



COURT FILE NUMBER 1803-21971
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON

IN THE MATTER OF THE BANKRUPTCY
AND INSOLVENCY OF 1119658 ALBERTA
LTD. and 101285461 SASKATCHEWAN LTD.

PLAINTIFF BUSINESS DEVELOPMENT BANK OF
CANADA

DEFENDANTS 1119658 ALBERTA LTD. and 101285461
SASKATCHEWAN LTD.

APPLICANT BDO CANADA LIMITED. (formerly HARDIE
& KELLY INC). in its capacity as the Court-
appointed Receiver of 1119658 ALBERTA
LTD. and 101285461 SASKATCHEWAN LTD.

DOCUMENT **ORDER FOR FINAL DISTRIBUTION,
APPROVAL OF RECEIVER'S FEES AND
DISBURSEMENTS, APPROVAL OF
RECEIVER'S ACTIVITIES and
DISCHARGE OF RECEIVER REGARDING
THE RECEIVERSHIP OF 1119658
ALBERTA LTD.**

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 BDO Canada Limited

DATE ON WHICH ORDER WAS PRONOUNCED: Tuesday, October 17, 2023

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton Law Courts

NAME OF JUDGE WHO MADE THIS ORDER: The Honourable Mr. Justice G.S. Dunlop

ORDER

UPON THE APPLICATION of BDO Canada Limited, formerly Hardie & Kelly Inc. (the “**Receiver**”) in its capacity as the Court-appointed 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 each of 1119658 Alberta Ltd. (“**1119 AB**”) and 101285461 Saskatchewan Ltd. (“**1012 SK**”) filed October 10, 2023, (the “**Application**”); **AND UPON HAVING** read all pleadings, proceedings, Orders and other materials filed in this Action, including the Application, the Receiver’s Fifth Report dated October 10, 2023 (the “**Receiver’s Fifth Report**”), the Affidavit of Kevin Meyler sworn October 5, 2023 (the “**Meyler Affidavit**”), and the Affidavit of Service of Morgan Lee sworn October 16, 2023, all 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 Receiver's accounts for fees and disbursements as it relates to the receivership of 1119 AB, as set out in the Receiver’s Fifth Report and the Meyler Affidavit, are hereby approved without the necessity of the formal passing of its accounts.
3. The accounts of the Receiver's legal counsel, Caron & Partners LLP, as it relates to the receivership 1119 AB as set out in the Receiver’s Fifth Report and the Meyler Affidavit, are hereby approved without the necessity of a formal assessment of its accounts.

APPROVAL OF THE ACTIVITIES OF THE RECEIVER AND FINAL STATEMENT OF RECEIPTS AND DISBURSEMENTS

4. The activities of the Receiver as it relates to the receivership of 1119 AB as set out in the Receiver's Fifth Report and in all other reports filed herein, and the Final Statement of Receipts and Disbursements regarding the receivership of 1119 AB as set out in the Receiver's Fifth Report, are hereby ratified and approved.

APPROVAL OF FINAL DISTRIBUTION BY THE RECEIVER

5. The Receiver is hereby authorized and directed to distribute funds regarding the estate of 1119 AB in the manner proposed in the Receiver's Fifth Report.

BOOKS AND RECORDS

6. Any party seeking any books and records of 1119 AB and or 1012 SK that are currently in the possession of the Receiver, may make a written request to the Receiver for such books and records within thirty (30) days of the date a copy of this Order is posted on the Receiver's website in accordance with paragraph 10 of this Order. Upon the expiry of the said thirty (30) day period, the Receiver is authorized to dispose of and destroy any unclaimed books and records of 1119 AB and 1012 SK in such manner as the Receiver deems fit.

DISCHARGE OF THE RECEIVER

7. On the evidence before the Court, the Receiver, with respect to its appointment by this Honourable Court as the receiver of 1119 AB, 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 as it relates to the receivership of 1119 AB, save and except for any liability arising out of any fraud, gross negligence or willful misconduct on the part of the Receiver as it relates to the receivership of 1119 AB, or with leave of the Court. Subject to the foregoing, any claims against the Receiver in connection with the

performance of its duties as the Court-appointed receiver of 1119 AB, are hereby stayed, extinguished and forever barred.

8. 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 of 1119 AB, except with prior leave of this Court on notice to the Receiver, and upon such terms as this Court may direct.
9. Upon the Receiver filing with the Clerk of the Court an executed Certificate of Completion in the form attached hereto as **Schedule "A"**, then the Receiver shall be discharged as receiver of 1119 AB, provided however, that notwithstanding its discharge herein:
 - (a) the Receiver shall remain receiver of 1119 AB for the performance of such incidental duties as may be required to complete the administration of the receivership of 1119 AB 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 1119 AB.
10. 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 day of the transmission or delivery of such documents. A copy of this Order shall also be posted on the Receiver's website at www.bdo.ca/services/financial-advisory-services/business-restructuring-turnaround-services/current-engagements/1119658-alberta-ltd.
11. Service of this Order on any party not attending the Application is hereby dispensed with.



Justice of the Court of King's Bench of Alberta

SCHEDULE “A”

COURT FILE NUMBER	1803-21971
COURT	COURT OF KING’S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
	IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY OF 1119658 ALBERTA LTD. and 101285461 SASKATCHEWAN LTD.
PLAINTIFF	BUSINESS DEVELOPMENT BANK OF CANADA
DEFENDANTS	1119658 ALBERTA LTD. and 101285461 SASKATCHEWAN LTD.
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

CERTIFICATE OF COMPLETION / DISCHARGE CERTIFICATE

The undersigned hereby certifies for the purposes of the Order made on the 17th day of October, 2023 by the Honourable Mister Justice G.S. Dunlop (the “**Discharge Order**”) in the matter of the receivership of 1119658 Alberta Ltd. under Court File No.: 1803-21971 (the “**Receivership Proceedings**”), that the net proceeds of the receivership estate of 1119658 Alberta Ltd. have been distributed in accordance with the terms of the Discharge Order as approved by the Court of King's Bench of Alberta; and

The undersigned is now discharged as the Receiver of 1119658 Alberta Ltd.

Dated this ___ day of _____, 2023

**BDO Canada Limited, in its capacity as Court-appointed Receiver of
1119658 Alberta Ltd, and not in its personal capacity.**

Per: _____

Name:

Title: