IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36

- AND -

IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT, R.S.C. 1985 c. C-44

- AND -

IN THE MATTER OF THE BRITISH COLUMBIA BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57

- AND -

IN THE MATTER OF REDCORP VENTURES LTD. and REDFERN RESOURCES LTD.

EIGHTH REPORT OF THE RECEIVER ALVAREZ & MARSAL CANADA INC. (FORMERLY MCINTOSH & MORAWETZ INC.)

INTRODUCTION

1. This report (the "Eighth Report") is filed by Alvarez & Marsal Canada Inc., formerly McIntosh & Morawetz Inc. ("A&M"), in its capacity as Court-appointed Interim Receiver and Receiver (in such capacities, the "Receiver") of certain assets, undertakings and properties of Redcorp Ventures Ltd. ("Redcorp") and Redfern Resources Ltd. ("Redfern") (collectively, the "Petitioners" or the "Companies").

- 2. Pursuant to an order of the Supreme Court of British Columbia (the "Court") dated May 29, 2009 (the "Appointment Order"), A&M was appointed Receiver, without security, of the Petitioners' current and future personal assets, undertakings and properties, including all proceeds thereof, including, without limitations, all cash, money, goods, equipment, inventory, books and records, securities, choses in action, instruments, document of title, accounts, receivables, intangibles, certain mineral claims as administered by the Ministry of Energy, Mines and Petroleum Resources and certain royalty or other interests arising from oil and gas properties (collectively, the "Property").
- 3. Pursuant to the Appointment Order, the appointment of the Receiver does not extend to nor does the Property include any interest of the Companies in:
 - (a) any real property or land interests, including without limitation any interests held in accordance with titles issued in accordance with the *Land Title Act of British Columbia*, including the real property constituting the mine site known as the Tulsequah Project;
 - (b) certain Asset Backed Commercial Paper ("ABCP") secured in favour of HSBC Bank Canada ("HSBC") as described in paragraph 1 of the Order granted by this Honourable Court on April 6, 2009, save and except for any interest receivable owing in respect of the predecessor notes to the ABCP for the period prior to the Receiver's appointment;

- (c) amounts held by CIBC Mellon Trust Company in an interest escrow account and payable to the holders of the secured notes (the "Note Holders") in accordance with paragraphs 6(d) and 10(a) of the Initial Order granted on March 4, 2009; and
- (d) any amounts deposited at HSBC and Royal Bank of Canada ("RBC") or elsewhere by Redfern and secured in favour of parties in accordance with certain Safekeeping Agreements under the *Mines Act* and Standby Letters of Credit issued under the *Fisheries Act*.
- 4. On June 29, 2009, the Companies were assigned into bankruptcy and Abakhan & Associates Inc. (the "Trustee") was appointed as Trustee in Bankruptcy of the estates of each of Redcorp and Redfern. The appointment of the Trustee was affirmed at the first meetings of creditors in the bankruptcies held on July 20, 2009.
- 5. The Receiver has previously filed seven reports, as well as a supplement to its Third Report, with this Honourable Court. Summaries of the First through Seventh Reports and the supplement to the Third Report are provided in **Appendix "A"** attached.
- 6. The Receiver has also filed two applications, without a hearing and by consent, during these receivership proceedings which are also described in Appendix "A".
- 7. A copy of the prior reports of the Receiver and the prior orders of this Honourable Court can be found at the Receiver's website at www.alvarezandmarsal.com/redcorpandredfern.
- 8. All terms not otherwise defined herein shall have the meanings ascribed to them in the Receiver's prior reports.

PURPOSE OF THIS REPORT

- 9. This Eighth Report is filed in support of the Receiver's motion seeking an order from this Honourable Court:
 - (a) authorizing and directing the Receiver to direct its legal counsel, Davis LLP ("Davis"), to pay from the Guarantee Proceeds (as defined herein) \$626,253.38 to the Receiver and \$382,750.62 to the Trustee, plus accrued interest on a pro-rata basis;
 - (b) upon receipt of its allocation of the Guarantee Proceeds, authorizing and directing the Receiver to make a ninth interim distribution of \$950,000 to the Note Trustee for the Note Holders in partial payment of the Secured Notes; and
 - (c) approving the activities of the Receiver from July 4, 2011 (the date of the Seventh Report) to the date of this Eighth Report.

BACKGROUND

10. Redcorp's principal business was the acquisition, exploration and development of mineral properties, with its primary asset being a 100% interest in the Tulsequah Project located 100 km south of Atlin, British Columbia. The Tulsequah Project is a mine that was being developed for the production of gold, silver, copper, lead, and zinc. Redcorp's primary exploration and development activities were carried on through its wholly-owned subsidiary, Redfern. Redfern was the registered holder of 38 mineral rights in the Tulsequah Project comprised of 25 Crown granted mineral claims and 13 MTOs. Redfern also owned the mining equipment assets of the Companies.

LOADER AND DRILL

- 11. As described in the Second Report dated October 20, 2009, the Receiver previously brought a motion before this Court seeking an order to approve the proposed sale of two pieces of equipment, a loader and a drill (the "Equipment"), that had been purchased by Redfern from Sandvik Mining and Construction Canada Inc. ("Sandvik"). However, Sandvik disputed Redfern's title to that equipment. Following a series of discussions, the parties agreed that the Receiver would not advance that portion of the October 23, 2009 motion that related to the sale of the Equipment.
- 12. The Receiver and Sandvik subsequently entered into the Interim Settlement Agreement and two related Quit Claim Agreements, all dated September 22, 2010, wherein the parties agreed that the Receiver would coordinate the release of the Equipment to Sandvik in exchange for security equal to the Equipment's then fair market value in the form of an Irrevocable First Demand Letter of Guarantee in the amount of \$1,009,004 (the "Guarantee"), while title to the Equipment would be litigated as between the parties and determined by the Court.
- On May 12 and 13, 2011, a hearing was held before this Court (the "Title Hearing") where the Receiver and Trustee, jointly, applied for a declaration that title to the Equipment passed to Redfern from Sandvik on December 31, 2008 and remained with Redfern thereafter. On June 22, 2011, this Court granted a judgement in favour of the Receiver and Trustee allowing its application and entitling the Receiver to its costs against Sandvik (the "June 22, 2011 Judgement").

- 14. Sandvik subsequently appealed the June 22, 2011 Judgement and on April 4, 2012, an appeal hearing was held. The appeal was dismissed (the "Appeal Judgement").
- 15. The majority of the legal research and work in relation to the Equipment dispute was handled by Davis.
- 16. Following the release of the Appeal Judgement and after confirming with Sandvik's legal counsel that Sandvik would not seek leave to appeal to the Supreme Court of Canada, the full amount owing pursuant to the Guarantee was paid by Sandvik (the "Guarantee Proceeds") and held in trust by Davis while the Receiver and the Trustee worked to resolve further title issues raised by the Trustee (the Equipment was located in Alaska prior to its release to Sandvik, and, as such, the Trustee was of the view that the Equipment may not have been subject to the Note Holders' security).
- 17. With input from their respective legal counsel, the Receiver and the Trustee agreed to settle the allocation of the Guarantee Proceeds on the basis that the Note Holders' security likely attached to the loader and not the drill, as follows:
 - (a) each parties' professional fees and costs and those of its legal counsel incurred in connection with addressing title and related issues associated with the Equipment will be paid first; and
 - (b) the balance of the Guarantee Proceeds will be allocated 51% to the Receiver and 49% to the Trustee (based on the relative values of each of the loader and drill).

As such, the Receiver and Trustee have agreed that the Guarantee Proceeds will be paid out as follows:

- (a) professional fees and costs payable to the Receiver and Trustee:
 - i. \$285,188.09 (being \$20,385.20 incurred by the Receiver and \$264,802.89 incurred by Davis); and
 - ii. \$55,060.43 (being \$2,625.00 incurred by the Trustee and \$52,435.43 incurred by Owen Bird);
- (b) allocation of the balance of the funds (subject to adjustments for ongoing interest earned on the Guarantee Proceeds):
 - i. \$341,065.29 to the Receiver; and
 - ii. \$327,690.19 to the Trustee.
- 18. On a combined basis, the above payments total \$626,253.38 to the Receiver and \$382,750.62 to the Trustee.
- 19. The Guarantee Proceeds in Davis' trust account have and will continue to accrue interest until payment. It is proposed that any accrued interest be paid pro-rata in accordance with the 51%/49% allocation above.

