Action No: 0601-09869

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

BETWEEN:

VECKENSTEDT HOLDINGS INC., HERB VECKENSTEDT, FRED PIPER, JOAN PIPER, LIPOTH CONSULTING, AND PAUL LIPOTH

Plaintiffs

- and -

INTEGRA INVESTMENT SERVICE LTD. AND RUNDLE DEVELOPMENT CO-OPERATIVE

Defendants

ELEVENTH REPORT OF THE RECEIVER OF

INTEGRA INVESTMENT SERVICE LTD., AURORA RIVER TOWERS INC., CARLING SPRINGS VILLAGE INC., AND CARLING DEVELOPMENT (B.C.) INC.

ERNST & YOUNG INC.

SEPTEMBER 1, 2010

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INTRODUCTION

1. On August 18, 2006, the Plaintiffs in these proceedings applied for and obtained an Interim Receivership Order (the "IR Order") pursuant to s. 13(2) of the *Judicature Act*, R.S.A. 2000, c. J-2, as amended. Pursuant to the IR Order, Ernst & Young Inc. ("Ernst & Young") was appointed Interim Receiver of certain records of Integra Investment Service Ltd. ("Integra").

2. On September 8, 2006, the Plaintiffs obtained a Receivership Order pursuant to s. 13(2) of the Judicature Act (the "Receivership Order"). Pursuant to the Receivership Order, Ernst & Young was appointed Receiver and Manager (the "Receiver") of the following corporations:
   a. Integra;
   b. Aurora River Towers Inc. ("ART");
   c. Carling Springs Village Inc. ("CSV"); and
   d. Carling Development (B.C.) Inc. ("Carling BC").

   (collectively referred to as the "Integra Companies")

3. By previous Orders of this Honourable Court, Ernst & Young was also appointed inspector of the Carling Group (the "Carling Inspector") and of the Rundle Development Cooperative ("RDC" and the "RDC Inspector"). Ernst & Young was discharged as the RDC Inspector on November 20, 2009 and as the Inspector of Carling Financial Corporation and Carling Group Canada Inc. on February 27, 2008. Ernst & Young remains as Inspector of Carling Development Inc. (the Inspector's role was amended pursuant to a Court Order dated February 27, 2008).

4. The purpose of this eleventh report of the Receiver (the "Eleventh Report") is to:

   a. Provide the Court with a summary of the within proceedings;

   b. Provide the Court with an update on the remaining assets of Integra;

   c. Seek approval of the Receiver's final statement of receipts and disbursements and the fees and disbursements of the Receiver and its counsel;

   d. Seek approval from the Court to distribute the remaining funds on hand to the Mortgage Investors;

e. Seek approval from the Court to dispose of the books and records of the Integra Companies; and

f. Seek approval for an order granting the Receiver a full and absolute discharge.

5. Capitalized terms not defined in this Eleventh Report are as defined in the Receivership Order, or the Receiver's First through Tenth Reports. The Receiver relies on the contents of all its prior reports in support of the application for the relief referred to in paragraph 4 above.

6. All references to dollars in this Eleventh Report are in Canadian currency unless otherwise noted.

BACKGROUND

7. Integra is a corporation incorporated in Alberta that commenced operations in 1999. Integra's sole director and shareholder, at all times, was Ms. Maxine Cooke ("Cooke"). To the Receiver's knowledge, Mr. Roy Jennix ("Jennix"), her common law partner, was Integra's marketing manager and at all material times was a *de facto* director of Integra.

8. Integra was in the business of promoting investment opportunities that included the selling of securities in specific real estate projects and pooling funds raised from individual investors (the "Investors") to make loans against secured mortgages in these real estate projects.

9. Integra, acting as a bare trustee, advanced the Investors' funds to borrowers (the "Loans") with the Loans being secured by mortgages, general security agreements and guarantees.

10. Investors were able to advance funds to participate in these mortgages inside or outside of an RRSP. RRSP Investors advanced funds to Olympia Trust Company ("OTC") and Canadian Western Trust ("CWT") who acted as the bare trustee for RRSP Investors. OTC and CWT in turn paid these funds to Integra's legal counsel in trust. Cash Investors (i.e. Non-RRSP Investors) were to advance monies directly to legal counsel, although a small portion of Investors advanced funds directly to Integra. Pursuant to the mortgage documents Integra further acted as administrator for both the RRSP Investors and the cash Investors.

11. The Fourth Report of the Receiver dated May 22, 2007 (the "Fourth Report") provides a detailed background of the Integra Companies.

12. RDC retained Integra to raise monies from investors (on both a secured and unsecured basis) to be used by RDC to acquire and develop real estate. All funds received by RDC were raised by Integra. A detailed background with respect to RDC, the RDC Projects and the relationship between RDC and Integra is provided in the First Report of the Inspector dated March 27, 2007.

13. The Carling Group retained Integra to raise monies from investors to be used by the Carling Group to acquire and develop real estate. The relationship between the Carling Group and the Integra Companies, along with a detailed background with respect to Carling and the Carling Projects is outlined in the first report of the Carling Inspector dated August 16, 2007 (the "Carling First Report").

SUMMARY OF THESE PROCEEDINGS

14. These proceedings began in August 2006 when Ernst & Young was appointed Interim Receiver of certain records of Integra and RDC. In its capacity as Interim Receiver, Ernst & Young filed three reports, one report dated August 21, 2006 and two reports dated August 24, 2006. The Interim Receiver reports provided updates to the Court with respect to the Interim Receiver's execution of the Interim Receivership Order. The reports also sought advice and directions with respect to retrieval of records from additional locations identified by the Interim Receiver while executing the Interim Receivership Order. The Interim Receiver's third report was filed specifically in response to Mr. Leandre St. Pierre's affidavit sworn on August 23, 2006.

15. On September 8, 2006 Ernst & Young's role was expanded as it was appointed Receiver and Manager of the Integra Companies.

16. The Receiver filed its first report on September 22, 2006 (the "First Report"). In the First Report the Receiver noted that a review of the records of Integra was in progress. The Receiver specifically focused on 2004 and 2005 data as the Receiver had been made aware by persons knowledgeable of Integra's Trust Account of specific allegations of unauthorized withdrawals.

17. On September 25, 2006 the Receiver commenced an action in the Alberta Court of Queen's Bench bearing action number 0601-1194 against Cooke and Jennix concerning the unauthorized use of Integra's corporate funds (the "Cooke/Jennix Action"). A copy of the statement of claim is attached as Appendix '**A**'. To protect the interest of the Receiver and Integra in 16 Wolf

Willow the former residence of Cooke and Jennix, a Certificate of Lis Pendens (the "CLP") was registered by the Receiver against the title of 16 Wolf Willow on October 23, 2006.

18. The Receiver's second report dated October 25, 2006 (the "Second Report") describes in further detail the review of records and specifically indicates that certain of the unsupportable transfers from Integra's bank accounts related specifically to the acquisition, refurbishment or furnishing of 16 Wolf Willow. In the Second Report the Receiver noted that a full reconstruction of the financial records of Integra would be required, as the books and records were incomplete.

19. The Receiver filed its third report on November 7, 2006 (the "Third Report"). The purpose of the Third Report was to provide the Court with an update on the pending sale transactions for the RDC Properties and the Receiver's calculation of the amounts outstanding pursuant to the mortgages administered by Integra pertaining to the RDC Properties. The Receiver noted in the Third Report that the information presented was based on the records then available to the Receiver (which were incomplete) and that the Receiver attempted to the extent possible to confirm the pay-out figures. The Receiver also noted that the RDC Inspector would perform a further analysis of the pay-out figures and that analysis would be reported to the Court.[1]

20. A Pracepie noting Cooke and Jennix in default with respect to the Receiver's action was taken out on March 13, 2007.

21. The Receiver commenced foreclosure proceedings on the property in Golden, British Columbia (part of the Kicking Horse Project), as the borrower was in default. On April 23, 2007 the Court granted an Order Nisi of Foreclosure and Order for Conduct of Sale with respect to this property.

22. The Receiver filed its Fourth Report on May 22, 2007. The Fourth Report describes the Receiver's complete reconstruction of the financial records of Integra. There is a detailed discussion of the receipts and disbursements from the Integra bank accounts and a specific analysis of the alleged unauthorized use of Integra's's funds by one or both of Cooke and Jennix. The Fourth Report also describes each of the Integra Projects in detail including realization strategies (as applicable) and recommends the establishment of a proof of claim and a proof of investment process.

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[1] The Inspector's first report dated March 27, 2007 includes an analysis of the Receiver's pay-out figures.

23. On June 4, 2007 the Court granted an Order approving the proposed proof of claim and proof of investment process. The Claims Bar Date was July 27, 2007.

24. On June 7, 2007 the Receiver filed its fifth report (the "Fifth Report"), which among other things recommended that the Court authorize the distribution of the net sale proceeds paid into Court with respect to the foreclosure sale of 603-11 Avenue SE, Calgary, Alberta to the Receiver, as the Receiver was entitled to claim payment to the funds paid into Court as the administrator of the OTC/CWT/Integra mortgage.

25. On June 8, 2007 the Court granted a Consent Order for Sale and Judgement with respect to unit 105, 20 Sunpark Plaza SE, Calgary Alberta (MRI Project), approving the sale of the property to Integra for $950,000. The Receiver engaged a realtor to market the property on its behalf.

26. On August 16, 2007 the Receiver swore an affidavit in support of a motion for default judgement in the Cooke/Jennix Action. On August 22, 2007 counsel for the Receiver appeared in Court seeking the default judgment. The matter was adjourned until September 5, 2007. On September 5, 2007 a further adjournment was requested to permit Cooke an opportunity to retain counsel and bring an application setting aside the Praecipe noting them in default. Counsel for the defendants (Mr. Frank Monaghan) examined the Receiver on September 28, 2007 and October 16, 2007. The Receiver's counsel examined Cooke on October 24, 2007 and Jennix on November 26, 2007.

27. On September 21, 2007 the Supreme Court of British Columbia approved the sale of the property in Golden, British Columbia to 609-7th Street (Golden BC) Ltd. for a purchase price of $1,100,000.

28. On December 4, 2007 the Receiver filed its sixth report (the "Sixth Report"), which among other things provided an update on the proof of claim and proof of investment process and outlined a proposed methodology for distribution of the net cash proceeds (the "PDM"). On December 19, 2007 the Court granted an Order approving the PDM as described in the Sixth Report. In January 2008 the Receiver distributed funds to the Mortgage Investors in the RDC Projects and the Kicking Horse Project.

29. On February 11, 2008 the Receiver filed its seventh report (the "Seventh Report"), which recommended that the Court approve a settlement between the Receiver and the Carling Group (the "Settlement Agreement"). Both the Receiver and the Carling Group were of the view that pursuing the pending litigation between the Integra Companies and the Carling Group was not in the best interest of the Investors or the stakeholders and that a settlement agreement was in everyone's best interest. The Carling First Report describes the background to the litigation. On March 5, 2008 the Court approved the Settlement Agreement.

30. On April 8, 2008 the Receiver filed its eighth report (the "Eighth Report"), which sought the Court's advice and directions with respect to allegations raised in a letter from Mr. Frank Monaghan in his capacity as counsel to Cooke and Jennix. Mr. Monaghan's letter is dated February 27, 2008. The Eighth Report also provided certain responses to queries in the February 27, 2008 letter.

