acquisition and management of commercial and industrial properties.
2. On May 8, 2025, FTI was appointed as Receiver over certain property, shares, and assets of the Debtors, 8826 Jim Bailey Ltd., 375 Potterton Ltd., Genesis Manna Holdings Ltd., and Allion Holdings Ltd. pursuant to a Receivership Order (the “**Receivership Order**”). In particular, FTI was appointed as Receiver over two commercial properties in Kelowna, British Columbia (the “**Real Property**”).
3. The Real Property, situated on 14 acres of land, is comprised of two income-producing industrial warehouse buildings totaling approximately 266,000 square feet of net rental industrial space.
4. The senior secured lenders in relation to the Real Property are NBC and IMC. As at May 8, 2025, NBC and IMC were owed approximately \$26.8 million and \$17.5 million, respectively.
5. On December 10, 2025, this Court approved the sale of the Real Property by way of a reverse vesting order (the “**RVO**”), pursuant to an Asset and Share Purchase Agreement dated November 14, 2025 (the “**Sale Agreement**”). In accordance with the terms of the Sale Agreement, the sale of the Real Property closed on February 18, 2026.
6. Pursuant to an Amendment of Receivership Order granted February 12, 2026 (the “**Receivership Amendment Order**”), the receivership was expanded to include all of Manna LP’s right, title to, and interest in and to Manna Industrial Brampton Limited Partnership (the “**Brampton LP**”). That aspect of the receivership is in its early stages and remains ongoing.

Activities of the Receiver

7. The activities of the Receiver from the commencement of its appointment until March 3, 2026 are described in detail in the Receiver's Reports.

8. As set out in the First Report, the Receiver's activities from May 8, 2025 to December 2, 2025 included the following (with defined terms as in the First Report):

- (a) attending to various statutory notices pursuant to the BIA, including mailing a Notice and Statement of Receiver to creditors identified in the books and records of Manna and posting a copy of the notice on the Receiver's website;
- (b) attending the Real Property to conduct walkthroughs of the units and obtain further information on the status of the buildings;
- (c) corresponding with management to seek further background in respect of the Real Property and facilitate a transfer of available books and records;
- (d) meeting with Avison Young ("AY"), the property manager of the Real Property, to inform them of the receivership and discuss their continued involvement as property manager of the Real Property during the receivership;
- (e) attending to insurance matters;
- (f) collecting rents and attending to monthly payments in respect of amounts owing to vendors;
- (g) reviewing and assessing repairs to the buildings to maintain the value of the Real Property;
- (h) soliciting competitive proposals from commercial real estate brokerages and selecting CBRE Limited Capital Markets ("**CBRE**"), in consultation with the Secured Lenders, to lead the sales process of the Real Property;
- (i) providing periodic updates to the Secured Lenders;
- (j) corresponding with CBRE with respect to potential bidders and bid deadlines, and reviewing and considering bids received; and
- (k) negotiating a form of purchase and sale agreement with the eventual purchaser of the Real Property.

9. As set out in the Second Report, the Receiver's activities from December 3, 2025 to March 3, 2026 included the following (with defined terms as in the Second Report):

- (a) attending to closing matters following the approval of the RVO, including, among other things:

- (i) corresponding with the purchaser's counsel and the counsel of its lender to address matters necessary to complete the transaction for the Real Property and corresponding with AY with respect to the same;
 - (ii) incorporating a new corporation ("**Residual Co.**");
 - (iii) preparing and pursuing the collection of estoppel certificates from each of the tenants;
 - (iv) preparing and reviewing the statement of adjustments; and
 - (v) collecting net proceeds of approximately \$43.0 million resulting from the sale of the Real Property;
- (b) providing periodic updates to the Secured Lenders;
 - (c) making an assignment in bankruptcy for the LP, with the effective date of March 3, 2026;
 - (d) coordinating the collection of approximately \$8.9 million associated with the Brampton LP Property; and
 - (e) preparing the Second Report.

10. In connection with these activities, the Receiver has incurred professional fees and disbursements up to February 28, 2026, in the amount of \$557,558.98, including taxes and disbursements.

11. In advising the Receiver in connection with these activities and those described in the Receiver's Reports, Blakes has incurred professional fees and disbursements up to February 28, 2026, in the amount of \$355,876.52, including taxes and disbursements.

The Proposed Distributions to the Secured Lenders

12. As mentioned above, NBC and IMC are the Debtors' senior secured creditors.

13. With the sale of the Real Property having closed on February 18, 2026, the Receiver collected proceeds of approximately \$43 million (net of commissions and adjustments).

14. The Receiver now seeks to distribute estate funds to NBC and IMC as follows:

- (a) payment of approximately \$27.4 million to NBC; and
- (b) distribution of remaining funds to IMC (with an estimate net recovery to IMC of approximately \$17 million).

15. A security review has been conducted of NBC and IMC's security with respect to the Real Property. The Receiver is of the view that it is appropriate to distribute the Sale Proceeds to the Secured Lenders at this time, with interest on their secured debt continuing to accrue.

Part 3: LEGAL BASIS

Approval of Fees and Activities

16. The Receivership Order authorizes the Receiver and its counsel to pass their accounts from time to time and, for this purpose, refers such accounts to this Court to be heard on a summary basis.

17. This Court has referenced with approval the following relevant factors when considering whether the fees of a court-appointed officer in an insolvency proceeding are fair and reasonable in the circumstances:

- (a) the nature, extent, and value of the assets;
- (b) complications and difficulties encountered by the court officer;
- (c) degree of assistance provided by the petitioner;
- (d) time spent by the court officer;
- (e) the court officer's knowledge, experience, and skill;
- (f) the court officer's diligence and thoroughness;
- (g) responsibilities assumed;
- (h) results of the court officer's efforts; and
- (i) cost of comparable services when performed in a prudent and economical manner.

Redcorp Ventures Ltd. (Re), 2016 BCSC 188 at para 23 [*Redcorp*], citing *Bank of Montreal v. Nican Trading Co.* (1990), 1990 CanLII 454 (BC CA). *Re Nortel Networks Corporation et al*, 2017 ONSC 673 at para. 14 [*Nortel*].

18. Similar factors are considered in the assessment of the legal accounts of counsel to the court officer, including:

- (a) the time expended;
- (b) the complexity of the proceeding;
- (c) the degree of responsibility assumed by the lawyers;
- (d) the amount of money involved, including the amount of proceeds after payments to the creditors;
- (e) the degree and skill of the lawyers involved;

- (f) the results achieved; and
- (g) the client's expectations as to the fee.

Redcorp at para 33.

19. In applying the above factors, it is not necessary for the Court to go through the supporting documentation for the fees "line by line" to determine what the appropriate fees are. The value provided should pre-dominate the consideration of what a fair and reasonable amount is appropriate.

Nortel at para. 21

20. To provide the court with a proper evidentiary basis for assessing the fees subject to the approval application, the accounts subject to the approval application should:

- (a) be verified by affidavit;
- (b) contain sufficient evidence to permit the court to conclude that the fees incurred for services rendered were at the standard rate of charges of the receiver and of the receiver's counsel; and
- (c) provide a sufficient description of the services rendered to permit the court to determine whether the liability for fees was "properly incurred".

Redcorp at paras 26 and 32

21. In the circumstances, the Receiver submits:

- (a) that its professional fees and disbursements were properly incurred;
- (b) the services were performed by the Receiver in a prudent and economical manner and that the resulting fees charged by the Receiver are fair and reasonable in all of the circumstances;
- (c) the work completed by the Receiver was delegated to the appropriate professionals within FTI with the appropriate seniority and appropriate hourly rates; and
- (d) the Receiver's fees in this matter are consistent with fees charged by other similar firms of a similar nature and complexity in Canadian insolvency proceedings.

