

COURT FILE NUMBERS 25-2731795
25-2731797
25-2731799

Clerk's Stamp

COURT COURT OF KING'S BENCH OF ALBERTA, IN
BANKRUPTCY

JUDICIAL CENTRE CALGARY

**IN THE MATTER OF THE BANKRUPTCY OF
INTERNATIONAL FITNESS HOLDINGS INC.,
INTERNATIONAL FITNESS HOLDINGS LP
AND WORLD HEALTH NORTH LP**

DOCUMENT **APPLICATION**
(Approval of Accounts and Activities, Final
Statement of Receipts and Disbursements, and
Discharge of Trustee)

ADDRESS FOR SERVICE **Osler, Hoskin & Harcourt LLP**
AND CONTACT Barristers and Solicitors
INFORMATION OF Suite 2700, Brookfield Place
PARTY FILING THIS 225 – 6th Avenue S.W.
DOCUMENT Calgary, AB T2P 1N2

Solicitors: Randal Van de Mosselaer
Phone: 403. 260.7060
Fax: 403.260.7024
Email: RVandemosselaer@osler.com
Matter: 1220658

NOTICE TO RESPONDENTS

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Justice.

To do so, you must be in Court when the application is heard as shown below:

Date: May 4, 2023

Time: 10:00 a.m.

Where: Virtual Courtroom 60 (See Schedule "A" for Virtual
Courtroom Link)

Before Whom: The Honourable Madam Justice B.E.C. Romaine

Go to the end of this document to see what else you can do and when you must do it.

Orders Sought:

1. KPMG Inc. (the “**Trustee**”), in its capacity as Trustee in Bankruptcy of International Fitness Holdings Inc., International Fitness Holdings LP, and World Health North LP (collectively the “**IFH Group**” or the “**Company**”) is seeking an Order (the “**Discharge Order**”) substantially in the form attached hereto as **Schedule “B”**:
 - a. abridging the time for service of this Application, if necessary, and declaring that this Application is properly returnable today, and that further service of this Application other than to those listed on the Service List established in these proceedings is hereby dispensed with;
 - b. approving the Trustee’s Final Statement of Receipts and Disbursements as set out in the Fifth Report of the Trustee, dated April 24, 2023 (the “**Fifth Report**”);
 - c. approving the Trustee’s accounts and the accounts of its independent counsel Osler, Hoskin & Harcourt LLP, inclusive of accrual for the fees and disbursements of the Trustee and those of its legal counsel in connection with the completion of these proceedings, including costs of this Application, all as set out in the Fifth Report;
 - d. approving the actions, conduct and activities of the Trustee as described in the Fifth Report and all other reports filed by the Trustee (and previously filed by the Proposal Trustee) in these proceedings;
 - e. upon the filing of the Trustee’s Certificate attached at **Schedule “A”** to the Discharge Order (the “**Trustee’s Certificate**”), discharging and releasing the Trustee from any and all further obligations as Trustee, except as provided in the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3 (“**BIA**”);
 - f. directing the Trustee to file the Trustee’s Certificate with the Court as soon as practicable once the IFH Group estates have been fully administered in accordance

with section 41(4) of the BIA and the Trustee has completed its final administrative tasks under the BIA; and

- g. granting such further and other relief as counsel may request and this Honourable Court may deem just.

Grounds for making this application:

2. On April 23, 2021 the IFH Group filed a Notice of Intention to Make a Proposal pursuant to Section 50.4(1) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the “**BIA**”), and the Trustee was appointed Proposal Trustee.
3. On May 27, 2021 this Honourable Court issued an order approving that certain asset sale transaction (the “**Transaction**”), which Transaction subsequently closed.
4. With the Transaction having closed, the IFH Group elected not to file a Proposal. Accordingly, upon the expiration of the stay on July 7, 2021 the IFH Group was deemed to have made an assignment into bankruptcy and the Trustee became Trustee in Bankruptcy of the IFH Group.
5. With the exception of the completion of some minor administrative tasks, the IFH Group estates have been fully administered, and it is appropriate that the Trustee be discharged as Trustee of the IFH Group upon filing of the Trustee’s Certificate confirming the completion of these administrative tasks.
6. Such further and other grounds as counsel may recommend and this Honourable Court may permit.

