

Entered



COURT FILE NUMBER 2101-10276
 COURT COURT OF QUEEN'S BENCH OF ALBERTA
 JUDICIAL CENTRE CALGARY
 PLAINTIFF ROYNAT INC.
 DEFENDANTS 2127712 ALBERTA LTD., GORDON ROGER SPALDING and STEEVE TOUPIN
 APPLICANT MNP LTD. in its capacity as the Court-appointed Receiver and Manager of 2127712 ALBERTA LTD.
 DOCUMENT **APPLICATION**
 ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
 Caron & Partners LLP
 Fifth Avenue Place – West Tower
 2120, 237 – 4 Avenue S.W.
 Calgary, AB T2P 0K3
 Phone: 403-770-4023
 Fax: 403-237-0111
 Attention: Dean A. Hutchison
 Solicitors for MNP Ltd.

\$50.00
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 Apr 21 2022

NOTICE TO RESPONDENT(S):

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: Thursday, April 21, 2022
 Time: 3:00 p.m.
 Where: Court of Queen's Bench of Alberta, Calgary Courts Centre,
 601 – 5 Street SW, Calgary, Alberta
 Before Whom: The Honourable Madam Justice B.E.C. Romaine, In Chambers
 (Booked on the Commercial List) - Via WebEx

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. An abridgement, if necessary, of the time for service of this Application and materials in support thereof, and an Order declaring service of same to be good and sufficient.

2. An Order substantially in the form attached hereto as **Schedule “A”**:
 - (a) approving the Receiver's statement of receipts and disbursement for the period of August 20, 2021 to April 8, 2022 (the “**Final Statement**”) attached as Appendix “A” to the Second and Final Report of the Receiver dated April 11, 2022 (the “**Receiver's Final Report**”);
 - (b) approving the professional fees, receipts and disbursements of the Receiver and those of the Receiver's legal counsel as provided for in the Final Statement and the Receiver’s Final Report;
 - (c) approving the actions of the Receiver to date as set out in the Receiver's Final Report and all other reports of the Receiver filed in this matter;
 - (d) authorizing the Receiver to distribute funds in the manner proposed in the Receiver’s Final Report; and
 - (e) discharging and relieving MNP Ltd. from its obligations, liabilities, responsibilities and duties in its capacity as the Receiver in these proceedings upon the performance of the duties incidental to the completion of these proceedings as described in the Receiver's Final Report, and upon the Receiver filing a certificate of completion / discharge certificate substantially in the form attached as Schedule “A” to the proposed form of Order attached hereto as Schedule “A” (the “**Certificate of Completion**”).
3. An Order granting leave to the Receiver to apply to this Court for advice and directions as may be necessary to carry out the terms of any Orders granted at the within application.
4. An Order granting such other and further relief as the circumstances may require and as this Honourable Court shall deem appropriate.

Grounds for Making the Application:

A. Approval of Activities of the Receiver and Professional Fees

- (a) All of the actions of the Receiver and its legal counsel in the course of the administration of the receivership of 2127712 Alberta Ltd. (the “**Debtor**”) are reasonable and appropriate in the circumstances.
- (b) All of the actions in respect of the fees and disbursements incurred by the Receiver and its legal counsel during the course of the administration of the within proceeding are reasonable and have been validly incurred in connection with the conduct of the Receiver's obligations, including with respect to: (i) administering the estate of the Debtor; (ii) preparing the Receiver's Final Report and prior reports of the Receiver filed in this matter; and (iii) preparing and bringing the within application, as well as prior application in this matter, before this Honourable Court.

B. Approval of the Proposed Distribution

- (c) It is appropriate to authorize a final distribution of the funds of the estate of the Debtor in the manner proposed by the Receiver in the Receiver's Final Report.

C. Discharge of the Receiver

- (d) Upon the distribution of the remaining funds of the estate of the Debtor as described in the Receiver's Final Report, and upon the completion by the Receiver of the incidental administrative duties described in the Receiver's Final Report, the Receiver is not aware of any reason they should be required for any further purposes in these proceedings, and therefore should be discharged as Receiver upon the filing of the Certificate of Completion as proposed.
- (e) The discharge of the Receiver as proposed is just, appropriate and in the best interest of the administration of the receivership estate and the stakeholders affected thereby.
- (f) Such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or Evidence To Be Relied Upon:

- (a) This notice of Application, filed;
- (b) The Receiver's Second and Final Report dated April 11, 2022; filed;
- (c) The Receiver's First Report dated February 22, 2022, filed;
- (d) The Receivership Order granted by the Honourable Madam Justice B.E.C. Romaine on August 20, 2021, filed;
- (e) The Order for Approval of Receiver's Activities granted by the Honourable Madam Justice K.M. Horner on March 2, 2022, filed;
- (f) The Approval and Vesting Order (Sale by Receiver) granted by the Honourable Madam Justice K.M. Horner on March 2, 2022, filed;
- (g) All pleadings, Affidavits and other materials filed in this action;
- (h) The inherent jurisdiction of this Honourable Court to control its own process; and
- (i) Such further and other material as counsel may advise and this Honourable Court may permit.

Applicable Rules:

- (a) Rules 6.9, 6.10, 6.47(a) (d), (e) and (f), 11.27 and 13.5 of the *Alberta Rules of Court*.

Applicable Acts and Regulations:

- (a) The *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended.

How the Application is Proposed to be Heard or Considered:

- (a) Via WebEx before the Honourable Madam Justice B.E.C. Romaine, in Chambers.