31. On May 27, 2008 the Receiver filed its ninth report (the "Ninth Report"), which requested an amendment to the PDM to include the net proceeds from the sale of the lands located in Airdrie, Alberta and sought approval for the distribution of these funds to the Airdrie Mortgage Investors. On June 18, 2008 the Court granted an Order approving the distribution. In July, 2008 the Receiver distributed the funds in accordance with the June 18, 2008 Order.

32. On September 15, 2008 the Court approved the sale agreement between the Receiver and Age Care Health Services Inc. for the purchase of unit 105, 20 Sunpark Plaza SE. The Order also approved the distribution of net proceeds to the Mortgage Investors in the MRI Project.

33. On November 5, 2008 and November 20, 2008 the Receiver filed its tenth report and supplement to the tenth report (collectively the "Tenth Report") dealing with certain funds that remained in Integra's Trust Account.

34. In accordance with the September 15, 2008 Order the Receiver distributed funds to the MRI Project Mortgage Investors in December 2008.

35. Since December 2008 the Receiver has been focused on realizing on the remaining assets of Integra, which are described in detail below.

THE REMAINING ASSETS OF INTEGRA

36. As outlined in the Eighth Report the remaining material assets of Integra are:[2]

    a. The Cooke/Jennix Action and the CLP; and

    b. Integra's potential recovery from the Carling Group as set out in the Settlement Agreement.

CLP

37. As noted above the Receiver commenced the Cooke/Jennix Action on September 25, 2006. On October 23, 2006 the Receiver registered a CLP against title to 16 Wolf Willow the former residence of Cooke and Jennix.

38. The Receiver has reported to this Honourable Court on several occasions with respect to the status of 16 Wolf Willow. The Second Report, Fourth Report and Sixth Report all include discussions with respect to 16 Wolf Willow. In the Sixth Report the Receiver noted that the second mortgagee commenced foreclosure proceedings in December 2006. On December 21, 2006, an Order for Judicial Listing (the "Listing Order") was obtained by the second mortgagees registered against 16 Wolf Willow and the property was listed at $3.8 million.

39. In the Sixth Report the Receiver further noted that the CLP registered by the Receiver would have to be dealt with in conjunction with any sale of the property. At the time of writing the Sixth Report (December 2007) 16 Wolf Willow was being marketed by Royal LePage Foothills at a list price of $3,300,000. The Receiver's analysis of the potential funds available for the CLP was approximately $940,000 based on the list price of $3.3 million, taking into consideration other payables that could rank ahead of the CLP.

40. In February 2008 the second mortgagees successfully obtained an Order allowing them to re-list 16 Wolf Willow for a price of $2.9 million. The Receiver did not oppose this application as the Receiver had retained an independent appraiser to assess the value of 16 Wolf Willow and the re-list price of $2.9 million was within the appraisal range provided by the independent appraiser.

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[2] The Eighth Report also noted that the real estate referred to as the MRI Project was an asset of Integra. As noted above this real estate was sold pursuant to a Court Order dated September 15, 2008.

41. On June 3, 2008 the Court approved the sale of 16 Wolf Willow for approximately $2.6 million. A copy of the statement of receipts and disbursements dated July 15, 2008 filed in those proceedings is attached as Appendix **'B'**. The Receiver notes that after payment of priority payables outlined in Appendix B the balance of funds, approximately $225,000 was paid into Court.

42. On November 6, 2008 by Order of Master Laycock $5,479.74 was paid out of the amounts paid into Court to the mortgagors, which amount was constituted by the difference owing for outstanding property taxes after application of the holdback monies held by Vickers & Associates (counsel for the mortgagors) trust account in the amount of $10,000. The remaining proceeds paid into Court total approximately $219,000.

The Cooke/Jennix Action

43. As noted above, the Receiver had attempted on several occasions to bring a motion before the Court with respect to a default judgement in the Cooke/Jennix Action. The matter was adjourned several times in mid 2007 and was scheduled to be heard on February 8, 2008. On January 28, 2008 Cooke filed an assignment in bankruptcy. Bromwich & Smith Inc. ("Bromwich") is the trustee of Cooke's estate. The effect of the bankruptcy was to stay the Cooke/Jennix Action against Cooke. On February 6, 2008 counsel to the Receiver wrote a letter to Bromwich requesting that Bromwich consent to lifting the stay of action as against Cooke.

44. Bromwich requested an adjournment of the motion to set aside the Praecipe to permit Bromwich sufficient time to become acquainted with the matter. All parties consented to this request. The matter was rescheduled to May 12, 2008. At the May 12, 2008 hearing the matter was adjourned due to a scheduling issue.

45. Madame Justice Kent ordered that Jennix was required to serve his factum by May 16, 2008, and after Madame Justice Kent reviewed the factum the matter was rescheduled to June 23, 2008 for argument. On July 15, 2008 Madame Justice Kent rendered her decision in a Memorandum of Decision, attached as Appendix **'C'**. The application by Mr. Jennix to set aside the noting of default was dismissed.

46. In the fall of 2008 the Receiver attempted to reschedule the damages hearing in relation to the Receiver's action. The hearing was scheduled for January 2009 to allow sufficient time for cross-examinations of all parties. On December 17, 2008 Jennix filed an assignment in bankruptcy. Alger and Associates ("Alger") is the trustee of Jennix's estate. The January 2009 hearing dates were adjourned to provide Alger with sufficient time to become familiar with the matter.

47. Since the quantum of the Receiver's claim had not yet been determined as the damages hearing had not yet taken place, the Receiver formed the view that the most cost effective approach to move the Receiver's action forward was to attempt to negotiate a settlement with the parties claiming an interest in the net proceeds paid into Court relating to the sale of 16 Wolf Willow. Since there were no funds available for distribution in the Cooke and Jennix estates with the exception of the net sale proceeds from 16 Wolf Willow, the maximum amount the Receiver could recover was approximately $219,000.

Attempts to negotiate a settlement agreement regarding the Cooke/Jennix Action

48. The following parties have a potential interest in the funds paid into Court with respect to the sale of 16 Wolf Willow:

    a. Canada Revenue Agency ("CRA") has claims against Cooke and Jennix in the total amount of approximately $350,000 (before additional interest and penalties), based on two registrations that were on title prior to the sale of 16 Wolf Willow. The first registration against Jennix is dated October 5, 2006 in the approximate amount of $114,000. The second registration against Cooke is dated August 28, 2007 in the approximate amount of $233,000. These amounts likely became secured by the respective assignment of Cooke and Jennix into bankruptcy;

    b. The Receiver registered the CLP on October 23, 2006 and is seeking an Order declaring that Jennix and Cooke held 16 Wolf Willow as constructive trustees for the benefit of Integra and for repayment of $2,456,000 representing the amount of corporate funds misused by Cooke and Jennix as determined by the Receiver through the reconstruction of Integra's financial records; and

c. Thackray Burgess registered a mortgage against 16 Wolf Willow on March 8, 2007 in the amount of $300,000 and Thackray Burgess is asserting an interest in the proceeds paid into Court in priority to CRA and the Receiver.

49. The Receiver notes that there are other parties who had caveats, writs and other registrations on title to 16 Wolf Willow prior to the sale, but these claims do not rank ahead of the claims described above and are therefore not included in this discussion.

50. In June 2009[3] the Receiver's counsel, the Department of Justice (representing CRA), Bromwich (trustee of the Cooke estate) and Alger (trustee of the Jennix estate) met to discuss a potential agreement with respect to the net proceeds paid into Court relating to 16 Wolf Willow. Informal discussions ensued with respect to the appropriate allocation of the net proceeds. Pursuant to such discussions the Receiver made a proposal to the interested parties by letter dated September 30, 2009.[4]

51. The Receiver was advised in mid-October 2009 by Alger that he as trustee of Jennix's estate was prepared to consent to judgement, but that he wanted to seek the Courts advice/approval concerning same pursuant to the provisions of sections 30 and 34 of the *Bankruptcy and Insolvency Act.*

52. Alger filed motion materials in December 2009 and the application was scheduled for January 12, 2010. The January 12, 2010 application was adjourned. The matter was rescheduled to February 24, 2010. Prior to the scheduled court time, affidavit materials totalling hundreds of pages were filed in opposition and the parties to the proposed agreement, (along with other parties opposing the proposed arrangement and claiming an interest in the funds in Court[5]), met to discuss whether or not the agreement could move forward.

53. The meeting occurred on a without prejudice basis, however no agreement between the various parties claiming an interest could be met. Without prejudice discussions continued into the

[3] Negotiations were delayed as the Receiver was involved in the appeal of this Honourable Courts decisions with respect to the claims of Thackray Burgess LLP in the Integra Receivership and the RDC Inspectorship, in which the Receiver and Inspector were successful.

[4] Without prejudice privilege was waived over this letter in order for Alger to include it in his motion materials to the Court, as discussed *infra.*

[5] Further parties included Roy Jennix, Frank Monaghan and Thackray Bu-----

Spring of 2010 between the various parties, but again, no agreement between the parties could be reached.

Current Status – Cooke/Jennix Action

54. As noted above, since the Receiver commenced the Cooke/Jennix Action in September 2006, the Receiver has:

    a. Filed an affidavit in support of the action;

    b. Cross-examined both Cooke and Jennix on their affidavit evidence and was cross-examined on its affidavit evidence;

    c. Scrutinized the sale of 16 Wolf Willow to ensure that in the event the Receiver's action was successful recoveries would be maximized for the benefit of Integra's creditors;

    d. Attempted to schedule a damages hearing on several occasions; and

    e. Attempted in good faith to negotiate an agreement with parties claiming an interest in the net proceeds paid into Court relating to the sale of 16 Wolf Willow.

55. In the Receiver's view, it used best efforts to move the Cooke/Jennix Action forward, attempted to realize on the net proceeds paid into Court and minimize the cost to the Integra Receivership. However, by the Spring of 2010, the Receiver became very concerned that the costs of continuing to participate in the Cooke/Jennix Action outweighed the potential benefits to the creditors of Integra.

56. The Receiver advises that due to the nature of CRA's claims the agreement proposed by the Receiver would have paid less than the estimated legal and receivership fees to continue to pursue this matter. However, owing to the events described above, the Receiver became of the view that the costs to be incurred to deal with this matter on a contested basis would be significant.

57. The Receiver therefore resolved by the Summer of 2010 not to continue with the Cooke/Jennix Action as the Receiver is of the view that the potential recovery will likely be exceeded by the costs.

58. Counsel to the Receiver informed the various parties claiming an interest in the funds in Court in late June, 2010 that the Receiver was no longer taking a position regarding those funds.

59. On July 8, by order of Master Prowse, the monies in Court were ordered dispersed. A copy of that Order is attached hereto as Appendix **'D'**.

Contingent recovery from the Carling Group

60. The Settlement Agreement approved by this Court on March 5, 2008 in the Carling Group proceedings provides for a Fort McMurray Equity Charge (as defined in the Settlement Agreement) which entitles the Receiver to a recovery of 35% of the equity in the Fort McMurray project, up to a maximum of $4 million.

61. The Fort McMurray project has not made any significant progress to date. The Carling Inspector issued its third report on June 2, 2010 which recommended a meeting of the investors in the Fort McMurray project to discuss the Fort McMurray project, as the Fort McMurray project is currently without funds to continue.