RECEIVER'S RECEIPTS AND DISBURSEMENTS

20. The Receiver is currently holding approximately \$568,000 (CDN\$517,399 and US\$50,662) in its trust accounts, before taking into consideration the anticipated receipt of the Receiver's allocation of the Guarantee Proceeds described above.

21. A combined summary of the Receiver's receipts and disbursements for Redcorp and Redfern for the period May 29, 2009 to September 14, 2012 (the "Schedule of Receipts and Disbursements") is attached hereto as Appendix "B".

PROPOSED NINTH INTERIM DISTRIBUTION

- 22. The Court has previously approved eight interim distributions totalling \$38,275,000, including \$7,425,000 paid directly to the Note Trustee on the closing of the mineral claims Asset Purchase Agreement and \$1.5 million paid to the Note Trustee by Davis from the Permits Funds and the Licenses Funds.
- 23. The Note Holders' Committee has requested that the Receiver seek this Honourable Court's approval to make a ninth interim distribution in the amount of \$950,000 to the Note Trustee.
- 24. Based on the Receiver's combined summary of receipts and disbursements, and taking into consideration the anticipated receipt of the Receiver's allocation of the Guarantee Proceeds and hold back itemized below, the Receiver is of the view that the proposed distribution is appropriate at this time.

	As at Sept. 14, 2012 (in \$CDN 000s)
Cash on deposit in Receiver's trust accounts	\$568
Plus the Receiver's share of the Guarantee Proceeds	626
Less proposed hold back amounts: Provision for future expenses (before net future realizations on non-cash assets)	(244)
Proposed Distribution	\$950

25. As described in the First Report: (i) the Monitor's legal counsel in the CCAA proceedings provided a legal opinion to the Monitor that the security documents related to the Secured Notes (the "Security") "constitutes a valid and binding obligation of and is enforceable against the party granting same and creates a valid perfected security interest in the collateral described therein"; and (ii) the records of the Personal Property Registry record the Note Trustee as having registered its security in priority to all other registrations.

THE RECEIVER'S ACTIVITIES

- 26. Since the date of the Seventh Report, the Receiver's activities have included, among other things, the following:
 - providing periodic updates to the Note Holders' Committee on significant receivership matters;
 - continuing with efforts to market and sell the Companies' remaining equipment, including numerous discussions and correspondence with interested parties, offerors and purchasers of certain assets and coordinating the sale of various equipment assets;
 - discussions and correspondence with Davis regarding the Interim Settlement
 Agreement, the Title Hearing, the Appeal Hearing and matters related to the
 proposed allocation of the Guarantee Proceeds;
 - negotiating and entering the Liquidation and Sale Agreement with Global Sales and Appraisals Inc. to facilitate the sale of the remaining equipment;

- communicating with Redfern's former insurance broker regarding the expiry/renewal of insurance policies and reduction of coverage on the sale of assets;
- communicating with third-party storage providers and vendors regarding the storage and transfer of various equipment;
- preparing and filing required HST returns and administering various other Canadian and U.S. statutory filings;
- communicating with KPMG in respect of tax related matters;
- responding to creditor and other enquiries; and
- maintaining the schedules of the Receiver's receipts and disbursements, and managing all banking-related matters generally.

SUMMARY COMMENTS AND RECOMMENDATIONS

- 27. Following the proposed distribution, the Receiver will continue to hold approximately \$244,000 to fund future expenses, before taking into consideration further anticipated realizations from the sale of remaining equipment.
- 28. Based on the foregoing, the Receiver respectfully recommends that this Honourable Court grant an order:
 - authorizing and directing the Receiver to direct Davis to pay from the Guarantee Proceeds \$626,253.38 to the Receiver and \$382,750.62 to the Trustee, plus accrued interest on a pro-rata basis;

(b) upon receipt of its allocation of the Guarantee Proceeds, authorizing and directing

the Receiver to make a ninth interim distribution of \$950,000 to the Note Trustee

for the Note Holders in partial payment of the Secured Notes;

(c) approving the activities of the Receiver from July 4, 2011 (the date of the Seventh

Report) to the date of this Eighth Report; and

(d) granting such further and other relief as counsel may advise and this Honourable

Court may permit.

All of which is respectfully submitted this 20 day of September, 2012.

Alvarez & Marsal Canada Inc. (formerly McIntosh & Morawetz Inc.), solely in its capacity as Court-Appointed Interim Receiver and Receiver of

Redcorp Ventures Ltd. and Redfern Resources Ltd.

Per:

Alan J. Hutchens Vice-President

1 Klutcheur

SUMMARY OF REPORTS FILED BY THE RECEIVER

The Receiver has previously filed seven reports, as well as a supplement to its Third Report, with this Honourable Court, summarized as follows:

1. The Receiver's First Report to Court

The First Report of the Receiver dated June 23, 2009 (the "First Report") was filed in support of the Receiver's motion that sought, among other things, an order from this Court that authorized and directed the Receiver to make an interim distribution of \$20 million to CIBC Mellon Trust Company as Note Trustee (the "Note Trustee"), for holders of the 13% senior secured redeemable series D Notes (the "Secured Notes") in partial repayment of the Secured Notes.

On June 26, 2009, the Court granted an order that approved the First Report and granted the relief sought therein.

2. The Receiver's Second Report to Court

The Second Report of the Receiver dated August 11, 2009 (the "Second Report") was filed in support of:

- the Receiver's motion that sought, among other things, an order from this Court releasing and discharging the Administration Charge of \$1 million provided in the Appointment Order, and approving a summary Court approval process to obtain vesting orders as required; and
- (ii) the motion of the former Directors and Officers of the Companies seeking an order from this Court approving the Directors and Officers claims procedure (the "D&O Claims Procedure").

On August 20, 2009, this Court granted orders that:

(i) approved the Second Report and granted the relief sought therein;

- (ii) approved the D&O Claims Procedure; and
- (iii) approved a summary Court approval process to obtain vesting orders as required.

3. The Receiver's Third Report to Court and Supplemental Report Thereto

The Third Report of the Receiver dated October 20, 2009 (the "Third Report") was filed in support of the Receiver's motion that sought orders from this Court:

- (i) approving the Proposed Sale Transactions (as defined therein, which included the sale of two marine vessels (barges), the RDV-WHO and the RDV-KEETU) and vesting right, title and interest in the applicable assets free and clear of all liens, security interests and other encumbrances to the respective purchasers;
- (ii) partially releasing and discharging the Directors' Charge provided in the Appointment Order from \$5 million to \$915,000;
- (iii) authorizing and directing the Receiver to pay \$1,202,056.77, representing interest received on Redcorp's former ABCP investments, to the Trustee of Redcorp; and
- (iv) authorizing and directing the Receiver to make a second interim distribution of \$5.5 million to the Note Trustee for the Note Holders in partial repayment of the Secured Notes.

In a Supplement to the Third Report dated October 21, 2009 (the "Supplemental Third Report") the Receiver sought the Court's approval of the sale of the Modular Camp (as defined in the Supplemental Third Report) and an associated vesting order, as well as authorization to file a Stipulation with the U.S. Court, as Foreign Representative in the Companies' Chapter 15 Proceedings, that the Chapter 15 stay of proceedings be waived for the purposes of that specific sale transaction.

On October 23, 2009, the Court granted four orders which collectively granted the relief sought in the Third Report and the Supplemental Third Report.

4. The Receiver's Fourth Report to Court

The Fourth Report of the Receiver dated September 14, 2010 (the "Fourth Report") was filed in support of the Receiver's motion that sought orders from this Court:

