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COURT FILE NUMBER     **2301-03129**

COURT                     COURT OF KING’S BENCH OF ALBERTA

JUDICIAL CENTRE        CALGARY

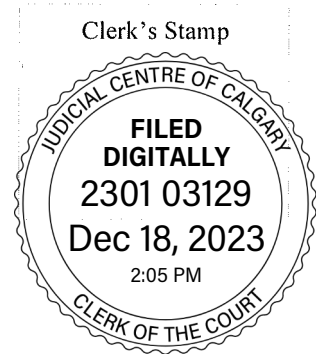
PLAINTIFF               ROYAL BANK OF CANADA

DEFENDANTS             RAMBRIDGE STRUCTURE & DESIGN LTD.,  
BRENT ANDREW PARKER and CHRISTIANA  
MAY PARKER

APPLICANT              BDO CANADA LIMITED, in its capacity as Court-  
appointed receiver and manager of RAMBRIDGE  
STRUCTURE & DESIGN LTD.

DOCUMENT              **ORDER FOR DISCHARGE OF  
RECEIVER AND RELATED RELIEF**

ADDRESS FOR  
SERVICE AND  
CONTACT  
INFORMATION  
OF PARTY FILING  
THIS DOCUMENT         Jack R. Maslen / Tiffany E. Bennett  
Borden Ladner Gervais LLP  
1900, 520 – 3<sup>rd</sup> Avenue SW  
Calgary, AB T2P 0R3  
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File No. 440777.13



**DATE ON WHICH ORDER WAS PRONOUNCED:**             **DECEMBER 14, 2023**

**LOCATION WHERE ORDER WAS PRONOUNCED:**           **CALGARY, ALBERTA**

**NAME OF JUSTICE WHO MADE THIS ORDER:**           **THE HONOURABLE JUSTICE  
P. R. JEFFREY**

**UPON THE APPLICATION** of BDO Canada Limited, in its capacity as the Court-appointed receiver and manager (the “**Receiver**”) of all of the assets, undertakings, and property of Rambridge Structure & Design Ltd. (the “**Debtor**”), and of the real property municipally described as Unit 605, 326 Mara Lake Sicamous, British Columbia (the “**Mara Lake Property**”), which is formerly owned by Brent Parker and Christiana Parker (collectively, the “**Parkers**”) for an Order providing, among other things, the following relief: (i) approval of the Receiver’s actions, conduct and activities as set forth in the Third Report of the Receiver dated December 4, 2023 (the “**Third Report**”); (ii) approval and ratification of the fees and disbursements of the Receiver and its legal counsel; (iii) approval of the Receiver’s final receipts and disbursements as set

forth in the Third Report; (iv) approval of the final distribution of the net proceeds received from the realization of assets in the within proceedings; and (e) discharge of the Receiver;

**AND UPON HAVING READ** the Application, the Third Report, the Receivership Order granted in these proceedings on March 17, 2023 (the “**Receivership Order**”), the Affidavit of Service of Kayley Woods, and other materials filed in the within proceedings as deemed necessary;

**AND UPON HAVING HEARD** submissions from counsel for the Receiver and any other interested parties present at the hearing of the within Application;

**AND UPON** being satisfied that it is appropriate to do so,

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE**

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

**APPROVAL OF RECEIVER’S ACTIVITIES, RECEIPTS AND DISBURSEMENTS, AND FEES**

2. The Receiver’s activities, actions and conduct, as described in the Third Report, and in all of its prior reports filed herein, are hereby approved and ratified.
3. The Receiver’s final statement of receipts and disbursements, attached to the Third Report, is hereby approved and ratified.
4. The professional fees and disbursements of the Receiver, for the period from September 1, 2023 to November 30, 2023, in the approximate amount of \$32,600 (plus GST), and the professional fees and disbursements of the Receiver’s legal counsel, Borden Ladner Gervais LLP (“**BLG**”), for the period from September 6, 2023 to November 30, 2023 in the approximate amount of \$32,642 (plus GST), are hereby approved and ratified without the necessity of a formal passing of accounts.
5. The professional fees and disbursements of the Receiver, and the professional fees and disbursements of BLG, which are incurred to complete the remaining activities in respect of these proceedings, are \$10,000 (plus GST) and \$15,000 (plus GST), respectively, as more particularly

set out in the Third Report, are hereby approved and ratified without the necessity of a formal passing of accounts.

#### **DISTRIBUTION OF NET PROCEEDS**

6. The Receiver is authorized to distribute the net proceeds generated from the within proceedings (after having paid all final costs arising from the administration of these proceedings), being the approximate amount of \$1,034,130, as follows:
  - (a) \$4,926 to the Canadian Revenue Agency, in respect of unpaid pre-receivership GST owed by Rambridge;
  - (b) \$1,750 to Revenue Quebec, or such other amount as confirmed by Revenue Quebec, in respect of unpaid Quebec Sales Tax (“QST”) relating to the final pre-receivership QST return;
  - (c) \$22,000 to Service Canada, in respect of super-priority wages paid to employees under the *Wage Earner Protection Program Act*, SC 2005, c 47, s 1 and secured pursuant to section 81.4 of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3;
  - (d) \$9,775 (plus, any additional interest to the date of distribution) to Meridian Onecap Credit Corp. (“Meridian”), in respect of its purchase-money security interest claim against a forklift sold by the Receiver; and
  - (e) the balance of the net proceeds, presently in the approximate amount of \$995,679, to the Royal Bank of Canada (“RBC”), together with further amounts that may be received by the Receiver, up to the amount of RBC’s position as senior secured creditor of Rambridge.
7. Without limiting the generality of paragraph 6 above, and notwithstanding Section 13 of the Auction Approval and Vesting Order pronounced on May 26, 2023, the Receiver is hereby authorized and directed to distribute any and all net proceeds generated from the auction sale of inventory supplied by Dutch Lighting Innovations (“DLI”) to the Debtor, for which DLI was not paid in full by the Debtor prior to Receivership Order, to RBC.