Affidavit or other Evidence and Materials to be used in Support of this Application:

7. The Fifth Report of the Trustee, dated April 24, 2023;
8. Evidence and Reports of the Trustee and Proposal Trustee previously filed in this Action; and
9. Such further and other evidence or materials as counsel may advise and this Honourable Court may permit.

Applicable Rules:

10. The *Alberta Rules of Court*, Alta Reg. 124/2010.

Applicable Acts and Regulations:

11. The *Bankruptcy and Insolvency Act*, RSC 1985, chap. B-3, as amended, and in particular Section 41 thereof.
12. The *Bankruptcy and Insolvency General Rules*, C.R.C., c. 368, and in particular Rule 61 thereof.

Any Irregularity Complained of or Objection Relied On:

13. None.

How the Application is Proposed to be Heard or Considered:

14. By Webex before the Honourable Madam Justice B.E.C. Romaine on May 4, 2023 at 10:00 a.m.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

Schedule “A”

Webex Confirmation B201 731795 + - PROPOSAL OF: v. INTERNATIONAL FITNESS HOLDINGS INC. PROPOSAL OF: v. INTERNATIONAL FITNESS HOLDINGS LP PROPOSAL OF: v. WORLD HEALTH NORTH LP - May 04, 2023 10:00 AM - ROMAINE, J - Confirmed

Counsel: Please ensure that all relevant parties have received Webex information.

Virtual Courtroom 60 has been assigned for the above noted matter:

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom60>

Instructions for Connecting to the Meeting

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the **Open Cisco Webex Meeting**.
4. You will see a preview screen. Click on **Join Meeting**.

Key considerations for those attending:

1. Please connect to the courtroom **15 minutes prior** to the start of the hearing.
2. Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.
3. If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.
4. **Note: Recording or rebroadcasting of the video is prohibited.**
5. **Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.**

If you are a non-lawyer attending this hearing remotely, **you must** complete the undertaking located here:

<https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

For more information relating to Webex protocols and procedures, please visit:

<https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

You can also join the meeting via the “Cisco Webex Meetings” App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

Thank you,



Court of King's
Bench of Alberta

Brent Dufault
Commercial Duty Coordinator

E: commercialcoordinator.qbcalgary@albertacourts.ca

Court of King's Bench of Alberta
Calgary Court Centre
601 5 Street SW
Calgary, Alberta T2P 5P7

Schedule “B”

COURT FILE NUMBER 25-2731795
25-2731797
25-2731799

Clerk's Stamp

COURT COURT OF KING’S BENCH OF ALBERTA, IN
BANKRUPTCY

JUDICIAL CENTRE CALGARY

APPLICANT **IN THE MATTER OF THE BANKRUPTCY OF
INTERNATIONAL FITNESS HOLDINGS INC.,
INTERNATIONAL FITNESS HOLDINGS LP
AND WORLD HEALTH NORTH LP**

DOCUMENT **ORDER
(Approval of Accounts and Activities, Final
Statement of Receipts and Disbursements, and
Discharge of Trustee)**

ADDRESS FOR SERVICE **Osler, Hoskin & Harcourt LLP**
AND CONTACT Barristers and Solicitors
INFORMATION OF Suite 2700, Brookfield Place
PARTY FILING THIS 225 – 6th Avenue S.W.
DOCUMENT Calgary, AB T2P 1N2

Solicitors: Randal Van de Mosselaer
Phone: 403.260.7060
Fax: 403.260.7024
Email: RVandemosselaer@osler.com
Matter: 1220658

DATE ON WHICH ORDER WAS PRONOUNCED: May 4, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Madam Justice
B.E.C. Romaine