- (i) approving the sale transaction proposed therein and the APA (as defined therein, which included the sale of the Tulsequah Project) for and vesting right, title and interest in the applicable assets free and clear of all liens, security interests and other encumbrances, other than Permitted Encumbrances (as defined therein) to the respective purchasers, and directing the Prince Rupert Land Title Office to transfer the fee simple interest to the Real Estate (as defined in the APA) and the undersurface rights in respect of the Mineral Claims (as defined in the APA) to the respective purchaser, and authorizing and directing the Receiver, together with the purchaser, to register a notice of the transfer of the mineral titles online claims (as defined in the APA) under the *Mineral Tenure Act*;
- (ii) authorizing and directing the Receiver to pay to the Trustee of Redcorp \$401,000 representing interest received on Redcorp's former ABCP investments;
- (iii) authorizing and directing the Receiver's legal counsel, Davis, to pay to the Trustee of Redfern \$150,341.27 (less \$12,500 to be remitted to the Receiver on account of its fees and disbursements (including legal fees)) held in the trust bank accounts of Davis, representing the net proceeds from the sale of Redfern's former oil and gas interests;
- (iv) releasing and discharging the Directors' Charge;
- (v) authorizing and directing the Receiver to make fourth and fifth interim distributions of \$850,000 and \$7.425 million, respectively, to the Note Trustee for the Note Holders in partial repayment of the Secured Notes, where the fifth interim distribution of \$7.425

- million was only authorized and directed to be made following the Closing of the sale transaction described therein; and
- (vi) approving the activities of the Receiver from October 20, 2009 (the date of the ThirdReport) to September 14, 2010 (the date of the Fourth Report).

On September 22, 2010, the Court granted two orders which collectively granted the relief sought in the Fourth Report.

5. The Receiver's Fifth Report to Court

The Fifth Report of the Receiver dated March 15, 2011 (the "Fifth Report") was filed in support of the Receiver's motion that sought orders from this Court:

- (i) approving the proposed sale transaction for the RDV Gator (the "Gator Tug"), a

 Canadian tug boat registered in Canada and moored in Juneau, Alaska (the "Gator Tug

 Sale Transaction");
- (ii) vesting in North American Construction Group Inc. (the "Purchaser") all right, title and interest in the Gator Tug free and clear of all liens, security interests and other encumbrances;
- (iii) authorizing and directing the Receiver to make a sixth interim distribution of \$1 million to the Note Trustee for holders of the Secured Notes in partial repayment of the Secured Notes and, upon receipt of the Licenses Funds (as defined in the Fifth Report), to make a further seventh interim distribution to the Note Trustee of up to \$500,000; and
- (iv) approving the activities of the Receiver from September 14, 2010 (the date of the Fourth Report) to the date of the Fifth Report.

On March 25, 2011, the Court granted two orders which collectively granted the relief sought in the Fifth Report.

6. The Receiver's Sixth Report to Court

The Sixth Report of the Receiver dated May 13, 2011 (the "Sixth Report") was filed in support of the Receiver's motion that sought orders from this Court:

- (a) approving the proposed sale transaction for eight generator sets and related equipment (collectively, the "Gensets"), some of which was stored in Juneau, Alaska, and some of which was stored in Savona, British Columbia (the "Genset Sale Transaction");
- (b) vesting in R.J. Turner and Associates Inc. all right, title and interest in the Gensets free and clear of all liens, security interests and other encumbrances;
- (c) authorizing and directing the Receiver to pay to the Trustee of Redfern \$814,971 upon closing of the Genset Sale Transaction;
- (d) authorizing and directing the Receiver to make an eighth interim distribution of \$1.5
 million to the Note Trustee for the Note Holders in partial repayment of the Secured Notes;
- (e) authorizing and directing the Receiver to direct Davis to pay NC Power Systems

 Company the sum of \$55,606, plus a per diem of \$19.26 after the date of the Sixth

 Report, in full satisfaction of its interest in the proceeds from the sale of the Gator Tug;

 and
- (f) approving the activities of the Receiver from March 15, 2011 (the date of the Fifth Report) to the date of the Sixth Report.

On May 20, 2011, the Court granted two orders which collectively granted the relief sought in the Sixth Report.

7. The Receiver's Seventh Report to Court

The Seventh Report of the Receiver dated July 4, 2011 was filed in support of the Receiver's motion that sought orders from this Court:

