

Clerk's stamp:



ESTATE NUMBER 24-2536824

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

JUDICIAL CENTRE EDMONTON

PROCEEDING IN THE MATTER OF THE NOTICE OF INTENTION TO
MAKE A PROPOSAL OF R.D.E. VENTURES INC.

DOCUMENT **APPLICATION (Receiver's Discharge)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT **BLAKE, CASSELS & GRAYDON LLP**
3500, 855 – 2nd Street S.W.
Calgary, AB T2P 4J8
Attention: James Reid
Telephone: 403-260-9731
Facsimile: 403-260-9700
Email: james.reid@blakes.com

NOTICE TO RESPONDENT

This application is made against you. You are a 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	<u>May 10, 2021</u>
Time	<u>3:00 p.m.</u>
Where	<u>Edmonton Law Courts (via Webex)</u>
Before Whom	<u>The Honourable Justice M.J. Lema</u>

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. FTI Consulting Canada Inc., in its capacity as the receiver and manager (the "**Receiver**") over certain assets, properties, and undertakings (the "**Property**") of R.D.E. Ventures Inc. (the "**Debtor**") as particularly described in Schedule "A" to the Receivership Order (defined below), seeks an order substantially in the form attached hereto as Schedule "**A**":

- (a) abridging the time for service of this application and declaring that this application is properly returnable today, if necessary, and further service of this Application, other than to those listed on the Service List attached hereto as Schedule "B" is hereby dispensed with;
- (b) approving the actions, conduct and activities of the Receiver and its legal counsel as described in the Third Report of the Receiver dated April 23, 2021 (the "**Third Report**") and all other reports filed by the Receiver in these receivership proceedings;
- (c) approving the Receiver's statement of receipts and disbursements for the period from August 16, 2019 to April 13, 2021 as set out in the Third Report;
- (d) approving the Receiver's accounts and the accounts of its independent legal counsel, inclusive of all accrual for the fees and disbursements of the Receiver and those of its legal counsel in connection with the completion of these receivership proceedings, including the costs of this Application;
- (e) declaring that the Receiver has duly and properly discharged its duties, responsibilities and obligations as Receiver;
- (f) discharging and releasing the Receiver from any and all further obligations as Receiver and any and all liability in respect of any act done by the Receiver in these receivership proceedings, and its conduct as Receiver pursuant to its appointment in accordance with the Receivership Order, or otherwise;
- (g) such further and other relief as counsel may request and this Honourable Court may deem appropriate.

Grounds for making this application:

2. On August 16, 2019, the Property became subject to these receivership proceedings pursuant to an Order of the Honourable Justice J.H. Goss (the "**Receivership Order**").
3. The realization of the Property is complete and there are no further assets to be realized upon or recovered.

4. Pursuant to an Interim Distribution Order of the Honourable Justice J.S. Little dated February 19, 2020, the Receiver was authorized to make a distribution to National Bank of Canada of the proceeds of sale of the Property less certain holdbacks (the "**Holdback Funds**").
5. Pursuant to an Interim Distribution Order of the Honourable Justice D.L. Shelley dated October 27, 2020, the Receiver was authorized to make a distribution of certain of the Holdback Funds to the Canada Revenue Agency, with the remainder to be distributed to National Bank of Canada.
6. The Receiver has distributed the remainder of the Holdback Funds, less certain amounts to complete the administration of the estate.
7. With the exception of some minor administrative matters as set out in the Third Report, the Receiver has performed its mandate as Receiver under the Receivership Order and it is now appropriate that the Receiver be discharged as Receiver, subject to the completion of the final administrative tasks.

Material or evidence to be relied on:

8. The Receiver intends to rely upon the following materials:
 - (a) Receivership Order, filed;
 - (b) Third Report, to be filed;
 - (c) Affidavit of Fees of Tom Powell sworn April 23, 2021, to be filed;
 - (d) Interim Distribution Order dated February 19, 2020, filed;
 - (e) Interim Distribution Order dated October 27, 2020, filed;
 - (f) such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

9. The Receiver will rely upon and refer to the Alberta *Rules of Court* during the making of the Application.

Applicable Acts and Regulations:

10. The Receiver will rely upon and refer to the provisions of the *Bankruptcy & Insolvency Act*, RSC 1985, c B-3, as amended.

Any irregularity complained of or objection relied on:

11. None.

How application is proposed to be heard or considered:

12. Oral submission by counsel at an application to be heard via Webex before the Honourable Justice M.J. Lema on May 10, 2021.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant 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"
Form of Order
(see attached)

Clerk's stamp:

ESTATE NUMBER	24-2536824
COURT	COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE	EDMONTON
PROCEEDING	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF R.D.E. VENTURES INC.
DOCUMENT	ORDER FOR APPROVAL OF RECEIVER'S FEES AND DISBURSEMENTS, STATEMENT OF RECEIPTS AND DISBURSEMENTS, AND DISCHARGE OF RECEIVER, AMONG OTHER RELIEF
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street S.W. Calgary, AB T2P 4J8 Attention: James Reid Telephone: 403-260-9731 Facsimile: 403-260-9700 Email: james.reid@blakes.com

DATE ON WHICH ORDER WAS PRONOUNCED: May 10, 2021

**LOCATION WHERE ORDER WAS
PRONOUNCED:** Edmonton Law Courts

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice M.J. Lema

UPON THE APPLICATION by FTI Consulting Canada Inc., in its capacity as the receiver and manager (the "**Receiver**") over certain assets, properties, and undertakings (the "**Property**") of R.D.E. Ventures Inc. (the "**Debtor**") for an Order for an approving the Receiver's and its counsel's fees and disbursements, approving the Receiver's activities, and discharging the Receiver, among other things;

AND UPON having read the Application, the Third Report of the Receiver dated April 23, 2021, filed (the "**Third Report**"), the Interim Distribution Order of the Honourable Justice Little dated February 19, 2020, the Interim Distribution Order of the Honourable Justice Shelley dated

October 27, 2020, the Affidavit of Fees of the Receiver sworn April 23, 2021; and the Affidavit of Service of Marica Ceko sworn April [●], 2021;

AND UPON hearing counsel for the Receiver, counsel for the National Bank of Canada, and counsel for other interested parties in attendance at the Application,

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. Service of notice of this application and supporting materials is hereby declared to be 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.

ACCOUNTS & ACTIVITIES OF RECEIVER

2. The Receiver's accounts for its fees and disbursements as set out in the Third Report are hereby approved without the necessity of a formal passing of its accounts.
3. The accounts of the Receiver's legal counsel, Blake, Cassels & Graydon LLP, for its fees and disbursements as set out in the Third Report are hereby approved without the necessity of a formal assessment of its accounts.
4. The estimated fees and disbursements of the Receiver and its legal counsel to complete these receivership proceedings, as set out in the Third Report, are hereby approved without the necessity of a formal passing or assessment of their accounts.
5. The actions, conduct, and activities of the Receiver as set out in the Third Report and in all of its other reports filed herein, and the Receiver's Statement of Receipts and Disbursements, as set out in the Third Report, are hereby ratified and approved.

DISCHARGE

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 a certificate with this Court substantially in the form attached hereto as Schedule "A" (the "**Receiver's Completion Certificate**") confirming that the Remaining Activities, as defined in the Third Report, have been completed, 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 this proceeding, including all approvals, protections and stays of proceedings in favour of the Receiver in its capacity as Receiver.

GENERAL

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 this application is hereby dispensed with.

J.C.Q.B.A.

Schedule "A"
Receiver's Completion Certificate

Clerk's Stamp

ESTATE NUMBER	24-2536824
COURT	COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE	EDMONTON
PROCEEDING	IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF R.D.E. VENTURES INC.
DOCUMENT	RECEIVER'S COMPLETION CERTIFICATE
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street S.W. Calgary, AB T2P 4J8 Attention: James Reid Telephone: 403-260-9731 Facsimile: 403-260-9700 Email: james.reid@blakes.com

This Receiver's Certificate is the Receiver's Certificate referred to in paragraph 8 of the Order of the Honourable Justice M.J. Lema dated May 10, 2021 (the "**Order**"), in these proceedings.

Capitalized terms not otherwise defined herein shall have the meaning given to them in the Third Report of the Receiver, dated April 23, 2021 (the "**Third Report**").

FTI Consulting Canada Inc., solely in its capacity as Court-appointed receiver and manager over certain assets, properties, and undertakings of R.D.E. Ventures Inc. and not in its personal capacity, hereby certifies that:

- (a) all funds in the receivership were received and distributed as described in the Statement of Receipts and Disbursements described in the Third Report, with the exception of any minor discrepancies as compared to the estimated future amounts;
- (b) The Remaining Activities, as described in the Third Report, have been completed by the Receiver.

FTI CONSULTING CANADA INC., in its capacity as the Court-appointed receiver and manager of certain assets, properties, and undertakings of **R.D.E. VENTURES INC.** and not in its personal or corporate capacity

Per: _____
Name:
Title:

Schedule "B"

Service List

(see attached)

COURT FILE NUMBER 24-2536824
 COURT COURT OF QUEEN'S BENCH OF ALBERTA
 JUDICIAL CENTRE EDMONTON
 PROCEEDING IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A
 PROPOSAL OF R.D.E. VENTURES INC.