WARNING TO THE RESPONDENT:

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 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.

SCHEDULE “A”

COURT FILE NUMBER 2101-10276

COURT COURT OF QUEEN’S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

PLAINTIFF ROYNAT INC.

DEFENDANTS 2127712 ALBERTA LTD., GORDON ROGER
SPALDING and STEEVE TOUPIN

DOCUMENT **ORDER FOR FINAL DISTRIBUTION,
APPROVAL OF RECEIVER'S FEES and
DISBURSEMENTS, APPROVAL OF
RECEIVER'S ACTIVITIES and
DISCHARGE OF RECEIVER**

ADDRESS FOR SERVICE Caron & Partners LLP
AND Fifth Avenue Place – West Tower
CONTACT INFORMATION 2120, 237 – 4 Avenue S.W.
OF Calgary, AB T2P 0K3
PARTY FILING THIS Phone: 403-770-4023
DOCUMENT Fax: 403-237-0111
Attention: Dean A. Hutchison
Solicitors for MNP Ltd.

DATE ON WHICH ORDER WAS PRONOUNCED: Thursday, April 21, 2022

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

ORDER

UPON THE APPLICATION of MNP Ltd. in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of all of the current and future assets, undertaking and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof, of 2127712 Alberta Ltd. (the “**Debtor**”) filed April 11, 2022 (the “**Application**”) for an Order for the final distribution of proceeds, approval of the Receiver’s fees and disbursements, approval of the Receiver’s activities and discharge of the Receiver; **AND UPON HAVING** read the Application and the Receiver’s Second and Final Report dated April 11, 2022 (the

“**Receiver’s Final Report**”), all filed, and the Affidavit of Service of Lorraine Chanasyk sworn April __, 2022, to be filed; **AND UPON IT** appearing that all interested and affected parties have been served with notice of the Application; **AND UPON HEARING** from counsel for the Receiver, and all other interested parties present; **AND UPON BEING** satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

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

APPROVAL OF THE FEES AND DISBURSEMENTS OF THE RECEIVER AND ITS LEGAL COUNSEL

2. The accounts of the Receiver for fees and disbursements, as set out in the Receiver's final statement of receipts and disbursements for the period of August 20, 2021 to April 8, 2022 (the “**Final Statement**”) attached as Appendix “A” to the Receiver's Final Report, together with the estimated fees and disbursements of the Receiver to complete the receivership of the Debtor as set out in the Final Report, are hereby approved without the necessity of the formal passing of the Receiver's accounts.
3. The accounts of the Receiver's legal counsel, Caron & Partners LLP (the “**Receiver's Legal Counsel**”), for fees and disbursements, as set out in the Final Statement, together with the estimated fees and disbursements of the Receiver’s Legal Counsel to complete the receivership of the Debtor as set out in Final Report, are hereby approved without the necessity of a formal assessment of the Receiver's Legal Counsel's accounts.

APPROVAL OF THE ACTIVITIES OF THE RECEIVER

4. The activities of the Receiver as set out in the Receiver's Final Report and in all of the other reports of the Receiver filed herein, are hereby ratified and approved.

APPROVAL OF FINAL STATEMENT AND DISTRIBUTION

5. The Final Statement is hereby approved, and the Receiver is hereby authorized and directed to distribute funds in the manner proposed in the Final Statement.

DISCHARGE OF THE RECIEVER

6. 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 omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any fraud, gross negligence or willful misconduct on the part of the Receiver, or with leave of the Court. Subject to the foregoing, any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.
7. 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.
8. Upon the Receiver filing with the Clerk of the Court of an executed Certificate of Completion substantially in form attached as **Schedule "A"**, then the Receiver shall be discharged as receiver and manager of the Debtor, provided however that notwithstanding its discharge herein:
 - (a) the Receiver shall remain receiver of the Debtor for the performance of such incidental duties as may be required to complete the administration of the receivership of the Debtor 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 stay of proceedings in favour of the Receiver in its capacity as receiver of the Debtor.

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 the Application is hereby dispensed with.

Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A"

COURT FILE NUMBER	2101-10276
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PLAINTIFF	ROYNAT INC.
DEFENDANTS	2127712 ALBERTA LTD., GORDON ROGER SPALDING and STEEVE TOUPIN
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	CARON & PARTNERS LLP Barristers & Solicitors Fifth Avenue Place – West Tower 2120, 237 – 4th Avenue S.W. Calgary, Alberta T2P 4K3 Phone: 403-770-4023 Fax: 403-237-0111 Attention: Dean A. Hutchison Solicitors for MNP Ltd.

CERTIFICATE OF COMPLETION / DISCHARGE CERTIFICATE

The undersigned hereby certifies for the purposes of the Order made on the 21st day of April, 2022 by the Honourable Madam Justice B.E.C. Romaine (the "**Discharge Order**") in the matter of the receivership of 2127712 Alberta Ltd. under Court File No.: 2101-10276, that the net proceeds of the receivership estate of 2127712 Alberta Ltd. have been distributed in accordance with the terms of the Discharge Order as approved by the Court of Queen's Bench of Alberta; and

The undersigned is now discharged as the Receiver of 2127712 Alberta Ltd.

Dated this ___ day of _____, 202__.

**MNP Ltd., in its capacity as Court-appointed Receiver of
2127712 Alberta Ltd. and not in its personal capacity.**

Per: _____

Name:

Title: