

COURT FILE NUMBER 2003-06728
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFFS **ROMSPEN MORTGAGE LIMITED
PARTNERSHIP AND ROMSPEN
INVESTMENT CORPORATION**
DEFENDANTS **3443 ZEN GARDEN LIMITED
PARTNERSHIP, LOT 11 GP LTD., LOT 11
LIMITED PARTNERSHIP, ECO-
INDUSTRIAL BUSINESS PARK INC.,
ABSOLUTE ENERGY RESOURCES INC.,
ABSOLUTE ENVIRONMENTAL WASTE
MANAGEMENT INC. AND DANIEL
ALEXANDER WHITE**
DOCUMENT **AFFIDAVIT**



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Josef G.A. Krüger, QC/Kevin E. Barr
Telephone: 403.232.9563/9786
Facsimile: 403.266.1395
Email: jkruger@blg.com/kbarr@blg.com
File Number: 443063-000012

AFFIDAVIT OF WESLEY ROITMAN

Sworn on April 24, 2020

I, **WESLEY ROITMAN**, of the City of Toronto, in the Province of Ontario, **SWEAR AND SAY THAT:**

1. I am Managing General Partner of the Plaintiff, Romspen Investment Corporation, which is the manager and administrative agent for the Plaintiff, Romspen Mortgage Limited Partnership ("RMLP", and collectively, "**Romspen**"). As such, I have personal knowledge of the matters hereinafter deposed to, except where stated to be based on information and belief, and where so stated I verily believe the same to be true.
2. This Affidavit has been sworn during the COVID-19 pandemic. Accordingly, in an effort to streamline the amount of paper being produced, I have intentionally only appended critical documents as exhibits. To the extent that this Honourable Court or any of the parties hereto require copies of any other documents referenced herein, those will be provided by email upon request.

KRB

3. I have previously sworn affidavits in these proceedings on March 30, 2020 (the "**First Affidavit**"), on April 1, 2020 and on April 17, 2020. Unless otherwise indicated, capitalised terms used herein have the meanings given to them in my First Affidavit.

4. I make this Affidavit in support of the relief sought in the Application of Romspen, re: Extension of Interim Monitor (the "**Application**"), and for no other purpose.

Appointment of Interim Monitor

5. On April 2, 2020, the Honourable Associate Chief Justice K.G. Nielsen pronounced an Order (the "**Interim Monitor Order**") entitling Romspen to appoint an interim monitor (the "**Interim Monitor**"), of its choice, to monitor the business and operations of GP, LP, Eco-Industrial, Absolute Energy, Absolute Environmental (collectively, the "**Corporate Respondents**").

6. In particular, I understand that the Interim Monitor Order provides, among other things, that:

- (a) management of the Corporate Respondents shall cooperate and provide information to the Interim Monitor;
- (b) the Interim Monitor shall have full transparency of all the Corporate Respondents' business operations and assets, including the ability to observe the operations of the Corporate Respondents;
- (c) the Interim Monitor shall have access to all the business records of the Corporate Respondents;
- (d) the Interim Monitor shall be entitled to be physically present at the business premises of the Corporate Respondents; and
- (e) the Interim Monitor Order shall remain in place for a period of 30 days unless varied by this Honourable Court.

7. Given the urgent need to preserve and monitor the property of the Corporate Respondents, in respect of which Romspen has first-ranking security interests, Romspen appointed MNP Ltd. ("**MNP**") as Interim Monitor without delay on April 3, 2020.

Requests for Information and Access to the Corporate Respondents

8. On April 3, 2020, counsel to Romspen requested that the Corporate Respondents advise who the Interim Monitor should use as its contact person for gaining access to the business premises, and for collecting information relevant to its analysis.

YSS

9. I am advised that counsel to Romspen repeated such requests by email of April 6, 2020 and again by email of April 7, 2020. In this correspondence, counsel to Romspen emphasized the urgent need for the contact name to be provided to the Interim Monitor.

10. Despite these repeated requests, the Corporate Respondents did not provide a contact person for the Interim Monitor until April 8, 2020, when they advised that Gary Vandepol, the President of Absolute Environmental, would be the contact person. At the same time, counsel to the Corporate Respondents also advised that Mr. Vandepol was currently on the island of Aruba, and that it was "unclear" when he would be able to return to Canada.

11. True copies of the correspondence between Romspen's counsel and counsel to the Corporate Respondents, between April 3 and 8, 2020, discussing the contact person for the Interim Monitor are attached hereto as **Exhibit "A"**.

12. Once Romspen learned that Mr. Vandepol would be the contact point, Romspen advised the Interim Monitor of the same, and the Interim Monitor immediately emailed a preliminary information request (the "**Information Request**") to Mr. Vandepol on April 8, 2020.

13. However, I understand that the Interim Monitor received no substantive response to the Information Request from Mr. Vandepol until late on April 17, 2020. Specifically, I understand that Mr. Vandepol provided the Interim Monitor only a few bank statements on April 17, 2020, which were incomplete and did not in any event address all of the Information Request.

14. I have reviewed a letter of the Interim Monitor's counsel dated April 20, 2020, and do verily believe that the delays and lack of cooperation on the part of Mr. Vandepol now means that the Interim Monitor will be unable to undertake a fulsome monitoring, review and analysis of the Corporate Respondents' business by the current expiry of the Interim Monitor Order on May 2, 2020. A true copy of the letter of the Interim Monitor's counsel, dated April 20, 2020, is attached hereto as **Exhibit "B"**.

