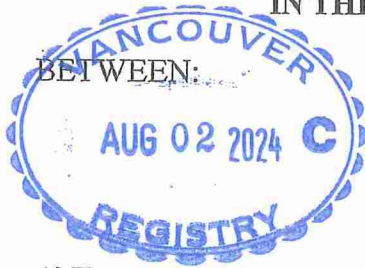


NO. S-238586  
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA



BETWEEN:

1038573 B.C. LTD.

PLAINTIFF

AND:

THE OWNERS, STRATA PLAN NW289, JENNY DONNA DICKISON, FERNANDO MARCELINO DUTRA DE SOUSA, 1276331 B.C. LTD., CARMELIA MARIA DA SILVA, HON-CHING RUDOLPH CHENG, 1161359 B.C. LTD., RICKY HEE MENG LAI, PIA FACCIO, 1184416 B.C. LTD., MARK WILLIAM LOUTTIT and SARAH KINUKO LOUTTIT, BARRY DOUGLAS WATSON, AS ADMINISTRATOR OF THE ESTATE OF KENNETH JOHN WATSON, LI PING DUAN, NORMAN VICTOR LEECH, ROLANDO VINAS DIZON and NARCISA DIZON, NICHOLAS GEORGE KARAMOUZOS and MARIA KARAMOUZOS, CUI MING CHEN, YANKUI WANG and XIN TIAN, MARIA DA NATIVIDADE ALMEIDA, 1237765 B.C. LTD., JU-SHAN CHIANG and FLORA FU, 1184414 B.C. LTD., AMARSINGH BHATIA and NARANJAN KAUR BHATIA, PHUNG KIM VUONG and TUONG LAM, MONICA PAOLA ALIAGA, MARCELINO LOPES DE SOUSA and OLGA MARIA DUTRA DE SOUSA, 1184413 B.C. LTD., LUALHATI ONGKEKO CRISOSTOMO, RICHARD RAYMOND RAVENSBERGEN and DAWN MARIE RAVENSBERGEN, YUK FAR CHEUNG and YIN ON CHEUNG, GARY LUCIEN DREES, THOMAS PATRICK FLEMING, 1352962 B.C. LTD., WAN CHEN and HONG YANG, SU JUAN SITU, VAN DAO NGUYEN and THI BICH HANG NGUYEN, JULIAN BOZSIK, CHRISTIAN HERBERT JOSON-LIM and IRIS JUNE CALIBUGAN ADIONG, ANGELA JOY EYKELBOSH, NGUYEN THANH VUONG and TUYET NGOC DU, OM PARKASH LOOMBA and MERRAN LOOMBA, SUZANNE JUANITA KUDELSKI, YAN QIONG LU, PING HE, EDWARD LAWRENCE THUE, RICHARD CHARLES PATRICK SPENCER and DIANE MARIE SPENCER, ARTHUR SUMMERS WILLIAMSON, GARY DALE CHARTER and CRISTINA RIMANDO GAPAL, JU TAI ZHOU and YU QING LI, ZHI HAO YANG, DAISY CUETO EVANGELISTA and MARIA CHERRY EVANGELISTA, MEGAN MARY BURGHALL, NASIM BHALOO, HUI LIN DONG and LI WANG, MANSOUR MESHKI, HSIANG CHIAO HUANG, GORDON WILLIAM PATERSON, YVONNE JO-ANNE ENGLAND, GRACE JOANNA LEVSEN, PING CHOR CHAN, SO FAN LEE and TAK TAI LUI

DEFENDANTS

AMENDED RESPONSE TO CIVIL CLAIM

**Filed by:** The Owners, Strata Plan NW289 as represented by the liquidator, Crowe MacKay & Company Ltd. (the "Liquidator").

**Part 1: RESPONSE TO AMENDED NOTICE OF CIVIL CLAIM FACTS**

**Division 1 – Defendant’s Response to Facts**

1. The facts alleged in paragraphs 2, 4, 7, 10, and ~~4 to 7~~11 of Part 1 of the Amended Notice of Civil Claim are admitted.
2. The facts alleged in paragraphs 5, 6, 8, 9, 10, 12, 11, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, and ~~12~~24 of Part 1 of the Amended Notice of Civil Claim are denied.
3. The facts alleged in paragraphs 1 and 3 of Part 1 of the Amended Notice of Civil Claim are outside the knowledge of the Defendant.

**Division 2 – Defendant’s Version of Facts**

4. The defendant strata corporation, The Owners, Strata Plan NWS289 (“**Cameray Gardens**”) is comprised of 101 residential strata lots and the associated common property shown on Strata Plan NWS289 (the “**Cameray Gardens Lands**”). The Cameray Gardens Lands have municipal addresses at 3925 Kingsway and 5715 Jersey Avenue, Burnaby, British Columbia.
5. The remaining defendants are the registered owners of the 100 individual strata lots of Cameray Gardens. Cameray Gardens owns strata lot 66.
6. On February 15, 2022, Cameray Gardens held a special general meeting (the “**SGM**”) at which its members passed resolutions to wind-up the strata corporation, appoint a liquidator and authorize the marketing and sale of the Cameray Gardens Lands, subject to the requirements of section 282 of the *Strata Property Act*, S.B.C. 1998, c. 43 (the “**SPA**”).
7. At the SGM, Crowe MacKay & Company Ltd. was appointed as the liquidator of Cameray Gardens (the “**Liquidator**”).
8. In answer to paragraphs 5 and 6 of the Amended Notice of Civil Claim, the Liquidator’s authority is derived from the court’s approval of its appointment, the SPA, and the applicable provisions of the Business Corporations Act (as set out in s. 276 of the SPA).
9. ~~8.~~ On June 17, 2022, pursuant to Part 16, Division 2 of the SPA, the wind-up of Cameray Gardens and the appointment of the Liquidator were confirmed by the court (the “**Wind-Up Confirmation Order**”).

10. 9.-It is a term of the Wind-Up Confirmation Order that title to the individual strata lots of Cameray Gardens only vests in the Liquidator upon the filing in the Land Title Office of a certified copy of the Wind-Up Confirmation Order. To date, a certified copy of the Wind-Up Confirmation Order has not been filed with the LTO.

11. 10.-Upon the confirmation of its appointment, the Liquidator embarked on an effort to market and sell the Cameray Gardens Lands. As a result of that process, the Liquidator entered into a conditional purchase and sale agreement dated December 7, 2022 (the "PSA") with the plaintiff, 1038573 B.C. Ltd (the "**Purchaser**").

12. 11.-The terms of the PSA included:

- (a) The Purchase Price is \$61 million (s. 2.2);
- (b) The Purchaser is to pay a deposit of \$3 million (s. 2.3(a)) (the "**Deposit**");
- (c) The sale is conditional on the Liquidator obtain a vote of the Cameray Gardens members by April 24, 2023 approving the PSA and the sale of the Cameray Gardens Lands pursuant to section 282 of the SPA (s. 6.1(b)) (the "**Section 282 Vote**");
- (d) Upon obtaining the Section 282 Vote, the sum of \$100,000 is to be released from the Deposit to the Liquidator (s. 2.5);
- (e) Time is of the essence (s. 10.4); and
- (f) Once the PSA conditions were satisfied or waived, the completion date is to be October 25, 2023 (the "**Completion Date**") (s. 3.1).

13. Further, section 6.1(a) of the PSA provided:

6.1 The obligation of the Purchaser and the Vendor to complete the purchase of the Property on the Completion Date is subject to the following conditions precedent being satisfied, or waived if expressly permitted hereunder, in the manner and within the time provided herein:

- (a) by 4:00 p.m. (Vancouver time) on the last day of the First Conditions Period, the Purchaser will have satisfied itself in its sole discretion as to
  - (i) the physical condition of the Property, including the results of any environmental and geotechnical investigations by or on behalf of the Purchaser;



















