

Clerk's Stamp:



COURT FILE NUMBER

24-116138
24-116139
24-2677331

COURT

COURT OF QUEEN'S BENCH OF ALBERTA
IN BANKRUPTCY AND INSOLVENCY
EDMONTON

JUDICIAL CENTRE

IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, RSC 1985, c B-3, AS
AMENDED

AND IN THE MATTER OF TLICHO LANDTRAN
TRANSPORT LTD., 1456998 ALBERTA LTD.,
146982 ALBERTA LTD., and VENTURES
WEST LIMITED PARTNERSHIP

APPLICANT

MNP LTD., IN ITS CAPACITY AS TRUSTEE
OF TLICHO LANDTRAN TRANSPORT LTD.,
1456982 ALBERTA LTD., and VENTURES
WEST LIMITED PARTNERSHIP

RESPONDENT

TLICHO LANDTRAN TRANSPORT LTD.,
1456982 ALBERTA LTD., and VENTURES
WEST LIMITED PARTNERSHIP

DOCUMENT

ORDER

CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT:

Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3 Street SW

Calgary, Alberta T2P 5C5

Attention: Jeffrey Oliver
Phone: 403-351-2921
Facsimile: 403-648-1151

File No.: 49076-13

DATE ON WHICH ORDER WAS PRONOUNCED: January 15, 2021

LOCATION OF THIS HEARING: Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice D.R. Mah

UPON the application of MNP Ltd. in its capacity as trustee in bankruptcy (in such capacity, the “**Trustee**”) of Tlicho Landtran Transport Ltd., 1456982 Alberta Ltd., and Ventures West Transport Limited Partnership (collectively, the “**Companies**”); **AND UPON** having read the Notice of Application of the Trustee, the First Report of the Trustee dated January 4, 2021 (the “**Report**”) and the Sixth Report of the Monitor dated September 2, 2020; **AND UPON** having read the CCAA Order granted by the Honourable Justice Graesser in the within proceedings on November 29, 2019, the Amended and Restated Initial Order granted in the within proceedings by the Honourable Justice Graesser on December 6, 2019 and the Assignment Order granted by the Honourable Justice Mah on September 9, 2020 in the within proceedings; **AND UPON** hearing counsel for the Trustee, and any other interested parties in attendance;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of this Application and supporting materials is hereby abridged to the time actually given, and service of notice of this Application and supporting materials is good and sufficient.
2. All terms not defined herein have the meaning ascribed to them in the First Report of the Trustee, dated January 4, 2021 or the Notice of Application.

Substantive Consolidation

3. The estates of the Companies (the “**Estates**”) shall be substantively consolidated and the Trustee shall be authorized and directed to administer the Estates on a consolidated basis for all purposes in carrying out its duties and responsibilities as trustee under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended, without limitation, as follows:
 - (a) calling and conducting any meeting of the creditors or inspectors of the Estates;
 - (b) issuing consolidated reports in respect of the Estates;
 - (c) preparing, filing, advertising and distributing any and all filings and/or notices relating to the administration of the Estates on a consolidated basis;
 - (d) establishing a single bank account for the Estates;
 - (e) establishing a single consolidated pool of assets containing all assets of the Estates; and

- (f) administering all claims and making all distributions in respect of allowed claims from the consolidated pool.
4. Court File No. 24-2677331 shall be assigned to the proceedings of the Estates (the “**Consolidated Action**”).
 5. A copy of this order shall be filed by the Trustee in the court file for each of the Estates, but any other document required to be filed in this proceeding shall hereafter only be required to be filed in the Consolidated Action.
 6. The substantive consolidation of the Estates shall not:
 - (a) affect the separate legal status and corporate structures of the Companies;
 - (b) cause the Companies to be liable for any claim for which it otherwise is not liable; or
 - (c) affect the Trustee’s right to seek to disallow any claim, including on the basis that such a claim is a duplicative claim.

Sale Approval

7. The Trustee is authorized and directed to take all steps necessary to effect the sale of the Kenworth VIN 1XKDP4EX0CR951247 via auction by IronPlanet (the “**Sale**”).
8. The Trustee is hereby authorized and directed to take all such steps, perform, consummate, implement, execute and deliver all such documents, bills of sale, assignments, conveyances, transfers, deeds, representations, indicia of title, tax elections, and instruments of whatsoever nature or kind as may be reasonably necessary or desirable for the completion of the Sale.
9. Service of this Order shall be deemed good and sufficient by:
 - (a) serving the same on the persons listed on the service list created in these proceedings;
 - (b) posting a copy of this Order on the Monitor’s website at:
<https://mnpdebt.ca/en/corporate/Engagements/ventures-west-transport-limited-partnership>

and service on any other person is hereby dispensed with.

10. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.



J.C.Q.B.A.