15. Romspen will be materially prejudiced if the Interim Monitor is prevented from completing its analysis and reporting.

Litigation Steps for Receivership Application

16. I am further advised by my counsel that the Interim Monitor Order contemplates that Romspen will be entitled to question Mr. Vandepol on an affidavit he swore on April 1, 2020 (the "**Vandepol Affidavit**"). Mr. Vandepol swore the Vandepol Affidavit in opposition to Romspen's Application for Appointment of a Receiver filed on March 31, 2020 (the "**Receivership Application**").

KSB

17. In addition to questioning on the Vandepol Affidavit, Romspen may wish to examine Mr. Vandepol in respect of information provided to the Interim Monitor. That determination has not yet been made as the Corporate Respondents have substantively failed to comply with the Interim Monitor's Information Request. Accordingly, any questioning of Mr. Vandepol at this stage would be preliminary and incomplete.

18. I do verily believe that the questioning of Mr. Vandepol should occur before the Interim Monitor Order expires and before this Honourable Court determines the Receivership Application.

19. Yet, in the present circumstances, I understand that Romspen's questioning of Mr. Vandepol is unlikely to occur before, at the very earliest, April 27, 2020, with corresponding delays to the hearing for the Receivership Application.

20. Simply put, I am seriously concerned that the Interim Monitor Order will expire before this Honourable Court determines the Receivership Application. As detailed in my First Affidavit, the amount owing to Romspen by the Respondents exceeds USD \$96 million, which is secured by the property of the Corporate Respondents. Thus, Romspen may be materially prejudiced if the property of the Corporate Respondents is not monitored until the Receivership Application is determined.

21. Romspen has made its affiants available for questioning in a timely manner. Specifically, I was questioned on my prior affidavits on April 21, 2020. Likewise, Karin Duemler was questioned on her affidavits on April 21, 2020. The Corporate Respondents' counsel made numerous undertaking requests during our questioning of April 21, 2020, which we will seek to address as soon as practicable.

Extension of Interim Monitor Order

22. In light of the foregoing, I do verily believe that it is just, equitable and necessary for MNP's appointment as Interim Monitor to be extended for at least 60 days. Specifically, an extension is necessary:

- (a) for the Corporate Respondents to respond to the Information Request of the Interim Monitor;
- (b) to enable the Interim Monitor to review and analyse the information received from the Corporate Respondents, and provide Romspen and this Honourable Court with a report of the same; and
- (c) to enable the litigation steps for the Receivership Application to be completed and for the Receivership Application to be heard.

KOB

23. As of the date hereof, I understand that Mr. Vandepol remains in Aruba and there is no timeline for his return to Canada. I am further advised by my counsel that it is doubtful that Mr. Vandepol has access to adequate internet and other technology required for his questioning to be conducted remotely while he is in Aruba. Thus, I believe an extension of the Interim Monitor Order of at least 60 days is appropriate.

Conclusion

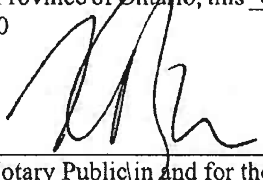
24. This Affidavit was sworn using video technology due to the COVID-19 pandemic. I did not swear this Affidavit in the physical presence of the Commissioner for Oaths.

25. In advance of swearing this Affidavit, I have shown the Commissioner for Oaths the front and back of my current government-issued photo identification.

26. I do verily believe that this Affidavit has been sworn in compliance with NPP#2020-02 issued by the Court of Queen's Bench on March 25, 2020.

27. I make this Affidavit in support of the relief sought in the Application and for no other purpose. I am authorized to swear this Affidavit on behalf of Romspen.

SWORN BEFORE ME at the City of Toronto, in)
the Province of Ontario, this 24 day of April,)
2020)



WESLEY ROITMAN

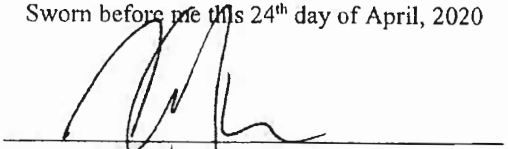
A Notary Public in and for the Province of)
Ontario)

Aruba

KEVIN E. BARR
Barrister & Solicitor

KCB

This is **Exhibit "A"** referred to
in the Affidavit of Wesley Roitman
Sworn before me this 24th day of April, 2020



A Notary Public in and for
the Province of ~~Ontario~~.

ABOLTA

KEVIN E. BARR
Barrister & Solicitor

Keb

From: Barr, Kevin
Sent: April 3, 2020 2:30 PM
To: 'Hillson, Jonathan' <jon.hillson@dentons.com>
Cc: Kruger, Josef G. A. <JKruger@blg.com>
Subject: Zen Garden

Jon,

This will confirm our telephone conversation. With all that is going on, I thought that it would be helpful to summarize our conversation.

1. I am working on an Order – we should have something to you over the weekend;
2. You are going to follow up with Mr. Vandepol as to when he anticipates leaving Aruba and returning to Canada – we both agree that it will be very difficult to complete his cross-examination while he is there given bandwidth and other issues;
3. You will inquire of Mr. Vandepol as to who the Monitor can speak to on-site;
4. You are looking at the scope of the Monitor's powers – you indicated that you have concerns as to whether the Monitor can look backwards or whether he can only focus on things moving forward (I'm sure that you understand our position based on the Affidavit evidence);
5. I have confirmed with Ms. Duemler that she is available – she has an old computer with no camera and, as such, she will probably come to Calgary to be examined;
6. Mr. Roitman is available almost anytime;
7. I am going to inquire of Dicta regarding the software that they use – we want to be able to look at documents on the screen.