UPON THE APPLICATION of KPMG Inc. (the “**Trustee**”), in its capacity as Trustee in Bankruptcy of International Fitness Holdings Inc., International Fitness Holdings LP, and World Health North LP (collectively the “**IFH Group**”); **AND UPON** reviewing the Fifth Report of the Trustee dated April 24, 2023 (the “**Fifth Report**”) and other Reports previously filed by the

Trustee and the Proposal Trustee in this Action; **AND UPON** hearing from counsel for the Trustee and counsel for any other interested party appearing at the hearing of the Application; **AND UPON** reviewing the Affidavit of Service of _____, sworn April ____, 2023;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

APPROVAL OF RECEIPTS, DISBURSEMENTS AND ACCOUNTS

2. The Trustee's accounts for fees and disbursements, as set out in the Trustee's Fifth Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Trustee's legal counsel Osler, Hoskin & Harcourt LLP ("**Osler**"), for its fees and disbursements, as set out in the Trustee's Fifth Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The Trustee's activities as set out in the Trustee's Fifth Report and in all of the other reports filed in the within Action by the Trustee and the Proposal Trustee are hereby approved.
5. The Final Statement of Receipts and Disbursements as set out in the Trustee's Fifth Report is hereby approved.

DISCHARGE OF THE TRUSTEE

6. Upon the filing of the certificate attached hereto at Schedule "A" (the "**Trustee's Certificate**"), the Trustee shall be discharged and released from any and all further obligations as Trustee, except as provided in the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3 ("**BIA**").
7. The Trustee is hereby directed to file the Trustee's Certificate with this Court as soon as practicable once the IFH Group estates have been fully administered in accordance with the BIA and the Trustee has completed its final administrative tasks under the BIA.

MISCELLANEOUS

8. The Trustee has leave to reapply to this Honourable Court for such further advice and directions as may be necessary.
9. This Order must be served only upon those interested parties attending or represented at the within application and service may be effected by Facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following the transmission or delivery of such documents.
10. Service of this Order on any party not attending this application is hereby dispensed with.

J.C.Q.B.A.

Schedule "A"

COURT FILE NUMBER	25-2731795 25-2731797 25-2731799
COURT	COURT OF KING'S BENCH OF ALBERTA, IN BANKRUPTCY
JUDICIAL CENTRE	CALGARY
APPLICANT	IN THE MATTER OF THE BANKRUPTCY OF INTERNATIONAL FITNESS HOLDINGS INC., INTERNATIONAL FITNESS HOLDINGS LP AND WORLD HEALTH NORTH LP

Clerk's Stamp

DOCUMENT	TRUSTEE'S CERTIFICATE
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ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Osler, Hoskin & Harcourt LLP Barristers and Solicitors Suite 2700, Brookfield Place 225 – 6 th Avenue S.W. Calgary, AB T2P 1N2
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Solicitors:	Randal Van de Mosselaer
Phone:	403. 260.7060
Fax:	403.260.7024
Email:	RVandemosselaer@osler.com
Matter:	1220658

This Trustee's Certificate is the certificate referred to in paragraph 6 of the Order (Approval of Accounts and Activities, Final Statement of Receipts and Disbursements, and Discharge of Trustee) of the Honourable Madam Justice Romaine, granted May 4, 2023 (the "**Order**").

Capitalized terms not otherwise defined herein shall have the meanings given to those terms in the Order.

KPMG Inc., in its capacity as Trustee in Bankruptcy of International Fitness Holdings Inc., International Fitness Holdings LP, and World Health North LP (collectively, the "**IFH Group**") and not in its personal or corporate capacity, hereby certifies that:

1. The IFH Group estates have been fully administered in accordance with the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3, and

2. The Trustee has completed all of its final administrative tasks under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c.B-3

Dated this ____ day of _____, 2023.

**KPMG Inc. In its capacity as Bankruptcy
Trustee of International Fitness Holdings
Inc., International Fitness Holdings LP
and World Health North LP and not in
its personal or corporate capacity**

NAME:

TITLE: