

No. H110166  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

BETWEEN:

2242229 ONTARIO INC.

PETITIONER

AND:

682202 B.C. LTD., KINGSWAY ARMS MANAGEMENT SERVICES INC., KINGSWAY ARMS HOLDINGS INC., KINGSWAY ARMS HOLDINGS B.C. LTD., PATRICK BYRNE also known as PATRICK CHARLES BYRNE, GRAHAM PARKER also known as GRAHAM M. PARKER also known as GRAHAM MELTON PARKER, CHAPLIN VENTURES LTD., MICHAEL CHAPLIN also known as MICHAEL R. CHAPLIN, COLTER INVESTMENTS (GP) LTD., COLTER INVESTMENTS LP also known as COLTER INVESTMENTS LIMITED PARTNERSHIP, 0780293 B.C. LTD. and HER MAJESTY THE QUEEN IN RIGHT OF CANADA

RESPONDENTS

**NOTICE OF APPLICATION**

**Name of applicant: Alvarez & Marsal Canada Inc., Court-appointed Receiver-Manager of 682202 B.C. Ltd.**

To: All Parties of Record

TAKE NOTICE that an application will be made by the Applicant to the presiding Judge at the Courthouse at 800 Smithe Street, Vancouver, British Columbia, V6Z 2E1 on Tuesday, the 15<sup>th</sup> day of April, 2014 at 9:45 a.m. for the Order as set out in Part 1 below.

**Part 1: ORDERS SOUGHT**

1. For an Order in the form of Order attached:
  - (a) approving the Receiver's receipt, disbursements, fees and legal fees of the Receiver all as set out in the Receiver's Fourth Report to the Court dated March 24, 2014;

- (b) authorizing the Receiver to pay the balance of the funds it holds to 2242229 Ontario Inc.;
  - (c) discharging the Receiver; and
  - (d) releasing the Receiver from any and all claims relating to any activities of the Receiver during the course of this receivership.
2. Such further and other relief as this Honourable Court may deem just.

**Part 2: FACTUAL BASIS**

- 1. Alvarez & Marsal Canada Inc. is the Court-appointed Receiver and Manager of 682202 B.C. Ltd.
- 2. The Receiver has completed its activities and seeks its discharge.
- 3. The Receiver's activities and fees and disbursements to the end of December, 2012 were approved by Order of Mr. Justice Cole made April 24, 2013.

**Part 3: LEGAL BASIS**

- 1. Order of Mr. Justice Sigurdson dated March 9, 2011.
- 2. Order of Mr. Justice Cole dated April 24, 2013.
- 3. Supreme Court Rules.
- 4. The inherent jurisdiction of this Honourable Court.

**Part 4: MATERIAL TO BE RELIED ON**

- 1. The pleadings filed herein to date.
- 2. The Receiver's Fourth Report to the Court dated March 24, 2014.
- 3. Such further and other materials as counsel may advise and this Honourable Court may consider.

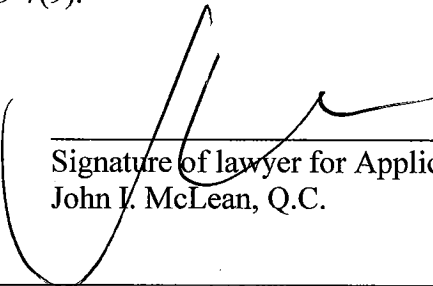
The applicant estimates that the application will take 10 minutes.

- ☐ This matter is within the jurisdiction of a master.
- ☒ This matter is not within the jurisdiction of a master.

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,

- (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 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):

Date: MARCH 25 2014

  
\_\_\_\_\_  
Signature of lawyer for Applicant  
John I. McLean, Q.C.

To be completed by the court only:

Order made

[ ] in the terms requested in paragraphs \_\_\_\_\_ of Part 1 of this notice of application

[ ] with the following variations and additional terms:

\_\_\_\_\_  
\_\_\_\_\_

Date: \_\_\_\_\_

Signature of ☐ Judge ☐ Master

#### APPENDIX

#### THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ other matters concerning document discovery

- ☐ 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

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RESPONDENTS

**ORDER MADE AFTER APPLICATION**

BEFORE

TUESDAY, THE 15<sup>TH</sup> DAY  
OF APRIL, 2014

ON THE APPLICATION of Alvarez & Marsal Canada Inc., in its capacity as Court-appointed Receiver and Manager of 682202 B.C. Ltd. (the "**Receiver**") of the assets, undertaking and property of 682202 B.C. Ltd., coming on for hearing before me this day at 800 Smithe Street, Vancouver, BC; AND ON HEARING John I. McLean, Q.C., counsel for the Receiver, and those counsel listed on Schedule "A" hereto; AND ON READING the material filed herein, including the Receiver's Fourth Report dated March 24, 2014 (the "**Report**");

THIS COURT ORDERS AND DECLARES THAT:

1. the activities of the Receiver as set out in the Report are hereby approved;
2. the fees and disbursements of the Receiver and its counsel as set out in the Report are hereby approved;
3. after the payment of the fees and disbursements of the Receiver as herein approved, the Receiver shall pay all funds remaining in its hands to 2242229 Ontario Inc.;
4. upon payment of the amounts set out in paragraph 3 hereof and upon the Receiver filing a Certificate certifying that it has completed the remaining outstanding activities described in the Report, if any, the Receiver shall be discharged as Receiver of the assets, undertaking and property of 682202 B.C. Ltd., provided notwithstanding its discharged herein:
  - (a) the Receiver shall remain Receiver for the performance of 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 Alvarez & Marsal Canada Inc. in its capacity as Receiver.
5. Alvarez & Marsal Canada Inc. is hereby released and discharged from any and all liability that Alvarez & Marsal Canada Inc. now has or may hereafter have by reason of or in any way arising out of the acts or omissions of Alvarez & Marsal Canada Inc. while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, Alvarez & Marsal Canada Inc. 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;
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 any Regulations thereto, and any other applicable enactment or in any other Order of this Court.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS NOTED ABOVE:

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Signature of lawyer for the Receiver  
John I. McLean, Q.C.  
Gowling Lafleur Henderson LLP

BY THE COURT

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Registrar

**SCHEDULE "A"**

**LIST OF COUNSEL**

<b>COUNSEL</b>	<b>ACT FOR:</b>



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LTD., PATRICK BYRNE also known as PATRICK  
CHARLES BYRNE, GRAHAM PARKER also known as  
GRAHAM M. PARKER also known as GRAHAM  
MELTON PARKER, CHAPLIN VENTURES LTD.,  
MICHAEL CHAPLIN also known as MICHAEL R.  
CHAPLIN, COLTER INVESTMENTS (GP) LTD.,  
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INVESTMENTS LIMITED PARTNERSHIP, 0780293  
B.C. LTD. and HER MAJESTY THE QUEEN IN RIGHT  
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RESPONDENTS

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**ORDER**  
(Discharge of Receiver)

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GOWLING LAFLEUR HENDERSON LLP  
Barristers & Solicitors  
2300 - 550 Burrard Street  
Vancouver, BC V6C 2B5

Tel. No. 604-683-6498  
Fax No. 604-683-3558

File No. V37590

JIM/msh

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**NOTICE OF APPLICATION  
(DISCHARGE OF RECEIVER)**

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