62. A meeting of the investors in the Fort McMurray project was held on July 21, 2010. At this meeting the investors voted in favour of entering into a joint venture agreement with a construction company to allow the project to proceed. If the Court approves the joint venture agreement the Carling Group will share the potential upside in the project with the joint venture partner.

63. Without a joint venture agreement, the potential recovery from the Fort McMurray Equity Charge is likely nil. If a joint venture agreement is approved by the Court it is possible that there will be a recovery under the Fort McMurray Equity Charge, but the timing and amount are uncertain.

RECEIVER'S FINAL STATEMENT OF RECEIPTS AND DISBURSEMENTS

64. The Receiver's final statement of receipts and disbursements from September 8, 2006 to July 31, 2010, including the anticipated final distribution to the Mortgage Investors in the RDC Projects and the Kicking Horse Project (described below) and accruals for the Receiver and its counsels' fees to the anticipated date of the Receiver's discharge is attached as Appendix 'E'.

65. Receipts for the period totalled approximately $10,801,900 which included the following:

    a. Approximately $7.94 million - principal and interest payments from RDC with respect to the Integra/OTC/CWT mortgages registered against the RDC Properties;

    b. Approximately $2.7 million – sale proceeds payable to the Receiver with respect to the sale of the properties associated with the Kicking Horse, MRI and Airdrie projects; and

    c. Approximately $0.1 million – interest and other miscellaneous cash receipts.

66. Disbursements for the period totalled approximately $1,964,511 which included the following:

    a. Approximately $1.8 million in net professional fees (after taking into consideration reimbursement of certain fees) incurred by the Receiver and its legal counsel; and

    b. Approximately $0.1 million – other miscellaneous disbursements including GST.

67. In accordance with the PDM the Receiver distributed approximately $8.4 million to the Mortgage Investors in the RDC Projects, the Kicking Horse Project, the MRI Project and the Airdrie Project.

68. As noted in the final statement of receipts and disbursements certain dividend cheques were returned to the Receiver and the Receiver has not been able to locate the following creditors:

    a. Albert Gwynn - $13,078.07 recovery with respect to the Airdrie Project;

    b. Diversity Management - $15,418.90 recovery with respect to the MRI Project; and

    c. Benemax Financial - $9,251.34 recovery with respect to the MRI Project.

69. The Receiver attempted to locate these creditors by searching the Canada 411 web-site, searching on Google's web-site and the Receiver pulled corporate searches for the two companies. The Receiver was unable to find an alternative address for these creditors and these creditors have not been in contact with the Receiver.

70. It has been more than two years since the distribution in the Airdrie Project and more than 18 months since the distribution in the MRI Project. The Receiver proposes that a final notice in the Calgary Herald be published calling on these creditors to claim their dividends within 30 days; in the event the creditors do not claim these funds within that timeframe the Receiver will distribute these funds in accordance with the PDM.

PROFESSIONAL FEES

71. A summary of the Interim Receiver's accounts from August 18, 2006 to September 8, 2006 and a summary of the Receiver's accounts from September 8, 2006 to June 30, 2010 is attached as Exhibits A-F to the affidavit of Mr. Neil Narfason to be sworn on September 2, 2010 (the "Narfason Affidavit"). The total fees and disbursements of the Interim Receiver are $59,030.50 including applicable taxes. The total fees and disbursements of the Receiver are $942,055.81[6] including applicable taxes. The Receiver estimates its fees to completion of the engagement will be approximately $45,000.

72. The Receiver notes that in accordance with paragraph 25 of the Receivership Order the Receiver shall account for all costs and expenses, as best as possible, as between Integra and RDC. The Interim Receiver's fees noted in the Narfason Affidavit were allocated to Integra. This Honourable Court approved the Interim Receiver's fees that were allocated to RDC in an Order dated May 23, 2007.

73. A summary of the Receiver's counsels' accounts from August 18, 2006 to June 30, 2010 is attached as Exhibits G-J to the Narfason Affidavit. Borden Ladner Gervais LLP ("BLG") was the Receiver's counsel for all matters with the exception of the Carling Group matters. BLG's accounts for the period totalled $565,823.35 including applicable taxes. BLG estimates its fees to completion of this engagement will be approximately $20,000. The Receiver retained Fraser Milner Casgrain LLP ("FMC") as counsel with respect to the Carling Group matters. FMC's

[6] Fee that were reimbursed by the Carling Group are not included in the figure identified above.

accounts for the period totalled $336,835.54[7] including applicable taxes. FMC will not have any additional fees to completion of this engagement.

74. The Narfason Affidavit includes a summary of the invoices issued by BLG and FMC, along with copies of these invoices without the detailed description of the work performed. The detailed invoices are privileged and confidential. The details are therefore not included in the affidavit. Mr. Narfason swore a second affidavit on September 2, 2010 which includes a copy of the detailed invoices of BLG and FMC (the "Confidential Affidavit"). The Receiver has requested that this Honourable Court grant a sealing order with respect to the Confidential Affidavit.

75. In the Receiver's view the fees and disbursements incurred by the Receiver and its counsel are reasonable given the nature of these proceedings, especially in light of the requirement for the Receiver to complete a full reconstruction of Integra's financial records, the many Court applications and appeals, and the time spent on the heavily contested Cooke/Jennix Action.

FINAL DISTRIBUTION

76. The PDM is described in detail in the Sixth Report. In the Sixth Report the Receiver recommended an interim distribution to the Mortgage Investors in the RDC Projects and the Kicking Horse Project. The Receiver noted in its Sixth Report that the Receiver was holding back approximately $485,000 from the distribution of proceeds that are payable to the Mortgage Investors in the RDC Projects and the Kicking Horse Projects. The hold backs related to professional fees of $350,000 and a hold back for the disputed Thackray Burgess claim in the amount of $135,113.35.

77. Thackgary Burgress was unsuccessful in appealing this Court's decision with respect to the disallowance of the Thackray Burgess claim as secured.

78. The Receiver has also been reimbursed for certain fees and expenses that were paid by Integra that related to the Carling Inspector and its counsel and therefore certain funds that were part of the professional fees holdback are available for distribution to the Mortgage Investors in the RDC Projects and the Kicking Horse Project.

[7] Fees that were reimbursed by the Carling Group are not included in the figure identified above.

79. The Receiver proposes to distribute the net cash on hand after holding back the professional fee estimate, the returned cheques and the distribution to Bromwich to the Mortgage Investors in the RDC Projects and the Kicking Horse Project (the "Final Distribution"). Attached as Appendix **'F'** is a schedule summarizing the proposed distribution. Appendix F includes a detailed analysis of the distribution to each Mortgage Investor in the RDC Projects and the Kicking Horse Project. In the event the creditors do not claim their dividends as described above these funds will be added to the distribution pool available to the Mortgage Investors in the RDC Projects and the Kicking Horse Project. These potential additional amounts are not reflected in Appendix **'F'**.

80. In the event that any of the Final Distribution cheques remain unclaimed (the "Unclaimed Dividends") six months after the Receiver has issued them the Receiver recommends that this Honourable Court authorize the Receiver to cancel these cheques and pay the amounts into Court.

81. The December 19, 2007 Order approving the Interim Distribution authorized the Receiver to retain the payments due to Cooke as a Mortgage Investor in the RDC Projects pending the outcome of the Receiver's action against Cooke/Jennix. To date the Receiver has retained $23,751.92. The Receiver intends paying those funds to Bromwich, trustee of the Cooke estate.

BOOKS AND RECORDS

82. The Receiver is in possession of the books and records of the Integra Companies, which include the records seized by the Interim Receiver, records provided by legal counsel to the Integra Companies (including records provided by Mr. Monaghan) and various computers and computer equipment (the "Integra Records"). The Integra Records include records relating to the Carling projects.

83. The Receiver intends to transfer possession of the records relating to the Carling projects to the Carling Inspector.

84. The Receiver proposes to return the Integra Records that were provided by Mr. Monaghan to Mr. Monaghan and the Receiver proposes to destroy the remaining Integra Records on 60 days notice to the trustee of the estates of Cooke and Jennix providing them with the opportunity to claim the records.

RECEIVER'S DISCHARGE AND RELEASE

85. As noted above the only remaining asset in these proceedings is a contingent recovery to the Receiver from the Fort McMurray Equity Charge. At this time it is not possible to determine the quantum or timing of the potential recovery to the Receiver as the Fort McMurray project has not begun construction and the potential recovery is based on the projects success.

86. The Receiver is of the view that it is appropriate for the Court to grant its discharge, save and except administering a distribution in accordance with the PDM in the event that there is a recovery under the Fort McMurray Equity Charge.

87. After the Receiver has completed the Final Distribution, the payment of any Unclaimed Dividends to Court and the payment of the Receiver and its counsels' fees to completion of the engagement there will be no remaining funds in the possession of the Receiver at this time.

88. The Receiver is seeking an Order approving the Receiver's conduct, discharging the Receiver (save and except administering a distribution with respect to a recovery under the Fort McMurray Charge) and barring any claims against it.

RECEIVER'S RECOMMENDATIONS

89. For the reasons described herein the Receiver is seeking an Order:

a. Approving the Receiver's activities to date;

b. Approving the Receiver's final statement of receipts and disbursements;

c. Approving the Final Distribution;

d. Authorizing the Receiver to distribute the funds associated with three unclaimed dividends from prior distributions as part of the final distribution under the PDM after first placing an appropriate advertisement in a newspaper giving the creditors 30 days to claim such funds;

e. Authorizing the Receiver to release the amount of $23,751.92 to Bromwich;

f. Approving the distribution of any Unclaimed Dividends following the Final Distribution to Court;

g. Approving the Interim Receiver and Receiver's fees and disbursements, including counsel's fees, for the period from August 18, 2006 invoiced to June 30, 2010 and the Receiver's estimate of additional fees to completion of this engagement;

h. Authorizing the Receiver to dispose of the Integra Records as described in this report; and

i. Discharging Ernst & Young as Receiver of the Integra Companies, save and except administration of a distribution in the event that funds are recovered from the Fort McMurray Equity Charge.

All of which is respectfully submitted this 1st day of September, 2010.

ERNST & YOUNG INC.
In its capacity as Court Appointed Receiver
Of Integra Investment Services Ltd., Aurora River Towers Inc., Carling Springs Village Inc. and Carling Development (B.C.) Inc.

Neil Narfason, CA•CIRP, CBV
Senior Vice-President

Michelle Grant, CIRP
Vice-President

APPENDIX A

Action No. 0601- 11194

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

BETWEEN:

ERNST & YOUNG INC. in its capacity as Receiver and Manager of INTEGRA INVESTMENT SERVICE LTD.
AURORA RIVER TOWERS INC.,
CARLING SPRINGS VILLAGE INC., AND
CARLING DEVELOPMENT (B.C.) INC.

Plaintiff

- and -

MAXINE COOKE AND ROY JENNIX

Defendants

STATEMENT OF CLAIM

1. Ernst & Young Inc. ("E&Y") was appointed Receiver and Manager ("Receiver") of all of the current and future undertakings, properties and assets of Integra Investment Service Ltd. ("Integra") Aurora River Towers Inc., Carling Springs Village Inc. and Carling Development (B.C.) Inc. pursuant to an Order by this Honourable Court dated September 8, 2006 (the "Receivership Order"). This action is commenced by E&Y pursuant to paragraph 3(j) of the Receivership Order.

2. Integra is a corporation incorporated pursuant to the laws of the Province of Alberta and has its registered office in the City of Calgary, in the Province of Alberta.

3. Integra was in the business of promoting investment opportunities including, among other ventures, selling securities in certain land development ventures and raising and pooling money ("the investors' funds") to make and extend mortgages concerning various land development projects.

4. Maxine Cooke ("Cooke") is a resident of the City of Calgary, in the Province of Alberta. Cooke is the sole registered director and shareholder of Integra, and was a manager of Integra.

5. Roy Jennix ("Jennix") is a resident of the City of Calgary, in the Province of Alberta. At all material times, Jennix was a *de facto* director and manager of Integra.

6. Cooke and Jennix are common law partners and at all material times resided at 16 Wolfwillow Ridge S.W., Calgary, Alberta ("the Residence")

7. As directors and managers of Integra, Cooke and Jennix were responsible for the day-to-day management and supervision of the affairs of Integra. Cooke and Jennix owed Integra fiduciary duties and were obligated to exercise their duties as directors and officers in a competent, skilful and honest manner.

8. Integra promoted investment opportunities to investors in numerous land development projects in the Provinces of Alberta and British Columbia. At all material times, Cooke and Jennix were aware that Integra received the investors' funds for the express purpose of investing these specific funds in the land development project designated by the investor.

9. Integra raised approximately $22,000,000.00 from investors for the purposes of investing in the various land development projects. The investors' funds were deposited into and became intermingled in a single trust account (the "Trust Account") kept in Integra's name and exclusively controlled by Cooke and Jennix. Funds from the Trust Account were only to be distributed to the designated developer by way of secured first mortgage in favour of Integra.

10. In breach of their obligations and duties as a director to Integra, Cooke and Jennix unlawfully and intentionally, alternatively negligently:

(a) made personal use of the investors' funds, among other things, to purchase, renovate and furnish their Residence. The Residence is legally described as:

CONDOMINIUM PLAN 9813459
UNIT 23
AND 82 UNDIVIDED ONE TEN THOUSANDTH SHARES IN THE COMMON PROPERTY
EXCEPTING THEREOUT ALL MINES AND MINERALS

(b) Used or authorized the use of the investors' funds contrary to the terms upon which they were provided by the investors;

(c) Knowingly intermingled the investors' funds even though the investors had designated which land development project they were investing in;

(d) Failed to maintain or instruct that separate Integra trust accounts be maintained with respect to each of the land development projects promoted by Integra;

(e) Failed to maintain or instruct that reasonable bank records be maintained;

(f) Falsified or authorized the falsification of Integra's accounting records; and

(g) Failed to maintain or instruct that a ledger of investors and a record of the investors' investments in the designated land development project be maintained.

11. Cooke and Jennix allowed their self-interest to conflict with and to prevail over their fiduciary duties owed to Integra.

12. Cooke and Jennix have wrongfully converted the investors' funds for their own use and they are liable to account to Integra in respect of such conversion.

13. Cooke and Jennix hold the proceeds and assets so received as an express or constructive trustee for the benefit of Integra. Integra therefore claims an express or constructive trust over all personal property acquired by Cooke and Jennix with funds originally from the Trust Account, and is entitled to trace its beneficial interest in such funds into any assets or property for which such funds have been exchanged.

14. Integra further seeks to trace and follow its funds into the hands of persons who have *bona fide* entitlement to the funds which were initially obtained from Integra by Cooke and Jennix and were in turn provided by Cooke and Jennix to such persons without juristic reason.

15. The Plaintiff pleads and relies upon sections 101 and 122 of the Alberta *Business Corporations Act, R.S.A. 2000*, c. B-9.

16. In the opinion of counsel, the trial of this action will take less than 25 days of trial time.
Trial expected to be in the courthouse, in the City of Calgary in the Province of Alberta.

WHEREFORE THE PLAINTIFF E&Y ON BEHALF OF INTEGRA, CLAIMS AGAINST THE DEFENDANTS, COOKE AND JENNIX, JOINTLY AND SEVERALLY, AS FOLLOWS:

(a) An injunction restraining Cooke and Jennix, as her common law partner, from selling the residence situated at 16 Wolfwillow Ridge S.W., Calgary, Alberta, alternatively from disposing of the proceeds of any such a sale;

(b) A Declaration that Cooke and Jennix hold any real or personal property or any other assets purchased with the investors' funds as an express or constructive trustee for the benefit of Integra;

(c) A Tracing Order in favour of Integra to determine the ultimate recipients of all of the investors' funds that originated with Integra and were provided to Cooke and Jennix;

(d) An accounting of all monies received by Cooke and Jennix directly or indirectly from the Integra;

(e) An Order for repayment of all of the amounts which Cooke and Jennix wrongfully caused Integra to pay to them, the exact amount to be proved at trial;

(f) Repayment of all amounts paid by Integra to Cooke and Jennix;

(g) Pre and post judgment interest;

(h) Costs on a solicitor and own client scale; and

(i) Such further and other relief as to this Honourable Court seems just.

DATED at the City of Calgary, in the Province of Alberta, this 25 day of September, 2006 **AND DELIVERED** by Josef G.A. Krüger at BORDEN LADNER GERVAIS LLP, Barristers and Solicitors for the Plaintiff, whose address for service is in care of the said solicitors at 1000, 400 Third Avenue S.W., Calgary, Alberta, T2P 4H2.

ISSUED out of the office of the Clerk of the Court of the Queen's Bench of Alberta, Judicial Centre of Calgary, this 25 day of September 2006.

V.A. BRANDT COURT SEAL

CLERK OF THE COURT

Action No.: 0601 - 11194 2006

IN THE COURT OF QUEEN'S BENCH
OF ALBERTA

JUDICIAL DISTRICT OF CALGARY

BETWEEN:

ERNST & YOUNG INC. IN ITS CAPACITY AS RECEIVER AND MANAGER OF INTEGRA INVESTMENT SERVICE LTD. AURORA RIVER TOWERS INC., CARLING SPRINGS VILLAGE INC., AND CARLING DEVELOPMENT (B.C.) INC.

PLAINTIFFS

\- and -

MAXINE COOKE AND ROY JENNIX

DEFENDANTS

STATEMENT OF CLAIM

This Statement of Claim is delivered by BORDEN LADNER GERVAIS LLP, solicitors for the Plaintiff who resides in Calgary, Alberta;

And whose address for service is in care of the said solicitors at 1000, 400 - 3rd Avenue S.W., Calgary, Alberta, T2P 4H2, Attention: Josef G.A. Krüger;

And is addressed to the Defendants who insofar as is known to the Plaintiff resides in Calgary, Alberta.

BORDEN LADNER GERVAIS LLP
Barristers and Solicitors
1000 Canterra Tower
400 Third Avenue S.W.
Calgary, Alberta T2P 4H2

Attention: Josef G.A. Krüger
Telephone: (403) 232-9563
Fax: (403) 266-1395

File No. 413255-05

NOTICE

TO THE DEFENDANTS:

MAXINE COOKE AND ROY JENNIX

You have been sued. You are Defendants. You have only 15 days to file and serve a Statement of Defence or Demand of Notice. You or your lawyer must file your Statement of Defence or Demand of Notice in the office of the Clerk of the Court of Queen's Bench in Calgary, Alberta. You or your lawyer must also leave a copy of your Statement of Defence or Demand of Notice at the address for service for the Plaintiff named in this Statement of Claim.

WARNING:

If you do not do both things within 15 days, you may automatically lose the lawsuit. The Plaintiff may get a Court Judgment against you if you do not file, or do not give a copy to the Plaintiff, or do either thing late.

APPENDIX B

STATEMENT OF RECEIPTS AND DISBURSEMENTS

Vendor:	Court of Queen's Bench of Alberta (Cooke Foreclosure)
Purchaser:	McVeigh
Property:	16 Wolfwillow Ridge, Elbow Valley, Alberta
Adjustment Date:	July 14, 2008

	Received	Disbursed
Received from Carr & Smith ➡ cash to close	$2,521,140.35	
Received from Re/Max Landen ➡ deposit	$ 50,000.00	
Paid to outstanding property taxes M.D. of Rockyview No. 44		$ 34,127.19
Paid to Elbow Valley Residents Club ➡ outstanding resident's fees		$ 3,372.98
Paid to Keyfacts Canada Ltd.➡		$ 4,126.05
Paid to Re/Max Landen Real Estate ➡ commissions		$ 84,997.50
Paid to 762126 Alberta Ltd. ➡ Balance owing as of July 15, 2008 $1,767,952.08 as of May 30 $569.14 x 30= $17,074.20 $574.63 x 15 = $8,619.45		$1,793,645.73
Paid to Tom Lee ➡ Balance owing as of July 15, 2008 $381,084.70 as of May 30 $122.68 x 30 = $3,680.40 $123.86 x 15 = $1,857.90		$ 386,623.00
Paid to Vickers & Associates ➡ Legal fees and disbursements (Order for Sale and Sale of the subject property)		$ 29,328.74

Holdback		$ 10,000.00
Balance herewith paid to the Clerk of the Court		$ 224,919.16
	$2,571,140.35	$2,571,140.35

This is our Statement of
Receipts and Disbursements
July 15, 2008

Vickers & Associates
Per:

Denise M. Hendrix
DMH/plf

E. & O E

Vickers & Associates

Barristers & Solicitors
#600, 805 - 10th Avenue S.W.
Calgary, Alberta
T2R 0B4
Telephone: (403) 269-9400
Fax: (403) 266-2447

July 15, 2008

Our File No: 24761

Via Courier

M.D. of Rockyview No. 44
911 - 32nd Avenue N.E.
Calgary, Alberta
T2E 6X6

Dear Sirs:

Re: COOKE, Maxine
16 Wolfwillow Ridge, Elbow Valley, Alberta

We enclose herewith our firm's trust cheque in the sum of $34,127.19 respecting outstanding property taxes for the above property. Please provide our office with a receipt showing payment of same.

Thank you for your assistance

Yours truly,

Vickers & Associates
Per:

Denise M. Hendrix
DMH/plf

Enclosure ($)

Vickers & Associates

Barristers & Solicitors
#600, 805 - 10th Avenue S.W.
Calgary, Alberta
T2R 0B4
Telephone: (403) 269-9400
Fax: (403) 266-2447

July 15, 2008

Our File No: 24761

Via Courier

Elbow Valley Residents Club
100 Misty Morning Drive
Calgary, Alberta
T3Z 3B2

Attention: Murray Rose

Dear Sir:

Re: COOKE, Maxine
16 Wolfwillow Ridge, Elbow Valley, Alberta

In furtherance to the above and to your correspondence of July 9, 2008, please find enclosed our firm's trust cheque in the sum of $3,372.98 representing payment of outstanding association fees.

We trust you will find this satisfactory.

Yours truly,

Vickers & Associates
Per:

Denise M. Hendrix
DMH/plf

Enclosure ($)

STATEMENT OF ACCOUNT

Elbow Valley Residents Club

Page:	1
Date:	July 09, 2008
Account	2023CO

ATTENTION

Maxine Cooke
16 Wolfwillow Ridge
Calgary, AB

T3Z 2Z4

REMIT TO

Elbow Valley Residents Club
100 Misty Morning Drive
Calgary, Alberta
T3Z2Z7

Phone: (403) 240-4386
Fax: (403) 246-8734

Document Date		Invoice Number	Type	Reference	Original Amount	Outstanding Amount
01-Jul-06		5956	IN		138.69	1.31
04-Aug-06		10143NSF	IN		137.38	137.38
04-Aug-06		10144NSFFEE	IN		26.50	26.50
01-Sep-06		8097	IN		0.01	0.01
07-Sep-06		10153NSFFEE	IN		26.50	26.50
01-Oct-06		8098	IN		1.50	1.50
05-Oct-06		10159NSFFEE	IN		26.50	26.50
01-Nov-06		8099	IN		1.74	1.74
01-Nov-06		8789	IN		138.69	138.69
06-Nov-06		10162NSF	IN		138.69	138.69
06-Nov-06		10163NSFFEE	IN		26.50	26.50
01-Dec-06		8100	IN		2.00	2.00
29-Dec-06		10171NSF	IN		138.69	138.69
29-Dec-06		10172NSFFEE	IN		26.50	26.50
01-Jan-07		8101	IN		4.78	4.78
01-Jan-07		9492	IN		138.69	138.69
08-Jan-07		10173NSF	IN		[illegible]	138.69
08-Jan-07		11664NSF	IN			[illegible]
08-Jan-07		10174NSFFEE	IN			
01-Feb-07		8102	IN			
06-Feb-07		11665NSF	IN			
01-Mar-07		8103	IN			
01-Mar-07		11058	IN			
07-Mar-07		11666NSF	IN			
26-Mar-07		10-8	CA			
01-Apr-07		8104	IN			
05-Apr-07		22-8 NSF	IN			
05-Apr-07		22-13 NSFFee	IN			
01-May-07		8105	IN			

Elbow Valley
- Residents Club
monthly obligations
$171.13

Continued...

STATEMENT OF ACCOUNT

Elbow Valley Residents Club

Page:	2
Date:	July 09, 2008
Account	2023CO

ATTENTION

Maxine Cooke
16 Wolfwillow Ridge
Calgary, AB

T3Z 2Z4

REMIT TO

Elbow Valley Residents Club
100 Misty Morning Drive
Calgary, Alberta
T3Z2Z7

Phone: (403) 240-4386
Fax: (403) 246-8734

Document Date		Invoice Number	Type	Reference	Original Amount	Outstanding Amount
08-May-07		21-9 NSF	IN	Ret Debit	154.98	154.98
08-May-07		21-12 NSFFee	IN	Ret Debit	35.00	35.00
01-Jun-07		8106	IN		5.31	5.31
12-Jun-07		23-1 NSF	IN		154.98	154.98
12-Jun-07		23-13 NSFFee	IN		35.00	35.00
01-Jul-07		8107	IN		7.07	7.07
04-Jul-07		24-8 NSF	IN		154.98	154.98
04-Jul-07		24-12 NSFFee	IN		35.00	35.00
01-Aug-07		8108	IN		8.85	8.85
10-Aug-07		25-10 NSF	IN		154.98	154.98
01-Sep-07		8109	IN		10.64	10.64
07-Sep-07		26-11 NSF	IN		154.98	154.98
17-Sep-07		25-16 NSFFee	IN		35.00	35.00
01-Oct-07		8110	IN		12.13	12.13
09-Oct-07		26-13 NSFFee	IN		35.00	35.00
12-Oct-07		4363	IN		154.98	154.98
01-Nov-07		8111	IN		13.95	13.95
03-Nov-07		5064	IN		154.98	154.98
01-Dec-07		5766	IN		154.98	154.98
01-Dec-07		8112	IN		15.79	15.79
01-Jan-08		8113	IN		17.33	17.33
01-Jan-08		14275	IN		153.52	153.52
01-Feb-08		8114	IN		18.88	18.88
04-Feb-08		6656	IN		153.52	153.52
01-Mar-08		7492	IN		153.52	153.52
01-Mar-08		8115	IN		20.43	20.43
01-Apr-08		8116	IN		22.00	22.00
02-Apr-08		8240	IN		171.14	171.14
01-May-08		107-1	IN	IN	22.01	22.01

Continued...

STATEMENT OF ACCOUNT

Elbow Valley Residents Club

Page:	3
Date:	July 09, 2008
Account	2023CO

ATTENTION

Maxine Cooke
16 Wolfwillow Ridge
Calgary, AB

T3Z 2Z4

REMIT TO

Elbow Valley Residents Club
100 Misty Morning Drive
Calgary, Alberta
T3Z2Z7

Phone: (403) 240-4386
Fax: (403) 246-8734

Document Date		Invoice Number	Type	Reference	Original Amount	Outstanding Amount
09-May-08		8941	IN		171.14	171.14
01-Jun-08		9643	IN		171.14	171.14
01-Jun-08		107-2	IN	IN	23.77	23.77
01-Jul-08		10380	IN		171.14	171.14
01-Jul-08		107-3	IN	IN	25.52	25.52

Current	Overdue				Total Due
	1 - 10 DAYS	11 - 30 DAYS	31 - 60 DAYS	61+ DAYS	
(991.69)	194.91	193.15	193.14	3,783.47	3,372.98

If payment has been remitted recently, please accept our thanks.
If you have any questions regarding this statement, please contact us at 403-240-4386

Vickers & Associates

Barristers & Solicitors

#600, 805 - 10th Avenue S.W.
Calgary, Alberta
T2R 0B4

Telephone: (403) 269-9400
Fax: (403) 266-2447

July 15, 2008

Our File No: 24761

Via Courier

Keyfacts CPI Services Inc.
720 - 28th Street NE, Suite 140
Calgary, Alberta
T2A 6R3

Dear Sirs:

Re: COOKE, Maxine
16 Wolfwillow Ridge, Elbow Valley, Alberta
Invoice No. IC2008001898/Account No. 999114

In furtherance to the above, we enclose herewith our firm's trust cheque in the sum of $4,126.05.

We trust you will find this satisfactory.

Yours truly,

Vickers & Associates
Per:

Denise M. Hendrix
DMH/plf

Enclosure ($)

KEYFACTS CANADA

INVOICES ARE PAYABLE UPON RECEIPT
IN CANADIAN FUNDS

Keyfacts CPI Services Inc
Administration Department
North Entrance
720 - 28 Street N.E., Suite 140
Calgary, Alberta, T2A 6R3
TEL: 1-800-298-1220

ACCOUNT NO:
999114
INVOICE NO:
IC2008001898
INVOICE DATE: (Y-M-D)
2008/02/01

VICKERS AND ASSOCIATES
HAROLD VICKERS
801 805 10 AVE SW
CALGARY, AB
T2R0B4

(Mortgage #) ARRON ACCEPTANCE

REPORT ON:
COOKE, MAXINE

PROPERTY
16 WOLFWILLOW RIDGE
ELBOW VALLEY, AB

UNKNOWN

ACTIVE ON 01/18/2008
SECURED ON 01/22/2008
CANCELLED ON

REQUESTOR:
TILBURT, AMANDA

GST Reg. #: 838923613RT0001

DIRECT INQUIRIES TO: (403)235-3337 or (800)298-1220

Our Reference: PP20063270013

Date	Description of Service	Cost	GST	PST	TOTAL
January, 2008	See attached detail	1,688.50	84.43	0.00	1,772.93

PLEASE PAY THIS AMOUNT 1,772.93

This is Exhibit "C" referred to in the Affidavit of
Denise M. Hendrix
Sworn before me this 3 day
of July A.D., 2008

A Commissioner for Oaths in and for the Province of Alberta

AMANDA LEE TILBURT
A Commissioner for Oaths
in and for the Province of Alberta
My Commission Expires April 23, 2010

Terms: A charge of 1.5% interest per month or 18% per annum will be applied on all accounts that are over 30 days

Tear Here — Tear Here

RETURN THIS PORTION WITH YOUR PAYMENT
INVOICES ARE PAYABLE UPON RECEIPT IN CANADIAN FUNDS

KEYFACTS CANADA

REMITTANCE

Keyfacts CPI Services Inc
Administration Department
North Entrance
720 - 28 Street N.E., Suite 140
Calgary, Alberta, T2A 6R3

AMOUNT PAID $ ____________

ACCT. NO/SU	INVOICE NO.	DATE BILLED (Y-M-D)	AMOUNT
999114	IC2008001898	2008/02/01	$1,772.93

Accounting Copy — Branch Copy — Customer Copy

KEYFACTS CANADA

Maintenance and Inspection Invoice Detail

Invoice #: IC2008001898

Report for the Month of,	Mortgage #	Client #	Our Reference:
January, 2008	ARRON ACCEPTANCE		PP20083270013

Property Address
16 WOLFWILLOW RIDGE ELBOW VALLEY, AB

CMHC #	Service	Service Date / Date Range	AMOUNT	GST	PST	TOTAL
110	RECHECK-EVERY 3 DAY	1/23/2008 To 1/25/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	1/26/2008 To 1/28/2008	28.00	1.40	0.00	29.40
110	SECURE	1/22/2008	75.00	3.75	0.00	78.75
110	LOCK CHANGE	1/22/2008	275.00	13.75	0.00	288.75
110	PHOTOS SECURE	1/22/2008	120.00	6.00	0.00	126.00
		Sub-Total	526.00	26.30	0.00	552.30
305	MINOR REPAIRS - PLUMBG LINES	1/25/2008	1,162.50	58.13	0.00	1,220.63
		Sub-Total	1,162.50	58.13	0.00	1,220.63

Approved for Payment:	
Date:	

Total:	1,688.50	84.43	0.00	1,772.93

KEYFACTS CANADA

Keyfacts CPI Services Inc
Administration Department
North Entrance
720 - 28 Street N.E., Suite 140
Calgary, Alberta, T2A 6R3
TEL: 1-800-298-1220

INVOICES ARE PAYABLE UPON RECEIPT
IN CANADIAN FUNDS

(Mortgage #) ARRON ACCEPTANCE

ACCOUNT NO:
999114
INVOICE NO:
IC2008003742
INVOICE DATE: (Y-M-D)
2008/03/03

VICKERS AND ASSOCIATES
HAROLD VICKERS
608 805 10 AVE SW
CALGARY, AB
T2R0B4

REPORT ON:
COOKE, MAXINE

PROPERTY
16 WOLFWILLOW RIDGE
ELBOW VALLEY, AB

VACANT

ACTIVE ON 01/18/2008
SECURED ON 01/22/2008
CANCELLED ON

REQUESTOR:
TILBURT, AMANDA

GST Reg. #: 838923613RT0001

DIRECT INQUIRIES TO: (403)235-3337 or (800)298-1220

Our Reference: PP20083270013

Date	Description of Service	Cost	GST	PST	TOTAL
January, 2008	See attached detail	885.15	15.25	0.00	900.40

PLEASE PAY THIS AMOUNT 900.40

Terms: A charge of 1.5% interest per month or 18% per annum will be applied on all accounts that are over 30 days

Tear Here -- Tear Here

KEYFACTS CANADA

REMITTANCE

RETURN THIS PORTION WITH YOUR PAYMENT

INVOICES ARE PAYABLE UPON RECEIPT IN CANADIAN FUNDS

Keyfacts CPI Services Inc
Administration Department
North Entrance
720 - 28 Street N.E., Suite 140
Calgary, Alberta, T2A 6R3