### RECEIVER'S REMAINING ACTIVITIES

8. The Receiver is authorized to complete the following remaining material activities to fully conclude the within proceedings:
  - (a) making the proposed distributions as contemplated by paragraph 6 above; and
  - (b) destroying the Debtor's books and records that pre-date the Receivership Order, in the Receiver's sole discretion, no earlier than 30 days after the posting of this Order to the website maintained by the Receiver in these proceedings(collectively, the "**Concluding Activities**").


### RECEIVER'S DISCHARGE

9. 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, 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 proceeding, 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.
10. No action or other proceedings shall be commenced against the Receiver in any way arising from or relating 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.
11. Upon the Receiver filing with the Clerk of the Court a Certificate of Discharge, substantially in the form attached hereto as **Schedule "A"**, confirming that the Concluding Activities (as set out in paragraph 8 above) are complete, then the Receiver shall be discharged as Receiver of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of the Receiver, in its capacity as Receiver.

**MISCELLANEOUS**

12. The Court hereby requests the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or other court or any judicial, regulatory or administrative body of any other nation or state, to act in aid of and be complementary to this Court in carrying out the terms of this Order.
13. Service of this Order shall be deemed good and sufficient by:
- (a) serving the same on the persons listed to the Service List (attached as Schedule "A" to the Application) by facsimile, electronic mail, personal delivery or courier; and
  - (b) by posting a copy of this Order on the Receiver's website at <https://www.bdo.ca/services/financial-advisory-services/business-restructuring-turnaround-services/current-engagements/rambridge>,

in each case service is deemed to be effected the next business day following transmission, delivery or posting of this Order, as applicable. No other person shall be entitled to be served with a copy of this Order.

  
\_\_\_\_\_  
Justice of the Court of King's Bench of Alberta

**SCHEDULE "A"**

**Form of Receiver's Certificate**

*(see attached)*

COURT FILE NUMBER     **2301-03129**

COURT                     COURT OF KING’S BENCH OF ALBERTA

JUDICIAL CENTRE        CALGARY

PLAINTIFF                ROYAL BANK OF CANADA

DEFENDANTS             RAMBRIDGE STRUCTURE & DESIGN LTD.,  
BRENT ANDREW PARKER and CHRISTIANA  
MAY PARKER

APPLICANT               BDO CANADA LIMITED, in its capacity as Court-  
appointed receiver and manager of RAMBRIDGE  
STRUCTURE & DESIGN LTD.

DOCUMENT               **RECEIVER’S CERTIFICATE**

ADDRESS FOR  
SERVICE AND  
CONTACT  
INFORMATION  
OF PARTY FILING  
THIS DOCUMENT         Jack R. Maslen / Tiffany E. Bennett  
Borden Ladner Gervais LLP  
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Calgary, AB T2P 0R3  
Telephone: (403) 232-9790 / 9199  
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Email: JMaslen@blg.com / TiBennett@blg.com  
File No. 440777.13

Clerk’s Stamp

**RECITALS**

- A. Pursuant to an Order of the Honourable Justice B.B. Johnston of the Court of King’s Bench of Alberta, Judicial District of Calgary (the “**Court**”) dated March 17, 2023, BDO Canada Limited was appointed as the receiver (the “**Receiver**”) of the assets, undertaking and property of Rambridge Structure & Design Ltd. (the “**Debtor**”) and of the real property municipally described as Unit 605, 326 Mara Lake Lane Sicamous British Columbia (the “**Mara Lake Property**”), which was formerly owned by Brent Parker and Christiana Parker.
- B. Pursuant to an Order of the Court dated December 14, 2023 (the “**Discharge Order**”), upon the Receiver filing with the Clerk of the Court a certificate confirming the completion of the Concluding Activities (as defined in the Discharge Order), the Receiver would be confirmed discharged in its capacity as Receiver in the within proceedings.
- C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Discharge Order.

**THE RECEIVER CERTIFIES** the following:

1. The Receiver confirms that it has concluded the Concluding Activities, and the administration of the within receivership, together with all other matters pertaining to its obligations as Receiver of the Debtor and the Mara Lake Property is concluded.

This Certificate was delivered by the Receiver at [Time] on [Date], 2023.

**BDO Canada Limited**, solely in its capacity as  
Receiver of the Debtor and of the Lands and not in  
its personal capacity

Per:

Name: **Breanne Scott, CPA, CIRP, LIT**

Title: Senior Manager / Vice President,  
Business Restructuring & Turnaround  
Services