If I have mis-stated anything above, please let me know.

Please note that I have not copied Mr. Payne with this email. If you think that he should be copied, please let me know.

KOB

As always, good to speak with you. There are going to be some challenges on this in light of the world's current circumstances however, I have no concerns about us being able to get along and cooperate to move this matter forward.

Have a good weekend.

Kevin



Borden Ladner Gervais

Kevin Barr

Partner

T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

BLG | Canada's Law Firm

Calgary | Montréal | Ottawa | Toronto | Vancouver

blg.com | To manage your communication preferences or unsubscribe, please click on blg.com/mypreferences/

Borden Ladner Gervais LLP

This message is intended only for the named recipient. This message may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination or copying of this message by anyone other than a named recipient is strictly prohibited. If you are not a named recipient or an employee or agent responsible for delivering this message to a named recipient, please notify us immediately, and permanently destroy this message and any copies you may have. Warning: Email may not be secure unless properly encrypted.

KCB

From: Barr, Kevin
Sent: April 6, 2020 1:58 PM
To: 'Hillson, Jonathan' <jon.hillson@dentons.com>
Subject: Zen Garden

Jon,

I'm sure that you have a lot on your plate.

We can get the Order finalized when you have a moment and we can get examinations scheduled.

My biggest priority right now is to get contact information for the person that the Interim Monitor can contact on site. I appreciate that Mr. Vandepol is in the Carribean and you might be having trouble reaching him.

I am just following up on that one point. Not trying to pressure or hassle you.

Kevin



Kevin Barr
Partner
T 403.232.9786 | KBarr@blg.com
Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

BLG | Canada's Law Firm
Calgary | Montréal | Ottawa | Toronto | Vancouver
blg.com | To manage your communication preferences or unsubscribe, please click on blg.com/mypreferences/

Borden Ladner Gervais LLP
This message is intended only for the named recipients. This message may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination or copying of this message by anyone other than a named recipient is strictly prohibited. If you are not a named recipient or an employee or agent responsible for delivering this message to a named recipient, please notify us immediately, and permanently destroy this message and any copies you may have. Warning: Email may not be secure unless properly encrypted.

KSB

From: Barr, Kevin
Sent: April 7, 2020 4:16 PM
To: 'Hillson, Jonathan' <jon.hillson@dentons.com>
Cc: Roderick Payne <rodph@hplegal.ca>; Kruger, Josef G. A. <JKruger@blg.com>
Subject: RE: Romspen Investment Corporation v White et al (Barr file: 443063-12)(Dentons file: 580694-1)

Jon,

Josef and I have reviewed your draft Order. With much respect, it is our view that it is not reflective of what ACJ Nielsen ordered.

How do you wish to proceed to finalize the terms of the Order? It seems to me that we can send our respective versions to Justice Nielsen and ask him if he wishes to hear further submissions or we can try to book some time before him. Please provide me with your thoughts.

I note that I have still not heard from either you or Mr. Payne regarding a contact at the site for MNP to coordinate with. MNP is ready and able to go. As you know, the Order was granted for a period of 30 days. 5 days have now passed with no ability to access the site. I assume that you will agree to extend the Order accordingly. I believe that should be reflected in the Order.

Kevin

Kevin Barr
Partner
T 403.232.9786 | KBarr@blg.com
Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P0R3

BLG | Canada's Law Firm

KCB

Calgary | Montréal | Ottawa | Toronto | Vancouver
blg.com | To manage your communication preferences or unsubscribe, please click on blg.com/mypreferences/

Borden Ladner Gervais LLP

This message is intended only for the named recipients. This message may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination or copying of this message by anyone other than a named recipient is strictly prohibited. If you are not a named recipient or an employee or agent responsible for delivering this message to a named recipient, please notify us immediately, and permanently destroy this message and any copies you may have. Warning: Email may not be secure unless properly encrypted.

From: Hillson, Jonathan <jon.hillson@dentons.com>
Sent: April 7, 2020 3:45 PM
To: Barr, Kevin <KBarr@blg.com>
Cc: Roderick Payne <rodip@hplegal.ca>
Subject: Romspen Investment Corporation v White et al (Barr file: 443063-12)(Dentons file: 580694-1)

Good afternoon Kevin,

I have reviewed the form of Order that you previously circulated. I have also incorporated the comments that Mr Payne previously shared with me. The comments / proposed revisions appear in red in the attached Order.

My comments can be summarized as follows:

- the Romspen Order defined Mr White, Absolute Environmental, etc as "the debtors". That – in my view - is an unfair term as it has never been established that they owe any money to Romspen. As a result, I took out the word debtors and replaced it with the more neutral term "Respondents";
- I have modified the language which partially vacates the October 25, 2019 stay of Mr Justice Gill;
- I have deleted the reference to Section 47 from Paragraph 5 of the Order. Justice Nielsen certainly made reference to Section 47 of the *Bankruptcy and Insolvency Act* during the hearing but Section 47 outlines the powers of an Interim Receiver. If I understand your comments from earlier today, you are of the view that the Monitor will have the powers that are outlined in Section 47 of the *Bankruptcy and Insolvency Act*. That - in my view – is incorrect as if Justice Nielsen intended the Monitor to have the powers of an Interim Receiver that are outlined in Section 47, he would have appointed an Interim Receiver. His Lordship, however, specifically declined to do that.

Happy to discuss if you wish. I am at 780-904-4821.