AMOUNT PAID $ ____________

ACCT. NO/SU	INVOICE NO.	DATE BILLED (Y-M-D)	AMOUNT
999114	IC2008003742	2008/03/03	$900.40

Accounting Copy　　Branch Copy　　Customer Copy

KEYFACTS CANADA

Maintenance and Inspection Invoice Detail

Invoice #: IC2008003742

Report for the Month of.	Mortgage #	Client #	Our Reference:
January, 2008	ARRON ACCEPTANCE		PP20083270013

Property Address
18 WOLFWILLOW RIDGE ELBOW VALLEY, AB

CMHC #	Service	Service Date / Date Range	AMOUNT	GST	PST	TOTAL
110	RECHECK-EVERY 3 DAY	01/29/2008 To 01/31/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/01/2008 To 02/03/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/04/2008 To 02/06/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/07/2008 To 02/09/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/10/2008 To 02/12/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/13/2008 To 02/15/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/16/2008 To 02/18/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/19/2008 To 02/21/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/22/2008 To 02/24/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	02/25/2008 To 02/27/2008	28.00	1.40	0.00	29.40
110	DELIVER KEYS REALTOR	02/06/2008	25.00	1.25	0.00	26.25
		Sub-Total	305.00	15.25	0.00	320.25
180	UTILITY-GAS 90	01/18/2008 To 02/04/2008	356.33	0.00	0.00	356.33
180	UTILITY-HYDRO 90	01/17/2008 To 02/06/2008	223.82	0.00	0.00	223.82
		Sub-Total	580.15	0.00	0.00	580.15

Approved for Payment:	
Date:	

Total:

885.15	15.25	0.00	900.40

KEYFACTS CANADA

Keyfacts CPI Services Inc
Administration Department
North Entrance
720 - 28 Street N.E., Suite 140
Calgary, Alberta, T2A 6R3
TEL: 1-800-298-1220

INVOICES ARE PAYABLE UPON RECEIPT
IN CANADIAN FUNDS

(Mortgage #) ARRON ACCEPTANCE

ACCOUNT NO:
999114

INVOICE NO:
IC2008005478

INVOICE DATE: (Y-M-D)
2008/04/01

VICKERS AND ASSOCIATES
HAROLD VICKERS
608805 10 AVE SW
CALGARY, AB
T2R0B4

REPORT ON:
COOKE, MAXINE

PROPERTY
18 WOLFWILLOW RIDGE
ELBOW VALLEY, AB

VACANT

ACTIVE ON 01/18/2008
SECURED ON 01/22/2008
CANCELLED ON

REQUESTOR:
TILBURT, AMANDA

GST Reg. #: 838923813RT0001

DIRECT INQUIRIES TO: (403)235-3337 or (800)298-1220

Our Reference: PP20063270013

Date	Description of Service	Cost	GST	PST	TOTAL
March, 2008	See attached detail	1,347.12	17.40	0.00	1,364.52

PLEASE PAY THIS AMOUNT 1,364.52

Terms: A charge of 1.5% interest per month or 18% per annum will be applied on all accounts that are over 30 days

Tear Here

Tear Here

RETURN THIS PORTION WITH YOUR PAYMENT
INVOICES ARE PAYABLE UPON RECEIPT IN CANADIAN FUNDS

KEYFACTS CANADA

REMITTANCE

Keyfacts CPI Services Inc
Administration Department
North Entrance
720 - 28 Street N.E., Suite 140
Calgary, Alberta, T2A 6R3

AMOUNT PAID $ ____________

ACCT. NO/SU	INVOICE NO.	DATE BILLED (Y-M-D)	AMOUNT
999114	IC2008005478	2008/04/01	$1,364.52

Accounting Copy Branch Copy Customer Copy

KEYFACTS CANADA

Maintenance and Inspection Invoice Detail

Invoice #: IC2008005478

Report for the Month of.	Mortgage #	Client #	Our Reference:
March, 2008	ARRON ACCEPTANCE		PP20063270013

Property Address
16 WOLFWILLOW RIDGE ELBOW VALLEY, AB

CMHC #	Service	Service Date / Date Range	AMOUNT	GST	PST	TOTAL
110	RECHECK-EVERY 3 DAY	2/28/2008 To 3/1/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/2/2008 To 3/4/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/5/2008 To 3/7/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/8/2008 To 3/10/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/11/2008 To 3/13/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/14/2008 To 3/16/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/17/2008 To 3/19/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/20/2008 To 3/22/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/23/2008 To 3/25/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/26/2008 To 3/28/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	3/29/2008 To 3/31/2008	28.00	1.40	0.00	29.40
		Sub-Total	308.00	15.40	0.00	323.40
180	UTILITY-GAS 90	2/5/2008 To 3/4/2008	479.27	0.00	0.00	479.27
180	UTILITY-HYDRO 90	2/7/2008 To 3/5/2008	519.85	0.00	0.00	519.85
		Sub-Total	999.12	0.00	0.00	999.12
999	MEET AND WAIT WITH APPRAISER	2/25/2008	40.00	2.00	0.00	42.00
		Sub-Total	40.00	2.00	0.00	42.00

Approved for Payment:	
Date:	

Total:	1,347.12	17.40	0.00	1,364.52

KEYFACTS CANADA

Keyfacts CPI Services Inc
Administration Department
North Entrance
720 - 28 Street N.E., Suite 140
Calgary, Alberta, T2A 6R3
TEL: 1-800-298-1220

INVOICES ARE PAYABLE UPON RECEIPT
IN CANADIAN FUNDS

Interim Invoice

(Mortgage #) ARRON ACCEPTANCE

ACCOUNT NO:
999114
INVOICE NO:
IC2008008537
INVOICE DATE: (Y-M-D)
2008/05/14

VICKERS AND ASSOCIATES
HAROLD VICKERS
608805 10 AVE SW
CALGARY, AB
T2R0B4

REPORT ON:
COOKE, MAXINE

PROPERTY
18 WOLFWILLOW RIDGE
ELBOW VALLEY, AB

VACANT

ACTIVE ON 01/18/2008
SECURED ON 01/22/2008
CANCELLED ON
REQUESTOR:
TILBURT, AMANDA

GST Reg. #: 838923613RT0001

DIRECT INQUIRIES TO: (403)235-3337 or (800)298-1220

Our Reference: PP20063270013

Date	Description of Service	Cost	GST	PST	TOTAL
May, 2008	See attached detail	84.00	4.20	0.00	88.20

PLEASE PAY THIS AMOUNT 88.20

Terms: A charge of 1.5% interest per month or 18% per annum will be applied on all accounts that are over 30 days

Tear Here

RETURN THIS PORTION WITH YOUR PAYMENT
INVOICES ARE PAYABLE UPON RECEIPT IN CANADIAN FUNDS

Tear Here

KEYFACTS CANADA

REMITTANCE

Keyfacts CPI Services Inc
Administration Department
North Entrance
720 - 28 Street N.E., Suite 140
Calgary, Alberta, T2A 6R3

AMOUNT PAID $ ____________

ACCT. NO/SU	INVOICE NO.	DATE BILLED (Y-M-D)	AMOUNT
999114	IC2008008537	2008/05/14	$88.20

Accounting Copy Branch Copy Customer Copy

KEYFACTS CANADA

Maintenance and Inspection Invoice Detail

Invoice #: IC2008008537

Report for the Month of.	Mortgage #	Client #	Our Reference:
May, 2008	ARRON ACCEPTANCE		PP20083270013

Property Address
16 WOLFWILLOW RIDGE ELBOW VALLEY, AB

CMHC #	Service	Service Date / Date Range	AMOUNT	GST	PST	TOTAL
110	RECHECK-EVERY 3 DAY	5/1/2008 To 5/3/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	5/4/2008 To 5/6/2008	28.00	1.40	0.00	29.40
110	RECHECK-EVERY 3 DAY	5/7/2008 To 5/8/2008 5	28.00	1.40	0.00	29.40
		Sub-Total	84.00	4.20	0.00	88.20

Approved for Payment:	
Date:	

Total:	84.00	4.20	0.00	88.20

Vickers & Associates

Barristers & Solicitors
#600, 805 - 10th Avenue S.W.
Calgary, Alberta
T2R 0B4
Telephone: (403) 269-9400
Fax: (403) 266-2447

July 15, 2008

Our File No: 24761

Via Courier

Remax Landan Real Estate
102, 279 Midpark Way SE
Calgary, Alberta
T2X 1M2

Attention: Shari Hume

Dear Madam:

Re: Your File No. 080850
Court of Queen's Bench to Shelley McVeigh
16 Wolfwillow Ridge, Elbow Valley, Alberta

In furtherance to the above and to your correspondence of June 17, 2008, please find enclosed our firm's trust cheque in the sum of $84,997.50 representing commission and GST on the sale.

We trust you will find this satisfactory.

Yours truly,

Vickers & Associates
Per:

Denise M. Hendrix
DMH/plf

Enclosure ($)

Above the Crowd!

June 17, 2008

Denise Hendrix
Vickers & Associates
600, 805 - 10 Avenue SW
Calgary, AB T2R-0B4

Dear Madam/Sir:

RE: Our file no: 080850
Court of Queen's Bench to Shelley McVeigh
16 Wolfwillow Ridge

We are pleased to enclose a copy of the Real Estate Purchase Contract regarding the sale of the above mentioned property. Please be advised that the condition(s) set forth in the contract have been removed, as per copy of the waiver(s) attached.

We understand you will be representing the seller in this transaction and Mr. Dan Homer will be representing the buyer.

As stated in the contract, we confirm that we are holding a deposit of $0.00 in trust. The commission on this sale will be $80,950.00 and GST of $4,047.50 totaling $84,997.50. Please note the Assignment in the Purchase Contract directing you to pay us the unpaid balance of commission and GST in the amount of $84,997.50 upon completion of this transaction.

Our GST registration number is R131433336. This letter is not to be considered an invoice.

Thank you for your services in this matter. If we can be of any further assistance, please do not hesitate to contact us.

Yours truly,
RE/MAX Landan Real Estate

Shari Hume

Shari Hume
Conveyancing Secretary

/sh
Enclosures

RE/MAX landan real estate
#102, 279 midpark way s.e.
calgary, alberta t2x 1m2
bus: (403) 256-3888
fax: (403) 256-3144

Vickers & Associates

Barristers & Solicitors
#600, 805 - 10th Avenue S.W.
Calgary, Alberta
T2R 0B4
Telephone: (403) 269-9400
Fax: (403) 266-2447

July 15, 2008

Our File No: 24761

Via Courier

762126 Alberta Ltd.
600, 805 - 10th Avenue SW
Calgary, Alberta
T2R 0B4

Dear Madam:

Re: **Maxine Cooke**
Court of Queen's Bench to Shelley McVeigh
16 Wolfwillow Ridge, Elbow Valley, Alberta

In furtherance to the above, please find enclosed our firm's trust cheque in the sum of $1,793,645.73 representing payout of your mortgage.

We trust you will find this satisfactory.