22. Similarly, the Receiver submits:

- (a) Blakes' professional fees and disbursements were properly incurred at Blakes' standard rates;
- (b) the services were performed by Blakes in a prudent and economical manner and the resulting fees charged by Blakes are fair and reasonable in all of the circumstances;

- (c) the work completed by Blakes was delegated to the appropriate professionals within Blakes with the appropriate seniority and hourly rates;
- (d) Blakes' fees in this matter are consistent with the market for similar firms with the capacity to handle a file of comparable size and complexity; and
- (e) Blakes' invoices were provided to the Receiver when rendered, and all have been approved by the Receiver.

The Discharge Order Should be Granted

23. This Court has the jurisdiction to discharge the Receiver and include a provision in the order effecting that discharge that protects court-appointed receivers, who are officers and instruments of the Court, from claims arising from the discharge of their duties in that role.

Ogopogo Beach Resort Ltd. v. Happy Valley Resort Ltd., 2010 BCSC 996 at para. 37

24. The Receiver is seeking a discharge of its mandate as it pertains to Genesis and Allion (which provided guarantees of NBC and IMC's debt with respect to the Real Property). With the transaction for the Real Property having closed, the Receiver's limited appointment over these entities is no longer necessary.

25. The Receiver submits that the discharge and release sought in the proposed Discharge and Distribution Order (which has been limited to exclude wilful misconduct or gross negligence) is appropriate and reasonable in the circumstances.

Distribution of Sale Proceeds

26. Orders distributing funds are frequently granted by Canadian courts in insolvency proceedings, including in particular with respect to net proceeds in the context of a sale of assets.

AbitibiBowater Inc., (Re), 2009 QCCS 6461 at para. 71;
Ontario Securities Commission v. Bridging Income Fund L.P., 2022 ONSC 4472 at paras. 8, 12.

27. The amounts owed to the Secured Lenders are significant. The Discharge and Distribution Order provides for the reasonable and appropriate distribution of funds to the Secured Lenders. While the receivership will remain ongoing with respect to the Brampton LP, the receivership with respect to the Real Property, over which the Secured Lenders hold security, has substantively concluded. It is in the best interest of the estate and its stakeholders, including in particular the Secured Lenders, that these funds be distributed now.

Part 4: MATERIAL TO BE RELIED ON

28. The Receiver intends to rely upon:

- (a) Affidavit of Peter Rubin made March 3, 2026;

- (b) Affidavit of Thomas Powell made March 3, 2026;
- (c) First Report of the Receiver dated December 2, 2025;
- (d) Second Report of the Receiver dated March 3, 2026;
- (e) the pleadings and other documents filed in this proceeding; and
- (f) such further materials as counsel may advise and this Court may permit.

Date: March 3, 2026



Signature of Peter Rubin / Myim Bakan Kline
Lawyers for FTI Consulting Canada Inc.

<p>To be completed by the court only:</p> <p>Order made <input type="checkbox"/> in the terms requested in paragraphs of Part 1 of this notice of application</p> <p><input type="checkbox"/> with the following variations and additional terms:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>Date: _____</p> <p>Signature of <input type="checkbox"/> Judge <input type="checkbox"/> Associate Judge</p>

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and

(c) serve on the Applicant 2 copies of the following, and on every other party of record one copy of the following:

- (i) a copy of the filed application response;
- (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;

(iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

Schedule "A" to Notice of Application

Discharge and Distribution Order

DISCHARGE

2. Upon payment of the distribution authorized in paragraph 6 hereof, the Receiver shall be discharged as Receiver of, and all of the present and after-acquired personal property of, Genesis and Allion pursuant to the Receivership Order.
3. Notwithstanding paragraph 2 above, the Receiver shall remain Receiver over Genesis and Allion (to the extent appointed Receiver under the Receivership Order) for the performance of such incidental duties as may be required to complete the administration of the receivership herein. 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.
4. 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 over Genesis and Allion (to the extent appointed Receiver under the Receivership Order). 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 over Genesis and Allion.
5. 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.

DISTRIBUTION

6. The Receiver is hereby authorized to distribute the net proceeds of sale received by the Receiver from the Transaction as follows:
 - (a) first, to National Bank of Canada ("**NBC**") on account of the secured debt owing to NBC; and
 - (b) second, to Institutional Mortgage Capital Canada Inc. ("**IMC**") on account of the secured debt owing to IMC.
7. In making the distributions authorized by paragraph 6 of this Order, the Receiver shall be authorized to holdback: (i) any funds deemed necessary or advisable by the Receiver with respect to payment of its fees and those of its legal counsel, and (ii) the Transaction Holdback Funds (as defined in the Second Report) (collectively, the "**Holdback Funds**"), and shall be authorized to distribute such Holdback Funds to NBC or IMC at such time and in such amount as the Receiver deems appropriate.
8. Notwithstanding;
 - (a) the pendency of these proceedings;

- (b) any assignment in bankruptcy or any petition for a bankruptcy order now or hereafter issued pursuant to the BIA and any order issued pursuant to any such petition; or
- (c) any provisions of any federal or provincial legislation;

any payments, distributions and disbursements contemplated by this Order shall be made free and clear of any Claims and Encumbrances, shall be binding on any trustee in bankruptcy that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, as against the Receiver and any party receiving payments, distributions, and disbursements pursuant to this Order, and shall not constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. In addition to the rights and protections afforded to the Receiver under the Receivership Order and the Reverse Vesting Order, the Receiver shall not be liable for any act or omission on the part of the Receiver pertaining to the distribution of any funds under this Order, save and except for any claim or liability arising out of any gross negligence or willful misconduct on the part of the Receiver. Nothing in this Order shall derogate from the protections afforded to the Receiver under the Receivership Order, the Reverse Vesting Order, or any other federal or provincial applicable law.

10. Any payments, distributions, and disbursements made by the Receiver under this Order shall not constitute a "distribution" for the purposes of section 159 of the *Income Tax Act*, as amended, or section 270 of the *Excise Tax Act*, or any other similar federal or provincial legislation (collectively, the "**Tax Statutes**"). The Receiver in making any such payments, distributions, or disbursements is not "distributing", nor shall be considered to "distribute" nor have "distributed", such funds for the purpose of the Tax Statutes, and the Receiver shall not incur any liability under the Tax Statutes in respect of the making of any payments ordered or permitted under this Order.

11. The Receiver may apply to the Court as necessary to seek further orders and directions with respect to payments and distributions made pursuant to this Order.

ENDORSEMENT

12. Endorsement of this Order by counsel appearing on this application, other than counsel for 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 Peter Rubin
Counsel for FTI Consulting Canada Inc.

BY THE COURT.

Registrar

Schedule A

Counsel List

Counsel	Party Represented

No. S-246877
Vancouver Registry

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OF
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PETITIONER

AND:

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MANNA INDUSTRIAL FUND (VALUE-
ADD) GP CORP, 1578199 B.C. LTD.,
GENESIS MANNA HOLDINGS LTD.
AND ALLION HOLDINGS LTD.

RESPONDENTS

ORDER MADE AFTER APPLICATION

Peter Rubin / Myim Bakan Kline
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Barristers and Solicitors
1133 Melville Street
Suite 3500, The Stack
Vancouver, BC V6E 4E5
604.631.3300
Agent: Dye & Durham

Schedule "B" to Notice of Application

Fee Approval Order

1. The activities of the Receiver, as set out in the Receiver's Reports, are hereby approved; provided, however, 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 approval.
2. The fees and disbursements of the Receiver and its counsel, as set out in the Fee Affidavits, are hereby approved.

ENDORSEMENT

3. Endorsement of this Order by counsel appearing on this application, other than counsel for 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 Myim Bakan Kline
Counsel for FTI Consulting Canada Inc.

BY THE COURT.

Registrar

Schedule A

Counsel List

Counsel	Party Represented

No. S-246877
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RESPONDENTS

ORDER MADE AFTER APPLICATION

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