 Jonathan Hillson
Partner

Our **COVID-19 Client Resources Hub** is available to the public, part of Dentons' global commitment to help our clients and our communities navigate this pandemic's legal and business challenges.

D +1 780 423 7194
jon.hillson@dentons.com
[Bio](#) | [Website](#)

Dentons Canada LLP
2500 Stantec Tower, 10220 - 103 Avenue NW Edmonton, AB T5J 0K4 Canada

Lee International > Kensington Swan > Bingham Greenebaum > Cohen & Grigsby > Sayarh & Menjra > Larrain Rencoret > Hamilton Harrison & Mathews > Mardemootoo Balgobin > HPRP > Zain & Co. > Delany Law > Dinner Martin > For more information on the firms that have come together to form Dentons, go to dentons.com/legacyfirms

Dentons is a global legal practice providing client services worldwide through its member firms and affiliates. This email may be confidential and protected by legal privilege. If you are not the intended recipient, disclosure, copying, distribution and use are prohibited; please notify us immediately and delete this email from your systems. To update your commercial electronic message preferences email dentonsinsightsca@dentons.com or visit our website. Please see dentons.com

KCB

From: Hillson, Jonathan <jon.hillson@dentons.com>
Sent: April 8, 2020 7:35 AM
To: Barr, Kevin <KBarr@blg.com>
Cc: 'Roderick Payne' <rodp@hplegal.ca>
Subject: Romspen Investment Corporation v White et al (Barr file: 443063-12)(Dentons file: 580694-1)

Good morning Kevin,

I have heard from Mr Vandepol and he advises that he would be the contact person for the Monitor for coordinating site visits and dealing with personnel on site.

Although Mr Vandepol is still in Aruba and is unclear when he will be able to return to Canada, he has ready access to email, phone and – as we have discussed – videoconference capabilities.

Please call me if you have any questions



Jonathan Hillson
Partner

Our **COVID-19 Client Resources Hub** is available to the public, part of Dentons' global commitment to help our clients and our communities navigate this pandemic's legal and business challenges.

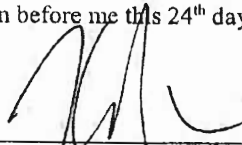
D +1 780 423 7194
jon.hillson@dentons.com
[Bio](#) | [Website](#)

Dentons Canada LLP
2500 Stantec Tower, 10220 - 103 Avenue NW Edmonton, AB T5J 0K4 Canada

Lee International > Kensington Swan > Bingham Greenebaum > Cohen & Grigsby > Sayarh & Menjra > Larrain Rencoret > Hamilton Harrison & Mathews > Mardemootoo Balgobin > HPRP > Zain & Co. > Delany Law > Dinner

KCB

This is **Exhibit "B"** referred to
in the Affidavit of Wesley Roitman
Sworn before me this 24th day of April, 2020



A Notary Public in and for
the Province of ~~Ontario~~

ALBERTA

KEVIN E. BARR
Barrister & Solicitor

KCB

Osler, Hoskin & Harcourt LLP
Suite-2500, TC Energy Tower
450 – 1st Street S.W.
Calgary, Alberta, Canada T2P 5H1
403.260.7000 MAIN
403.260.7024 FACSIMILE

OSLER

Toronto

April 20, 2020

Montréal

Calgary

Ottawa

Vancouver

New York

Randal Van de Mosselaer
Direct Dial: 403.260.7060
rvandemosselaer@osler.com
Our Matter Number: 1209810

SENT BY EMAIL: KBARR@BLG.COM

Borden Ladner Gervais LLP
1900, 520 Third Avenue S.W.
Calgary, Alberta T2P 0R3

Attention: Kevin Barr

Dear Sir;

Re: Romspen Mortgage Limited Partnership and Romspen Investment Corporation (collectively “Romspen”) v. Absolute Energy Resources Inc. et al, Court of Queen’s Bench of Alberta Action No. 2003-06728 (the “Action”)

As you are aware, we are counsel to MNP Ltd. in its capacity as Interim Monitor (the “Interim Monitor”), having been engaged to act in such capacity by Romspen pursuant to the April 2, 2020 Order (the “Order”) of Associate Chief Justice K. G. Nielsen granted in the Action. While we understand that a copy of the Order arising from Justice Nielsen’s April 2, 2020 Order has not yet been filed with the Court, we understand that on April 2, 2020 Justice Nielsen directed (amongst other things) that:

- The Interim Monitor was to monitor the business operations of Lot 11 GP Ltd., Lot 11 Limited Partnership, Eco-Industrial Business Park Inc., Absolute Energy Resources Inc., Absolute Environmental Waste Management Inc. and Daniel Alexander White (collectively the “Debtors”)
- Management of the Debtors was directed to cooperate and provide information to the Interim Monitor such that the Interim Monitor would have full transparency of all the Debtors’ business operations and assets,
- The Interim Monitor was to have access to all the business records of the Debtors, and
- The Order was to expire within 30 days, subject to further order of the Court.

We write to update you on the Interim Monitor’s efforts and steps taken since the granting of the Order on April 2.

KB

1. The Interim Receiver was first provided with contact information for an individual at the Debtors on April 8 when the Debtors' counsel advised by email that the appropriate contact person would be a Gary Vandepol, and provided Mr. Vandepol's contact information. Enclosed is a copy of an April 8 email from the Debtor's counsel to your office, and from your office to the Interim Monitor, in this regard.
2. That same day, the Interim Monitor sent Mr. Vandepol an email with a preliminary information request (the "Information Request") for the information and documents that the Interim Monitor required from the Debtors. Enclosed is a copy of the Interim Monitor's April 8 email with the Information Request to Mr. Vandepol.
3. Later that same day the Interim Monitor received an email from Mr. Vandepol in response to the Interim Monitor's earlier email, advising (amongst other things) that: (a) he was limited in how quickly he would be able to provide the Interim Monitor with the information listed in the Information Request, (b) he wanted a copy of the Order, and (c) he wanted to see a copy of the Interim Monitor's scope of work. A copy of that April 8 email from Mr. Vandepol is enclosed with this letter.
4. The Interim Monitor responded to this email (and the various requests) from Mr. Vandepol by email dated April 8. A copy of the Interim Monitor's email is enclosed with this letter.
5. On April 13 the Interim Monitor had not received any of the information listed in the Information Request, and so sent an email to Mr. Vandepol asking when that information would be received. On that same day Mr. Vandepol responded saying that he has "been working on it diligently" and that the Interim Monitor "should start getting info . . . starting tomorrow." A copy of this April 13 email exchange is enclosed with this letter.
6. As at April 16 the Interim Monitor still had not received any of the information which had been requested on April 8. The Interim Monitor therefore sent a follow-up email to Mr. Vandepol on April 16, and a copy of that email is enclosed with this letter.
7. At 6:24 p.m. on April 17 the Interim Monitor received an email from Mr. Vandepol attaching various bank statements. A copy of that email is enclosed with this letter. Having reviewed the bank statements which were attached to this letter, the Interim Monitor determined that they were:

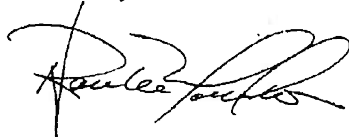
- a. CIBC bank statements for Absolute Environmental Waste Management Inc. from June 2018 to April 2020, and
- b. CIBC bank statements for Eco-Industrial Business Park Inc. from April 2018 to April 2020.

As such, this represents only a small portion of the information which had been requested by the Interim Monitor in the Information Request.

8. On April 18, the Interim Monitor replied to Mr. Vandepol's April 17 email, asking some preliminary questions with respect to the bank statements that had been provided on April 17. A copy of that email is enclosed with this letter. As of the writing of this letter, no response has been received in response to the Interim Monitor's April 18 email.
9. As of the writing of this letter, the Interim Monitor has not had any further response from Mr. Vandepol and has not received any of the additional information which had been requested by the Interim Monitor in the April 8 Information Request beyond the bank statements described above. The bank statements which have been provided fall well short of the information required by the Monitor to permit it to undertake a fulsome monitoring of the Debtors' business operations. As a result, the Interim Monitor now finds itself in a position where even if the balance of the information in the Information Request were provided immediately it is unlikely that the Interim Monitor would have enough time to fully review and analyze such information, have any follow-up questions answered, and be able to provide its report to Romspen before the 30 day expiry of the Order.

We wanted to bring the foregoing to your attention.

Yours truly,



Randal Van de Mosselaer

Enclosure

cc: Interim Monitor

From: Hillson, Jonathan <jon.hillson@dentons.com>
Sent: April 8, 2020 8:40 AM
To: Barr, Kevin <KBarr@blg.com>
Cc: 'Roderick Payne' <rodip@hplegal.ca>; Kruger, Josef G. A. <JKruger@blg.com>
Subject: Romspen Investment Corporation v White et al (Barr file: 443063-12)(Dentons file: 580694-1)

Hi Kevin,

I attach a v-Card for Mr Vandepol. I will comment on the request for an extension in a subsequent email.

Thanks

 Jonathan Hillson
Partner

Our **COVID-19 Client Resources Hub** is available to the public, part of Dentons' global commitment to help our clients and our communities navigate this pandemic's legal and business challenges.

D +1 780 423 7194
jon.hillson@dentons.com
[Bio](#) | [Website](#)

Dentons Canada LLP
2500 Stantec Tower, 10220 - 103 Avenue NW Edmonton, AB T5J 0K4 Canada

Lee International > Kensington Swan > Bingham Greenebaum > Cohen & Grigsby > Sayarh & Menjra > Larraín Rencoret > Hamilton Harrison & Mathews > Mardemootoo Balgobin > HPRP > Zain & Co. > Delany Law > Dinner Martin > For more information on the firms that have come together to form Dentons, go to dentons.com/legacyfirms

Dentons is a global legal practice providing client services worldwide through its member firms and affiliates. This email may be confidential and protected by legal privilege. If you are not the intended recipient, disclosure, copying, distribution and use are prohibited; please notify us immediately and delete this email from your systems. To update your commercial electronic message preferences email dentonsinsightsca@dentons.com or visit our website. Please see dentons.com for Legal Notices.

From: Barr, Kevin <KBarr@blg.com>
Sent: April 8, 2020 8:31 AM
To: Hillson, Jonathan <jon.hillson@dentons.com>
Cc: 'Roderick Payne' <rodip@hplegal.ca>; Kruger, Josef G. A. <JKruger@blg.com>
Subject: RE: Romspen Investment Corporation v White et al (Barr file: 443063-12)(Dentons file: 580694-1)

Jon,

Thanks for this.

Can you please provide me with a telephone number and email address to reach Mr. Vandepol and I will pass that on to MNP.

LEGAL_CAL:14704931.1

KCJ

Also, I will await your position on how to address the form of Order. Importantly, please advise as to your position on an agreed 5 day extension of the initial 30 day period as it took you office 5 full days to provide us with the name of the contact person so that MNP can access the site (and we still don't have actual contact information).

Thanks, Kevin

Kevin Barr

Partner

T 403.232.9786 | KBarr@blg.com

Centennial Place, East Tower, 1900, 520 – 3rd Ave. SW, Calgary, AB, Canada T2P 0R3

BLG | Canada's Law Firm

Calgary | Montréal | Ottawa | Toronto | Vancouver

blg.com | To manage your communication preferences or unsubscribe, please click on blg.com/mypreferences/

Borden Ladner Gervais LLP

This message is intended only for the named recipients. This message may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination or copying of this message by anyone other than a named recipient is strictly prohibited. If you are not a named recipient or an employee or agent responsible for delivering this message to a named recipient, please notify us immediately, and permanently destroy this message and any copies you may have. Warning: Email may not be secure unless properly encrypted.

From: Hillson, Jonathan <jon.hillson@dentons.com>

Sent: April 8, 2020 7:35 AM

To: Barr, Kevin <KBarr@blg.com>

Cc: 'Roderick Payne' <rodpp@hplegal.ca>

Subject: Romspen Investment Corporation v White et al (Barr file: 443063-12)(Dentons file: 580694-1)

Good morning Kevin,

I have heard from Mr Vandepol and he advises that he would be the contact person for the Monitor for coordinating site visits and dealing with personnel on site.

Although Mr Vandepol is still in Aruba and is unclear when he will be able to return to Canada, he has ready access to email, phone and – as we have discussed – videoconference capabilities.

Please call me if you have any questions



Jonathan Hillson

Partner

Our **[COVID-19 Client Resources Hub](#)** is available to the public, part of Dentons' global commitment to help our clients and our communities navigate this pandemic's legal and business challenges.

D +1 780 423 7194

jon.hillson@dentons.com

[Bio](#) | [Website](#)

Dentons Canada LLP

2500 Stantec Tower, 10220 - 103 Avenue NW Edmonton, AB T5J 0K4 Canada

KOL

From: "Kroegerd@telus.net" <kroegerd@telus.net>
To: Gvandepol@symmetryinc.com
Cc: "Aylwardkarene" <aylwardkarene@gmail.com>
Sent: Wednesday, April 8, 2020 9:02:49 AM
Subject: Absolute Environmental et al

Good morning Mr. Vandepol. As you may or may not know, MNP Ltd. Has been retained by Romspen to monitor the business and assets of the Absolute Environmental and its related companies in accordance with the Court Order that was granted last week. Myself and Ms Karen Aylward will be undertaking this engagement on behalf of MNP. We have prepared the attached preliminary information list which information we request be provided to us as soon as possible. Please do not wait until you have all the information before you submit it to us. We anticipate the information provided will generate further questions which we understand should be directed through you.

Should you have any questions please contact me at 403 870 1827.

Regards,

Vic Kroeger
Senior Vice President
MNP Ltd

Information Request for Absolute Environmental Water Waste Management Inc., Lot 11 GP Ltd., Lot 11 Limited Partnership, Eco-Industrial Business Part Inc., Absolute Energy Resources Inc. (collectively, the "Companies")

GENERAL AND HISTORICAL INFORMATION

Asset Information:

For each of the Companies, a complete listing of assets list by each entity;

Financial Information (for each of the Companies):

1. Most recent account prepared financial statements;
2. Year to date in-house financial statements for the period ending March 31, 2020;
3. Historical in-house financial statements (balance sheet, income statement and statement of cash flows) on a monthly basis from April 2018 to current;
4. General Ledger (April 27, 2018 to current); and,
5. Monthly bank statements (April 27, 2018 to current).

Other:

1. Confirmation of which of the Companies holds a bank account(s) and with which financial institution (includes any international accounts);
2. Corporate organization chart;
3. Current Canada revenue agency statements for each of the Companies for GST and payroll source deductions;
4. List of key employees for each entity along with job description.

WEEKLY REPORTING REQUIREMENTS

On the Monday of each week, commencing April 13, 2020, the following reports are to be provided for each of the operating entities for the week directly preceding:

1. Copy of general ledger transactions;
2. Bank transaction listing (printed from online banking access);
3. Copy of Accounts Receivable Listing; and,
4. Copy of Accounts Payable listing.

From: "Gary vandepol" <gvandepol@symmetryinc.com>
To: "Kroegerd@telus.net" <kroegerd@telus.net>
Sent: Wednesday, April 8, 2020 3:15:10 PM
Subject: Re: Absolute Environmental et al

Good Afternoon Mr. Kroeger,

Pleased to make your acquaintance in these trying times, hope you are keeping safe and healthy.

In light of the Covid-19 situation I am limited to how quickly I can get you the information I am obligated to provide but will do my level best to comply to the best of my abilities as quickly as possible.

Please note, there are currently no personnel at the offices of the subject companies and currently very little activity on site. I am operating remotely from Aruba under island quarantine.

Please feel free to attend the location of operations at Hayter Road in Edmonton.

I acknowledge receipt of your email below and attachment. I will start assembling what I can from here in Aruba.

In the meantime would you be kind enough to provide a copy of the Court Order you mention in your email below along with a copy of your Scope of Work from your engagement letter which establishes your parameters? This will help me understand my obligations to the Court and to you as Monitor.

Looking forward to your response.