Yours truly,

Vickers & Associates
Per:

Denise M. Hendrix
DMH/plf

Enclosure ($)

SCHEDULE "A"

Payout calculation for 762126 Alberta Ltd.
Rate: 11.75%

Date	Particulars		Item
November 1, 2006	balance	$	519,769.19
Accrued interest to December 1, 2006	$167.32 x 30	$	5,019.60
Accrued interest to January 1, 2007	$168.94 x 31	$	5,237.14
Accrued interest to February 1, 2007	$170.62 x 31	$	5,289.22
Accrued interest to March 1, 2007	$172.33 x 28	$	4,825.24
Accrued interest to April 1, 2007	$173.88 x 31	$	5,390.28
Accrued interest to May 1, 2007	$175.62 x 30	$	5,268.60
Accrued interest to May 28, 2007	$177.31 x 28	$	4,964.68
May 28, 2007 (Jim Foster)	paid Insurance	$	1,600.00
Accrued interest to June 1, 2007	$179.43 x 3	$	538.29
Accrued interest to July 1, 2007	$179.60 x 30	$	5,388.00
Accrued interest to July 27, 2007	$181.33 x 27	$	4,896.00
July 27, 2007 (Jim Foster)	paid insurance	$	1,600.00
Accrued interest to August 1, 2007	$183.42 x 4	$	733.70
Accrued interest to September 1, 2007	$183.66 x 31	$	5,693.46
Accrued interest to September 5, 2007	$185.49 x 5	$	927.47
September 5, 2007	paid TD Bank	$	994,154.84
Accrued interest to October 1, 2007	$505.82 x 26	$	13,151.53
Accrued interest to October 10, 2007	$510.06 x 11	$	5,610.66
October 11, 2007	paid insurance	$	1,600.00
Accrued interest to November 1, 2007	$512.38 x 20	$	10,247.60
Accrued interest to December 1, 2007	$515.68 x 30	$	15,470.45
Accrued interest to December 12, 2007	$520.66 x 12	$	6,247.92

Date	Particulars		Item
Accrued interest to **December 12, 2007**	paid insurance	$	1,600.00
Accrued interest to January 1, 2008	$523.19 x 19	$	9,940.61
January 22 insurance was not paid			
Accrued interest to January 29, 2008	$526.38 x 29	$	15,265.02
January 29, 2008	paid legal fees	$	43,903.92
Accrued interest to February 1, 2008	$545.44 x 3	$	1,636.32
Accrued interest to February 12, 2008	$546.96 x 12	$	6,563.52
February 12, 2008	paid insurance	$	5,244.00
Accrued interest to March 1, 2008	$549.76 x 17	$	9,345.92
Accrued interest to April 1, 2008	$552.77 x 31	$	17,135.87
Accrued interest to May 1, 2008	$558.28 x 30	$	16,748.40
Accrued interest to May 9, 2008	$563.68 x 9	$	5,073.12
Accrued interest to May 30, 2008	$565.31 x 21	$	11,871.51
	Total	$	1,767,952.08
Outstanding Residents Association fees		$	3,100.00
Outstanding Inspection fees		$	5,113.59
Outstanding property taxes		$	34,127.19
Per diem $569.14	**Balance as at May 30, 2008**	**$**	**1,810,292.86**

Payout calculation Tom Lee's portion
Rate: 11.75%

Date	Particulars		Item
November 1, 2006	balance	$	311,861.52
Accrued interest to Dec. 1, 2006	$100.39 x 30	$	3,011.70
Accrued interest to January 1, 2007	$101.36 x 31	$	3,142.16
Accrued interest to February 1, 2007	$102.37 x 31	$	3,173.47
Accrued interest to March 1, 2007	$103.40 x 28	$	2,895.20

Date	Particulars		Item
Accrued interest to April 1, 2007	$104.33 x 31	$	3,234.23
Accrued interest to May 1, 2007	$105.37 x 30	$	3,161.10
Accrued interest to May 31, 2007	$106.39 x 31	$	3,298.09
Accrued interest to June 4, 2007	$107.45 x 4	$	429.80
June 4, 2007	paid Insurance	$	1,600.00
Accrued interest to July 1, 2007	$108.10 x 26	$	2,810.60
Accrued interest to August 1, 2007	$109.01 x 31	$	3,379.31
Accrued interest to September 1, 2007	$110.09 x 31	$	3,412.79
Accrued interest to September 5, 2007	$111.19 x 5	$	555.95
September 5, 2007	paid insurance	$	1,600.00
Accrued interest to October 1, 2007	$111.89 x 25	$	2,797.25
Accrued interest to November 1, 2007	$112.79 x 31	$	3,496.49
Accrued interest to December 1, 2007	$113.91 x 30	$	3,417.30
Accrued interest to January 1, 2008	$115.01 x 31	$	3,565.31
Accrued interest to February 1, 2008	$116.16 x 31	$	3,600.96
Accrued interest to February 19, 2008	$117.32 x 19	$	2,229.08
February 19, 2008	paid insurance	$	1,151.00
Accrued interest to March 1, 2008	$118.41 x 10	$	1,184.10
Accrued interest to April 1, 2008	$118.79 x 31	$	3,682.49
Accrued interest to May 1, 2008	$119.98 x 30	$	3,599.40
Accrued interest to **May 20**, 2008	$121.13 x 20	$	2,422.60
May 20, 2008 Paid insurance		$	1,150.00
Accrued interest to May 30, 2008	$122.28 x 10	$	1,222.80
per diem is $122.68	**Balance as at May 30, 2008**	**$**	**381,084.70**

TOTAL BALANCE OUTSTANDING as at May 30, 2008 **$2,191,377.56**

Daily per diem - $691.82
Maturity Date - November 1, 2006

Vickers & Associates

Barristers & Solicitors
#600, 805 - 10th Avenue S.W.
Calgary, Alberta
T2R 0B4

Telephone: (403) 269-9400
Fax: (403) 266-2447

July 15, 2008

Our File No. 24761

Via Courier

Tom Lee
3828 - 14th Street NW
Calgary, Alberta
T2K 1J4

Dear Sir:

Re: COOKE, Maxine
First Mortgage to 762126 Alberta Ltd.
16 Wolfwillow Ridge, Elbow Valley, Alberta, T3Z 2Z4

In furtherance to the above, please find enclosed our firm's trust cheque in the amount of $386,623.00 representing payout of your mortgage.

We trust you will find this to be satisfactory.

Yours truly,
VICKERS & ASSOCIATES
Per:

Denise M. Hendrix
DMH/plf

Enclosure ($)

SCHEDULE "A"

Payout calculation for 762126 Alberta Ltd.
Rate: 11.75%

Date	Particulars		Item
November 1, 2006	balance	$	519,769.19
Accrued interest to December 1, 2006	$167.32 x 30	$	5,019.60
Accrued interest to January 1, 2007	$168.94 x 31	$	5,237.14
Accrued interest to February 1, 2007	$170.62 x 31	$	5,289.22
Accrued interest to March 1, 2007	$172.33 x 28	$	4,825.24
Accrued interest to April 1, 2007	$173.88 x 31	$	5,390.28
Accrued interest to May 1, 2007	$175.62 x 30	$	5,268.60
Accrued interest to May 28, 2007	$177.31 x 28	$	4,964.68
May 28, 2007 (Jim Foster)	paid Insurance	$	1,600.00
Accrued interest to June 1, 2007	$179.43 x 3	$	538.29
Accrued interest to July 1, 2007	$179.60 x 30	$	5,388.00
Accrued interest to July 27, 2007	$181.33 x 27	$	4,896.00
July 27, 2007 (Jim Foster)	paid insurance	$	1,600.00
Accrued interest to August 1, 2007	$183.42 x 4	$	733.70
Accrued interest to September 1, 2007	$183.66 x 31	$	5,693.46
Accrued interest to September 5, 2007	$185.49 x 5	$	927.47
September 5, 2007	paid TD Bank	$	994,154.84
Accrued interest to October 1, 2007	$505.82 x 26	$	13,151.53
Accrued interest to October 10, 2007	$510.06 x 11	$	5,610.66
October 11, 2007	paid insurance	$	1,600.00
Accrued interest to November 1, 2007	$512.38 x 20	$	10,247.60
Accrued interest to December 1, 2007	$515.68 x 30	$	15,470.45
Accrued interest to December 12, 2007	$520.66 x 12	$	6,247.92

Date	Particulars		Item
Accrued interest to **December 12, 2007**	paid insurance	$	1,600.00
Accrued interest to January 1, 2008	$523.19 x 19	$	9,940.61
January 22 insurance was not paid			
Accrued interest to January 29, 2008	$526.38 x 29	$	15,265.02
January 29, 2008	paid legal fees	$	43,903.92
Accrued interest to February 1, 2008	$545.44 x 3	$	1,636.32
Accrued interest to February 12, 2008	$546.96 x 12	$	6,563.52
February 12, 2008	paid insurance	$	5,244.00
Accrued interest to March 1, 2008	$549.76 x 17	$	9,345.92
Accrued interest to April 1, 2008	$552.77 x 31	$	17,135.87
Accrued interest to May 1, 2008	$558.28 x 30	$	16,748.40
Accrued interest to May 9, 2008	$563.68 x 9	$	5,073.12
Accrued interest to May 30, 2008	$565.31 x 21	$	11,871.51
	Total	$	1,767,952.08
Outstanding Residents Association fees		$	3,100.00
Outstanding Inspection fees		$	5,113.59
Outstanding property taxes		$	34,127.19
Per diem $569.14	**Balance as at May 30, 2008**	**$**	**1,810,292.86**

Payout calculation Tom Lee's portion
Rate: 11.75%

Date	Particulars		Item
November 1, 2006	balance	$	311,861.52
Accrued interest to Dec. 1, 2006	$100.39 x 30	$	3,011.70
Accrued interest to January 1, 2007	$101.36 x 31	$	3,142.16
Accrued interest to February 1, 2007	$102.37 x 31	$	3,173.47
Accrued interest to March 1, 2007	$103.40 x 28	$	2,895.20

Date	Particulars		Item
Accrued interest to April 1, 2007	$104.33 x 31	$	3,234.23
Accrued interest to May 1, 2007	$105.37 x 30	$	3,161.10
Accrued interest to May 31, 2007	$106.39 x 31	$	3,298.09
Accrued interest to June 4, 2007	$107.45 x 4	$	429.80
June 4, 2007	paid Insurance	$	1,600.00
Accrued interest to July 1, 2007	$108.10 x 26	$	2,810.60
Accrued interest to August 1, 2007	$109.01 x 31	$	3,379.31
Accrued interest to September 1, 2007	$110.09 x 31	$	3,412.79
Accrued interest to September 5, 2007	$111.19 x 5	$	555.95
September 5, 2007	paid insurance	$	1,600.00
Accrued interest to October 1, 2007	$111.89 x 25	$	2,797.25
Accrued interest to November 1, 2007	$112.79 x 31	$	3,496.49
Accrued interest to December 1, 2007	$113.91 x 30	$	3,417.30
Accrued interest to January 1, 2008	$115.01 x 31	$	3,565.31
Accrued interest to February 1, 2008	$116.16 x 31	$	3,600.96
Accrued interest to February 19, 2008	$117.32 x 19	$	2,229.08
February 19, 2008	paid insurance	$	1,151.00
Accrued interest to March 1, 2008	$118.41 x 10	$	1,184.10
Accrued interest to April 1, 2008	$118.79 x 31	$	3,682.49
Accrued interest to May 1, 2008	$119.98 x 30	$	3,599.40
Accrued interest to **May 20,** 2008	$121.13 x 20	$	2,422.60
May 20, 2008 Paid insurance		$	1,150.00
Accrued interest to May 30, 2008	$122.28 x 10	$	1,222.80
per diem is $122.68	**Balance as at May 30, 2008**	**$**	**381,084.70**

