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McMillan LLP From: David Tsumagari

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Invoice #  
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Form 27

[Rules 6.3 and 10.52(1)]

COURT FILE NO. 1303 15731 ✓

COURT COURT OF QUEEN'S BENCH  
OF ALBERTA

JUDICIAL CENTRE EDMONTON

PLAINTIFF RIDGE DEVELOPMENT CORPORATION

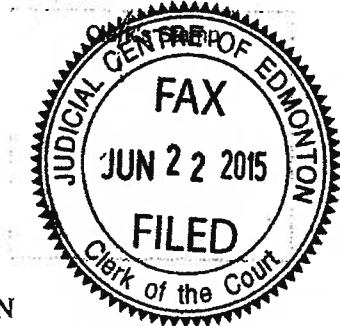
DEFENDANTS 1324206 ALBERTA LTD.

PARTY FILING THIS DOCUMENT  
ALVAREZ & MARSAL CANADA INC. IN ITS  
CAPACITY AS THE COURT APPOINTED  
RECEIVER AND MANAGER OF 1324206  
ALBERTA LTD.

DOCUMENT APPLICATION FOR FINAL DISTRIBUTION,  
APPROVAL OF RECEIVER'S FEES AND  
DISBURSEMENTS, APPROVAL OF  
RECEIVER'S ACTIVITIES AND DISCHARGE  
OF RECEIVER

ADDRESS FOR SERVICE AND CONTACT  
INFORMATION OF PARTY FILING THIS  
DOCUMENT  
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File No. 222630

**NOTICE TO RESPONDENT**

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

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

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

Date: June 30, 2015  
Time: 11:00 a.m.

Where: Edmonton Law Courts  
 Before Whom: The Honourable Mr. Justice D.R.G. Thomas

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

**Remedy claimed or sought:**

1. Alvarez & Marsal Canada Inc., in its capacity as court-appointed receiver and manager, without security (the “**Receiver**”) of 1324206 Alberta Ltd. (“**132**”) is seeking an Order, substantially in the form attached hereto as Schedule “A”:
  - a. abridging the time for, and declaring good and sufficient the service of, this Application and the third report of the Receiver dated June 22, 2015 (the “**Third Report**”) on the parties set out in the Service List attached hereto as Schedule “B”, if necessary, and dispensing with service on any party not served;
  - b. approving the Receiver’s accounts for fees and disbursements, as set out in the Third Report, without the necessity of a formal assessment of its accounts;
  - c. approving the final accounts of the Receiver’s legal counsel McMillan LLP, for its fees and disbursements, as set out in the Third Report, without the necessity of a formal assessment of its accounts;
  - d. approving and ratifying the Receiver’s activities, as set out in the Third Report and in all of its other reports filed herein, and the Statement of Receipts and Disbursements as attached to the Third Report.
  - e. authorizing the Receiver to distribute the net remaining funds it holds on behalf of 132, after making the payments authorized in paragraphs 2 and 3 of the Order, to Royal Bank of Canada as set out in paragraph 23 of the Third Report;
  - f. authorizing and empowering the Receiver to destroy any and all documents, accounting records, and other papers, records, and information related to the business affairs of 132, if not collected by any of the current directors of 132 by August 15, 2015;
  - g. declaring that on the evidence before the Court, the Receiver has satisfied its obligations under and pursuant to the terms of the Orders granted in the within proceedings up to and including the date hereof, and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omissions pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any in fraud, gross negligence or willful misconduct on the part of the Receiver. Subject to the foregoing any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.

- h. declaring that no action or other proceedings shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver, except with prior leave of this Court on Notice to the Receiver, and upon such terms as this Court may direct;
  - i. declaring that upon the Receiver filing with a Clerk of the Court a Certificate of a licensed Trustee employed by the Receiver confirming that all matters set out in paragraph 5 and paragraph 6 of the Order have been completed, the Receiver shall be discharged as Receiver of 132, provided however, that notwithstanding its discharge herein (a) the Receiver shall remain the Receiver for the performance of such 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 the Receiver in its capacity as Receiver;
  - j. declaring that the 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; and,
  - k. declaring that service of the Order on any party not attending this application is dispensed with.
2. Such further and other relief as this Court may grant.

**Grounds for making this application:**

- 3. The Receiver was appointed as receiver and manager of the Property Pursuant to the Receivership Order granted by Justice D.R.G. Thomas on November 13, 2013.
- 4. The Receiver conducted a sale of the property (the “Sale”) which was approved by this Court by an Order granted by Justice D.R.G. Thomas on November 28, 2014.
- 5. Pursuant to the order granted by Justice Thomas on March 26, 2015, the Receiver was required to retain the sum of \$275,000 pending the determination of the relative priority of the claim asserted by Trail Appliances Ltd.
- 6. Based on the information in the records of 132, other information and findings discussed in the Second Report, the Receiver is of the view that RBC has valid and enforceable security over the Property of 132, including the proceeds of the Sale.
- 7. The administration of the estate of 132 is complete and it is appropriate for the Receiver to be discharged on the terms set forth herein.
- 8. Such further and other grounds as counsel for the Receiver may advise and this Court may permit.

**Material or evidence to be relied on:**

9. The second report of the Receiver dated March 20, 2015;
10. The third report of the Receiver dated June 22, 2015; and,
11. Such further and other evidence as counsel may advise and this Court may permit.

**Applicable rules:**

12. Rules 1.3, 1.4, 6.3, 6.9, and 13.5(2) of the *Alberta Rules of Court*; and
13. Such further and other material as counsel may advise and this Court may permit.

**Applicable Acts and Regulations:**

14. The *Judicature Act*, RSA 2000, c J-2;
15. The *Business Corporations Act*, RSA 2000, c B-9; and,
16. Such further and other authority as counsel may advise and this Court may permit.

**Any irregularity complained of or objection relied on:**

17. None.

**How the application is proposed to be heard or considered.**

18. In person in Open Chambers.

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicants 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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.