Gary Vandepol

On Apr 8, 2020, at 11:02 AM, [Kroegerd@telus.net](mailto:kroegerd@telus.net) <kroegerd@telus.net> wrote:
Good morning Mr. Vandepol. As you may or may not know, MNP Ltd. Has been retained by Romspen to monitor the business and assets of the Absolute Environmental and its related companies in accordance with the Court Order that was granted last week. Myself and Ms Karen Aylward will be undertaking this engagement on behalf of MNP. We have prepared the attached preliminary information list which information we request be provided to us as soon as possible. Please do not wait until you have all the information before you submit it to us. We anticipate the information provided will generate further questions which we understand should be directed through you.

Should you have any questions please contact me at 403 870 1827.

Regards,

Vic Kroeger
Senior Vice President
MNP Ltd

<Info Request.pdf>

From: "Kroegerd@telus.net" <kroegerd@telus.net>
To: Gvandepol@symmetryinc.com
Sent: Wednesday, April 8, 2020 5:04:53 PM
Subject: Fwd: Absolute Environmental et al

Gary,

Thanks for your email response. With respect to the various matters you raise in your email, I can advise as follows:

- Firstly, I am unable to provide you with a filed copy of the Order. As you may be aware, while the Order was granted by Associate Chief Justice Neilsen on April 2, the document evidencing the Order that has been granted is still in the process of being finalized by counsel. Moreover, there will no doubt be a delay in having the document filed with the Court in light of the reduced Court operations at the moment due to COVID-19 responses. Nevertheless, the Order is valid and effective from its pronouncement on April 2. Amongst other things, the Order permits Romspen to appoint an Interim Monitor. As noted in my earlier email, Romspen has engaged MNP Ltd. ("MNP", or the "Monitor") for this purpose;
- Secondly, to the extent you wish to understand your obligations under the April 2 Order of A.C.J. Neilsen, we would suggest that you consult with your legal counsel. I am afraid that the Monitor is unable to assist you in this regard;
- Thirdly, as the engagement letter is a matter between Romspen and MNP I am afraid I am not in a position to share a copy of the engagement letter with you;
- Fourthly, any scope of work that may be set out in the engagement letter is between Romspen and MNP. The Monitor has requested the information set out in the preliminary information request which was attached to my earlier email. It is the Monitor's understanding that the April 2 Order granted by Justice Neilsen compels you and all other personnel to cooperate with the Interim Monitor's information requests and to give the Monitor access to all business records. We therefore look forward to receiving such information as soon as possible. While we appreciate that you may be out of the country, we would expect that much of this can be handled remotely, and also expect that there are personnel in Alberta who can assist with these requests. Since the original appointment of the Monitor is for 30 days (subject to further Court Order) we look forward to your cooperation and the cooperation of all personnel who are present in Alberta.
- Finally, thank you for your invitation for the Monitor to attend the Hayter Road location in Edmonton. Are you able to advise if this is "head office" and if some or all of the records we are seeking are kept at that location? It may not be necessary for the Monitor to visit this location if the information and documents that have been requested are provided. But if it would assist for the Monitor to visit this location please advise, and please provide us with the contact information for senior management who may be in charge of the Hayter Road

COB

location for the Monitor to contact if it becomes necessary to organize such a visit.

Regards and stay safe,

Vic

From: "Gary vandepol" <gvandepol@symmetryinc.com>

To: "Kroegerd@telus.net" <kroegerd@telus.net>

Sent: Wednesday, April 8, 2020 3:15:10 PM

Subject: Re: Absolute Environmental et al

Good Afternoon Mr. Kroeger,

Pleased to make your acquaintance in these trying times, hope you are keeping safe and healthy.

In light of the Covid-19 situation I am limited to how quickly I can get you the information I am obligated to provide but will do my level best to comply to the best of my abilities as quickly as possible.

Please note, there are currently no personnel at the offices of the subject companies and currently very little activity on site. I am operating remotely from Aruba under island quarantine.

Please feel free to attend the location of operations at Hayter Road in Edmonton.

I acknowledge receipt of your email below and attachment. I will start assembling what I can from here in Aruba.

In the meantime would you be kind enough to provide a copy of the Court Order you mention in your email below along with a copy of your Scope of Work from your engagement letter which establishes your parameters? This will help me understand my obligations to the Court and to you as Monitor.

Looking forward to your response.

Gary Vandepol

On Apr 8, 2020, at 11:02 AM, Kroegerd@telus.net <kroegerd@telus.net> wrote:

Good morning Mr. Vandepol. As you may or may not know, MNP Ltd. Has been retained by Romspen to monitor the business and assets of the Absolute Environmental and its related companies in accordance with the Court Order that was granted last week. Myself and Ms Karen Aylward will be undertaking this engagement on behalf of MNP. We have prepared the attached preliminary information list which information we request be provided to us as soon as possible. Please do not wait until you have all the information before you submit it to us. We anticipate the information provided will generate further questions which we understand should be directed through you.

Should you have any questions please contact me at 403 870 1827.

Regards,

Vic Kroeger

Senior Vice President

MNP Ltd

KEB

From: Victor Kroeger
Sent: April 16, 2020 8:28 AM
To: Gary vandepol <gvandepol@symmetryinc.com>
Cc: Karen Aylward <Karen.Aylward@mnp.ca>
Subject: RE: Absolute Environmental et al

Good morning Gary. We have still not received any information from you. As I previously mentioned you do not have to wait until you have all of the information before sending it to us. Please forward information as you get it.

Regards,

Vic

Victor P. Kroeger CIRP, LIT, CPA, CA, CFE DIRECTOR OF CORPORATE RECOVERY WESTERN CANADA

DIRECT 403.298.8479
CELL 403.870.1827
TOLL FREE 1.877.500.0792
1500, 640 - 5th Avenue SW
Calgary, AB
T2P 3G4
vic.kroeger@mnp.ca
mnpdebt.ca

Please be advised that MNP offices are temporarily closed to the public until further notice. We have taken this social-distancing measure to ensure the health and safety of our team members and our clients. Our team continues to work remotely, and are accessible via email and cell phone.

For relevant and up-to-date information, visit our COVID-19 Business Advice Centre on our website. You will find timely updates on Government regulations, tax information, advice for employers and our continued response to this evolving circumstance.

-----Original Message-----

From: Gary vandepol <gvandepol@symmetryinc.com>
Sent: April 13, 2020 2:23 PM
To: Victor Kroeger <Victor.Kroeger@mnp.ca>
Subject: Re: Absolute Environmental et al

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.

MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Hi Victor

I have been working on it diligently

Not easy given the current circumstances but you should start getting info from me starting tomorrow

Thanks Gary

> On Apr 13, 2020, at 16:12, Victor Kroeger <Victor.Kroeger@mnp.ca> wrote:

>

> Good afternoon Gary. Any eta on when we should start to receive information?

>

> Regards,

>

> Vic

>

> Sent from my iPad

>

> This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and contact the sender by return email. In compliance with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line."

From: Gary vandepol <gvandepol@symmetryinc.com>
Date: April 17, 2020 at 6:24:51 PM MDT
To: Victor Kroeger <Victor.Kroeger@mnp.ca>
Cc: Gary Vandepol <garyv@vandepols.com>
Subject: Fwd: Bank statements for the Monitor

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Begin forwarded message:

From: David Gamage <david@gamages.ca>
Date: April 17, 2020 at 19:19:27 AST
To: Dan White <dwhite@symmetryinc.com>
Cc: Gary Vandepol <garyv@vandepols.com>
Subject: Bank statements for the Monitor

Dan,

Here are the bank statements requested by the Monitor. I have appropriately named them and put them in yearly folders for ease of filing. I am working to produce more of the information requested which will follow shortly.

I am still amazed at the level of deposits in Absolute. I swear Adam must of been chasing the clients away with a pitch fork. That used to be such a success story for your group of companies and now its just a burden. So sad.

KCB

From: Victor Kroeger
Sent: April 18, 2020 1:20 PM
To: 'Gary vandepol' <gvandepol@symmetryinc.com>
Cc: Karen Aylward <Karen.Aylward@mnp.ca>
Subject: RE: Bank statements for the Monitor

Gary. Thanks for this. A couple of preliminary questions regarding the bank accounts:

1. You have provided bank statements for Absolute Environmental Water Waste Management Inc and Absolute Energy Resources Inc. What about bank statements for Lot 11 GP Ltd., Lot 11 Limited Partnership, Eco-Industrial Business Park Inc., and Daniel Alexander White?
2. Please confirm that the Absolute Environmental bank account was only opened up in June 2018.
3. Please confirm that there are not other bank accounts at CIBC or elsewhere for Absolute Environmental and Absolute Energy.

Thanks

Vic

**Victor P. Kroeger CIRP, LIT, CPA,
CA, CFE**
DIRECTOR OF CORPORATE RECOVERY
WESTERN CANADA

DIRECT 403.298.8479
CELL 403.870.1827
TOLL FREE 1.877.500.0792
1500, 640 - 5th Avenue SW
Calgary, AB
T2P 3G4
vic.kroeger@mnp.ca
mnpdebt.ca



MNP PROUDLY CELEBRATES THE CANADIAN ENTREPRENEUR



Please be advised that MNP offices are temporarily closed to the public until further notice. We have taken this social-distancing measure to ensure the health and safety of our team members and our clients. Our team continues to work remotely, and are accessible via email and cell phone.

For relevant and up-to-date information, visit our [COVID-19 Business Advice Centre](#) on our website. You will find timely updates on Government regulations, tax information, advice for employers and our continued response to this evolving circumstance.

From: Gary vandepol <gvandepol@symmetryinc.com>
Sent: April 17, 2020 6:21 PM
To: Victor Kroeger <Victor.Kroeger@mnp.ca>
Cc: Gary Vandepol <garyv@vandepols.com>
Subject: Fwd: Bank statements for the Monitor

KSD

CAUTION: This email originated from outside of the MNP network. Be cautious of any embedded links and/or attachments.
MISE EN GARDE: Ce courriel ne provient pas du réseau de MNP. Méfiez-vous des liens ou pièces jointes qu'il pourrait contenir.

Begin forwarded message:

From: David Gamage <david@gamages.ca>
Date: April 17, 2020 at 19:19:27 AST
To: Dan White <dwhite@symmetryinc.com>
Cc: Gary Vandepol <garyv@vandepols.com>
Subject: Bank statements for the Monitor

Dan,

Here are the bank statements requested by the Monitor. I have appropriately named them and put them in yearly folders for ease of filing. I am working to produce more of the information requested which will follow shortly.

I am still amazed at the level of deposits in Absolute. I swear Adam must of been chasing the clients away with a pitch fork. That used to be such a success story for your group of companies and now its just a burden. So sad.

This email and any accompanying attachments contain confidential information intended only for the individual or entity named above. Any dissemination or action taken in reliance on this email or attachments by anyone other than the intended recipient is strictly prohibited. If you believe you have received this message in error, please delete it and contact the sender by return email. In compliance with Canada's Anti-spam legislation (CASL), if you do not wish to receive further electronic communications from MNP, please reply to this email with "REMOVE ME" in the subject line."