SERVICE LIST

Party	Telephone	Fax	Role
BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street SW Calgary, AB T2P 4J8 KELLY BOURASSA E-mail: kelly.bourassa@blakes.com JAMES REID E-mail: james.reid@blakes.com	 403-260-9697 403-260-9731	403-260-9700	Counsel to FTI Consulting Canada Inc.
FTI CONSULTING CANADA INC. Suite 1610, 520 - 5th Avenue SW Calgary AB T2P 3R7 ROBERT KLEEBAUM E-mail: robert.kleebaum@fticonsulting.com THOMAS POWELL E-mail: Tom.Powell@fticonsulting.com	 403-454-6035 604-484-9525	403-232-6116	Receiver for R.D.E. Ventures
DENTONS CANADA LLP 10220 103 Avenue NW Suite 2500, Stantec Tower Edmonton, Alberta T5J 0K4 DEAN HITESMAN E-mail: dean.hitesman@dentons.com	 780-423-7284	780-423-7276	Counsel for the Bowra Group Inc.
McCARTHY TETREAUULT LLP 421 7 th Avenue SW Calgary, AB T2P 4K9 SEAN COLLINS E-mail: scollins@mccarthy.ca	 403-260-3531	403-260-3501	Counsel for National Bank of Canada

Party	Telephone	Fax	Role
<p>BURNET, DUCKWORTH & PALMER LLP 2400, 525 - 8th Avenue SW Calgary, AB T2P 1G1</p> <p>RYAN ALGAR E-mail: ralgar@bdplaw.com</p>	<p>403-260-0100</p> <p>403-260-0126</p>	<p>403-260-0332</p>	<p>Counsel to Element Fleet Management Inc.</p>
<p>THE BOWRA GROUP INC. TD Tower Suite 1411 – 10088 102 Avenue Edmonton, AB T5J 2Z1</p> <p>KRISTIN GRAY E-mail: kgray@bowragroup.com</p> <p>DOUG CHIVERS E-mail: dchivers@bowragroup.com</p>	<p>780-666-9804</p> <p>780-705-1717</p>	<p>780-705-1946</p>	<p>Proposal Trustee under the NOI Proposal</p>
<p>BORDEN LADNER GERVAIS LLP P.O. Box 48600 1200 Waterfront Centre, 200 Burrard St. Vancouver, BC V7X 1T2</p> <p>LISA HIEBERT E-mail: LHiebert@blg.com</p> <p>DIRK LAUDAN E-mail: DLaudan@blg.com</p>	<p>604-687-5744</p> <p>604-632-3425</p> <p>604-640-4154</p>	<p>604-687-1415</p>	<p>Counsel to Trisura Guarantee Insurance Company</p>
<p>TRISURA GUARANTEE INSURANCE COMPANY Bay Adelaide Centre 333 Bay Street, Suite 1610 Toronto, Ontario M5H 2R2</p> <p>VICTOR A. BANDIERA E-mail: victor.bandiera@trisura.com</p>	<p>416-607-2123</p>		
<p>WOLVERINE ENERGY AND INFRASTRUCTURE INC. Suite 400, 2207 - 4 Street SW Calgary, AB T2S 1X1</p> <p>JOHN PAUL SMITH E-mail: jsmith@wnrgi.com</p>	<p>403-264-8731</p> <p>403-669-3749</p>		

Party	Telephone	Fax	Role
<p>CANADA REVENUE AGENCY National Insolvency Office 10-9700 Jasper Ave NW Edmonton, AB T5J 4C8</p> <p>A.J. LAROCQUE</p> <p>GEORGE BODY E-mail: George.Body@justice.gc.ca</p>	587-489-2699	866-219-0311	
<p>PILLAR CAPITAL CORP. Suite 920, 602 – 12 Avenue SW Calgary, AB T2R 1J3</p> <p>E-mail: ppsa@pillarcapitalcorp.com</p>			
<p>ESSEX LEASE FINANCIAL CORPORATION 10768 – 74 Street SE Calgary, AB T2C 5N6</p> <p>E-mail: info@elfc.ca</p>	403-693-4060	403-236-9076	
<p>BRANDT TRACTOR LTD. P.O. Box 3856, Highway #1 East Regina, SK S4P 3R8</p>	306-791-5950	306-791-5945	
<p>ALLSPEC ASPHALT INC. 110 Manitoba Court Spruce Grove, Alberta T7X 3Y9</p> <p>DEAN EASTMAN E-mail: dean.eastman@rdgroup.ca</p> <p>ROB STEWART E-mail: rstewart@rdstewartgroup.com</p>	780-554-3190	780-962-9758	