



No. S-238160
VANCOUVER REGISTRY

**IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY**

IN THE MATTER OF THE RECEIVERSHIP OF VERTICAL PEAK HOLDINGS INC. AND
DOWNWIND 27, INC.

BETWEEN:

CANCOR DEBT AGENCY INC.

PETITIONER

AND:

VERTICAL PEAK HOLDINGS INC. AND DOWNWIND 27, INC.

RESPONDENTS

ORDER MADE AFTER APPLICATION

))
))
BEFORE)	THE HONOURABLE) 09/07/2024
)	<i>Justice Wilkinson</i>)
))

ON THE APPLICATION of Zeifman Partners Inc., in its capacity as court appointed receiver and manager (in such capacity, the "Receiver") of the assets, undertakings and property of Vertical Peak Holdings Inc. ("Vertical Peak") and Downwind 27, Inc. ("Downwind"), coming on for hearing at Vancouver, B.C. on 09/07/2024 and on hearing Jordan Schultz, counsel for the Receiver, and those other counsel appearing listed at Schedule "A".

THIS COURT ORDERS THAT:

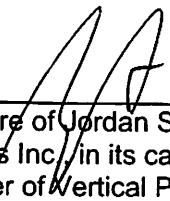
1. The activities of the Receiver, as set out in the Receiver's First Report, are hereby approved, provided that Zeifman Partners Inc. in its personal capacity and only with

respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

2. The Receiver's fees in the amount of \$39,160.00 and the disbursements of the Receiver in the amount of \$426.39 plus applicable taxes, for the period from November 1, 2023 to March 31, 2024 be and are hereby approved.
3. The Receiver's estimated further fees and disbursements of approximately \$2,500 (plus applicable taxes) for the period from March 31, 2024 to the completion of this matter be and are hereby approved.
4. The fees of the Receiver's legal counsel, Dentons Canada LLP ("**Dentons**") in the amount of \$11,223.50 and the disbursements of Dentons in the amount of \$0.00 plus applicable taxes, for the period from December 5, 2023 to May 29, 2024 be and are hereby approved.
5. Dentons' estimated further fees and disbursements of approximately \$10,000 (plus applicable taxes) for the period from May 29, 2024 to the completion of this matter be and are hereby approved.
6. The Receiver shall be released and discharged as Receiver of the Respondents in these proceedings and is hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Receiver in any way relating to, arising out of, or in respect of these proceedings, save and except as may result from the gross negligence or wilful misconduct of the Receiver.
7. In addition to the rights and protections afforded the Receiver under the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3 (the "**Bankruptcy Act**") or as an officer of this Court, the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out of its mandate, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the rights and protections afforded the Receiver by the *Bankruptcy Act* or any applicable legislation.
8. Notwithstanding anything to the contrary contained in this or any other order of this Court made in these proceedings the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of Zeifman Partners Inc. in its capacity as Receiver.
9. The Receiver shall be at liberty, and is hereby authorized and empowered, to make such further applications, motions or proceedings to or before such other courts and judicial regulatory and administrative bodies, and take such other steps as may be necessary or advisable to give effect to this Order.


10. The Receiver may apply to this Court for advice and direction in relation to the discharge of this Order and its duties hereunder.
11. Endorsement of this Order, other than by 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 AS ABOVE AS BEING MY CONSENT:



Signature of Jordan Schultz, Lawyer for Zeifman Partners Inc. in its capacity as Court-appointed Receiver of Vertical Peak Holdings Inc. and Downwind 27, Inc.


By the Court.



Registrar



SCHEDULE "A"
LIST OF COUNSEL

NAME	PARTY REPRESENTED

No. S-238160

Vancouver Registry

Between: Canco-Debt Agency Inc.

Petitioner / ~~Plaintiff~~

And: Vertical Peak Holdings Inc. and
Downwind 27, Inc.

Respondent / ~~Defendant~~

ORDER

Name of Party Submitting Order and phone number:

AGENT:

West coast

Dentons
Canada LLP

Jordan Schultz
Dentons Canada LLP
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