- (a) approving the proposed sale transaction for eight floatation cells and related equipment, including sixty 600 volt Teco-Westinghouse motors (the "Motors") (collectively, the "Float Cells") located in Juneau, Alaska, Savona, British Columbia and Edmonton, Alberta (the "Proposed Sale Transaction");
- (b) vesting in Pine Point Holding Corp. (the "Purchaser") all right, title and interest in the Float Cells free and clear of all liens, security interests and other encumbrances;
- (c) upon closing of the Proposed Sale Transaction, authorizing and directing the Receiver to direct Davis to pay to the Trustee of Redfern, the Non-BC Float Cell Proceeds (as defined herein) in the amount of \$555,508;
- (d) upon closing of the Proposed Sale Transaction, authorizing and directing the Receiver to direct Davis to pay:
 - i. \$32,770 to Teco-Westinghouse (Canada), Inc. ("Teco");
 - ii. \$18,165 to Alaska Marine Lines ("AML"); and
 - iii. \$138,600 to Global Sales & Appraisals Inc. ("GSAI"),

in full satisfaction of storage costs owing to Teco and AML, and commissions owing to GSAI; and

(e) approving the activities of the Receiver from April 29, 2011 (the date of the Sixth Report) to the date of this Seventh Report.

On July 8, 2011, the Court granted an order that approved the Seventh Report and granted the relief sought therein.

8. Applications Filed Without a Hearing and by Consent

On application by the Receiver, without a hearing and by consent, on January 12, 2010, this Honourable Court granted an order authorizing the Receiver to make a third interim distribution in the amount of \$1.5 million to the Note Trustee for the Note Holders in partial repayment of the Secured Notes.

On application by the Receiver, without a hearing, on July 22, 2010, this Court granted an order (the "Koppers Ball Mill Order"), among other things, approving the sale of certain assets ("Koppers Ball Mill Assets") by the Receiver and the Trustee to Mine Source Inc., vesting title to the Koppers Ball Mill Assets in the nominee of Mine Source Inc. free and clear of all Encumbrances (as defined in the Koppers Ball Mill Order), and directing the distribution of the proceeds to certain parties in payment of storage arrears, 40% of the net balance to the Trustee and the remainder to the Receiver to be held pending further order. The Receiver subsequently obtained an order from the Honourable Karen A. Overstreet of the United States Bankruptcy Court, Western District of Washington, pursuant to Chapter 15 of the United States Bankruptcy Code on July 27, 2010, recognizing the terms of the Koppers Ball Mill Order and vesting the Koppers Ball Mill Assets held in the United States in the name of the purchaser.

REDCORP VENTURES LTD. / REDFERN RESOURCES LTD. (In Receivership)
Consolidated Receipts and Disbursements for the period May 29, 2009 to September 14, 2012

	Redcorp Ventures Ltd.	ıres Ltd.	Redfern Resources Ltd.	urces Ltd.	TOTAL	_
	CDN\$	OSD	\$NG2	USD	CDN\$	OSN
Receipts						
Transfers from company bank accounts	30,963,473	2,226	580,696	154,444	31,544,169	156,670
Recovery of advances and refunds	126,847		341,268	5,846	468,115	5,846
Proceeds from asset sales	11,553		5,661,612	840,567	5,673,165	840,567
Tax refunds	195,000		30,000	•	225,000	•
Miscellaneous receipts	E		12,715	~	12,715	=
Total Receipts	31,296,873	2,226	6,626,291	1,000,868	37,923,164	1,003,095
Disbursements						
Interim distributions	25,500,000	,	3,850,000	•	29,350,000	1
Transfers to Trustee (ABCP interest)	1,605,607	ı	(2,500)	•	1,603,107	•
Holdbacks remitted to construction lien holders	148,517	ı	192,438	•	340,955	•
Salaries, wages and casual, including source deductions	252,121	,	81,347	123,880	333,468	123,880
Transport	1,024,415	•	42,204	38,728	1,066,619	38,728
Professional fees	2,304,260	•	1,201,239	83,147	3,505,499	83,147
Commissions	1	•	175,507	•	175,507	
Rent and property taxes	187,395		2,586	ı	189,981	٠
Maintenance and repairs	ı	1	68,884	•	68,884	•
Storage and moorage		•	395,131	680,540	395,131	680,540
Insurance	178,704	•	53,119	2,500	231,823	2,500
Utilities	17,982	ı	21,131	3,898	39,113	3,898
General and administrative	45,124	1,078	60,614	18,662	105,738	19,740
Total Disbursements	31,264,125	1,078	6,141,699	951,355	37,405,825	952,433
Net Cash Flow	32,748	1,148	484,592	49,513	517,339	50,662