TOTAL BALANCE OUTSTANDING
as at May 30, 2008 **$2,191,377.56**

Daily per diem - $691.82
Maturity Date - November 1, 2006

Vickers & Associates

Barristers & Solicitors
#600, 805 - 10th Avenue S.W.
Calgary, Alberta
T2R 0B4

Telephone: (403) 269-9400
Fax: (403) 266-2447

July 15, 2008

Our File No. 24761
Registration No. R102281417
Invoice No.7217

762126 Alberta Ltd.
c/o 600, 805 - 10th Avenue SW
Calgary, AB T2R 0B4

Tom Lee
3828 - 14th Street NW
Calgary, AB T2K 1J4

Attention: Susan Carlesimo

Dear Madam:

Re: COOKE, Maxine
16 Wolfwillow Ridge, Elbow Valley, Alberta T3Z 1Z4

TO OUR FEE FOR PROFESSIONAL SERVICES RENDERED in relation to the attendances subsequent to our account of January 29, 2008 and more specifically:

Jan. 22/08	Correspondence from Monaghan and file review;	0.30
	Complete application for special risk insurance and receipt of quote;	0.30
Jan. 23/08	Correspondence from Monaghan;	0.10
Jan.29/08	Correspondence to Lee;	0.10
	Correspondence from Tosto;	0.10
	Correspondence from Walsh Wilkins;	0.10
Jan. 30/08	Calculation of payout statement and forwarding same to Thackray Burgess;	0.80
Jan. 31/08	Correspondence from Goldfard;	0.10
	Preparation of Order and attendance at Court, filing and service of Order and preparation and filing of Affidavit of Service;	1.60
Feb. 1/08	Correspondence from Goldfard;	0.10
Feb. 4/08	Correspondence to Goldfard;	0.20
	Correspondence to insurance company with payment;	0.20
	Email from MacIsaac and call to property inspector;	0.30
Feb. 6/08	Correspondence from Goldfard;	0.10

	Attendance on telephone with realtor and correspondence to realtor;	0.35
	Correspondence to Goldfard;	0.20
	Attendance on telephone with realtor and correspondence to realtor;	0.40
	Attendance on telephone with Master's office and memo to file;	0.30
	Email from realtor and email to realtor;	0.20
	Receipt of offers from realtor, review of offer and attendance on telephone with realtor;	0.60
	Email from realtor and attendance on telephone with realtor;	0.30
	Email from Gagne and file review;	0.20
Feb. 8/08	Email to insurance company and file review;	0.20
	Email from insurance company;	0.10
	Email to insurance company;	0.10
	Email from insurance company and file review;	0.20
	Email to insurance company;	0.10
	Attendance on telephone with realtor, receipt of report and review, preparation of Affidavit and Notice of Motion;	1.00
Feb. 11/08	Email from Bromwhich and email from realtor and file review;	0.70
	subtotal	9.35
	Review of insurance policy;	0.20
Feb. 14/08	Correspondence to realtor;	0.20
Feb. 16/08	Memo to file;	0.10
Feb. 19/08	Correspondence to insurance company;	0.20
Feb. 20/08	Attendance on telephone with Lee and correspondence to Lee with Motion package;	0.40
Feb. 22/08	Correspondence from Wells;	0.10

	Correspondence to Wright;	0.10
	Correspondence from Walsh Wilkins;	0.20
	Receipt of quote from insurance company, post-application, review and payment of account;	0.30
Feb. 25/08	Service of Notice of Motion and Affidavit, together with Certified Copy of Title, preparation and filing of Affidavit of Service and review of title;	0.40
	Correspondence to Walsh Wilkins;	0.20
	Correspondence from Walsh Wilkins to various counsel and re-diarization;	0.20
	Correspondence to Miller Thompson from Walsh Wilkins;	0.10
Feb. 26/08	Attendance at Court;	1.00
	Correspondence from Walsh Wilkins;	0.10
	Correspondence from Tosto;	0.10
	Draft of Order for Sale by Judicial Listing;	0.40
Feb. 28/08	Correspondence from realtor;	0.10
Mar. 4/08	Re-draft of Order for Sale by Judicial Listing and attendance at Court;	1.20
Mar. 5/08	Correspondence to Tosto and Walsh Wilkins;	0.20
Mar. 6/08	Correspondence from Walsh Wilkins;	0.10
Mar. 7/08	Correspondence to Tosto;	0.10
Mar. 10/08	Correspondence to Walsh Wilkins;	0.20
	Correspondence to Tosto;	0.20
Mar. 11/08	Correspondence from Tosto;	0.10
	Correspondence from Walsh Wilkins and review of Order;	0.30
	Correspondence from Monaghan and file review;	0.20
Mar. 24/08	Attendance on telephone with insurance company and correspondence from insurance company;	0.30

Mar. 20/08	Correspondence from Westerlund and file review;	0.30
Mar. 25/08	Interoffice email;	0.10
	Correspondence to realtor and attendance on telephone with realtor;	0.45
	Memo to file and meeting with Lee in office;	1.00
Mar. 26/08	Interoffice email;	0.10
	Email from realtor;	0.10
	Email to realtor;	0.10
	Email to Phillips;	0.10
Mar. 27/08	Correspondence to realtor and disbursing funds;	0.20
	Email from realtor;	0.10
	Email from Westerlund and file review;	0.20
Apr. 16/08	Receipt and review of Tax Recovery Notice;	0.10
May 8/08	Completion of insurance renewal application and email to insurance company;	0.20
	Correspondence to insurance company and payment of insurance renewal;	0.20
	Correspondence to Lee;	0.20
	Transmission from Lee;	0.10
May 9/08	Correspondence from realtor and review of Offer, attendance on telephone with Lee;	0.40
	Attendance on telephone with realtor and file review;	0.40
May 12/08	Attendance on telephone with realtor;	0.30
May 14/08	Email to Dixon;	0.10
	Email for tax search and review;	0.10
	Correspondence to Resident's Club;	0.20
	Attendance on telephone with realtor;	0.30
	Email from Dixon;	0.20
	Meeting with Denise Hendrix;	0.40

	Meeting with Harold Vickers (DMH);	0.40
May 16/08	Attendance on telephone with realtor;	0.20
May 19/08	Memo to file;	0.10
	Attendance on telephone with realtor;	0.30
May 20/08	Correspondence from insurance company;	0.10
	Interoffice email;	0.10
	Email to realtor and attendance on telephone with realtor on 2 occasions;	0.50
	Receipt of Amendment and review;	0.20
May 21/08	Email to realtor and subsequent review of Offer;	0.10
	Attendance on telephone with realtor and email from realtor;	0.30
May 23/08	Email from realtor, email to realtor and interoffice email;	0.30
	Correspondence from realtor and review of removal of conditions;	0.20
	Email from realtor and email to realtor;	0.20
May 24/08	Review of insurance policy renewal;	0.20
May 26/08	Correspondence to realtor;	0.10
	Preparation of Affidavit in support, Final Affidavit of Default w/ calculations and Notice of Motion, filing of same and preparation and filing of Affidavit of Service;	1.80
May 29/08	Correspondence from Bromwhich and file review;	0.30
	Correspondence from Bromwhich to Sutton;	0.10
May 30/08	Correspondence to Bromwhich;	0.20
	Correspondence from Tosto and file review;	0.30
	Email to Tosto;	0.10
June 2/08	Correspondence from Tosto;	0.10
	Attendance on telephone with Keyfacts and email to Keyfacts;	0.30

	Correspondence from Bromwhich;	0.20
	Draft Order and email to Tosto;	0.50
June 3/08	Correspondence from Bromwhich;	0.10
	Correspondence from Tosto and re-draft of Order;	0.30
	Call from Bromwhich and call to Bromwhich;	0.30
June 4/08	Correspondence to realtor;	0.20
	Preparation of Order for Sale, preparation for Court and attendance at Court;	1.40
June 9/08	File review and correspondence to Monaghan with enclosures;	0.70
	File review;	0.60
	Attendance on telephone with Tosto x 2;	0.35
June 10/08	Correspondence from Monaghan;	0.20
June 11/08	Correspondence from Monaghan and file review;	0.30
June 13/08	File review and correspondence to Monaghan;	0.60
June 14/08	Service of Order of June 3/08 and coordination, preparation and filing of Affidavit of Service;	0.30
June 20/08	Receipt and review of Notice of Appeal and correspondence to Monaghan;	0.60
	Attendance on telephone with Monaghan;	0.40
June 27/08	Email to Monaghan, attendance at Court and preparation of Order;	1.20
	Attendance at Court;	1.00
July 4/08	Preparation for and attendance at the examination of Denise M. Hendrix (TJB);	2.50
July 9/08	Preparation for and attendance at Chambers for Appeal application (TJB);	2.50
	Preparation of Trust letter (DMH)	.30
	Review of Statement of Adjustments (DMH)	.20
	Letter to the Registrar (DMH)	.10

	preparation of Affidavit of Value (DMH)	.20
July 10/08	Attendance at Court (DMH)	1.0
	preparation of court order (DMH)	.25
	email to Frank Monahan (DMH)	.20
July 11/08	receipt and review of notice of motion from Pittman MacIsaac & Roy (DMH)	.25
July 14/08	Call to Sean MacIsaac (DMH)	.20
	Call to Donald Homer (DMH)	.20
	Attendance at Court (DMH)	1.5
	receipt of cash to close (DMH)	.20
	call to Donald Homer (DMH)	.10
	Call to Sean MacIssac (DMH)	.10
	Call with Master's Chambers (DMH)	.05
	Call with Master's Chambers (DMH)	.05
	Call with Mr. Monaghan's assistant (DMH)	.05
	Call to Realtor (DMH)	.10
July 15/08	Preparation of Statement of Receipts and Disbursements (DMH)	.30
	Correspondence to MD of Rockyview (DMH)	.10
	Correspondence to Realtor (DMH)	.10
	Correspondence to Resident's association (DMH)	.10
	Correspondence to Keyfacts`(DMH)	.10
	Correspondence to 762126 Alberta Ltd.(DMH)	.10
	Correspondence to Tom Lee (DMH)	.10
	Preparation of Notice of Payment into Court (DMH)	.20
	Service of Notice of Payment into Court and Statement of Receipts and disbursements (DMH)	.25
	Review of Affidavit of Service (DMH)	.20

To updated tax search and review (DMH)	.10
To anticipated further receipt and payment of outstanding taxes, keyfacts bills, and any other requirements, further notice of payment into court and statement of receipts and disbursements, service of all documents, filing affidavit of service and diarization of matters and follow up on Order of Master Prowse signed and filed and served. (DMH)	2.0
	42.7

	FEE	GST	TOTAL
OUR FEE: 52.05 hours File Attendance			
HRV ($525/hr x 38.00 hr)	$ 19,950.00	$ 997.50	$ 20,947.50
DMH ($425/hr x 9.05 hr)	$ 3,846.25	$ 192.31	$ 4,038.56
TJB ($275/hr x 5.0 hr)	$ 1,375.00	$ 68.75	$ 1,443.75
Subtotal	**$ 25,171.25**	**$ 1,258.56**	**$ 26,429.81**

OTHER CHARGES:	FEE	GST	TOTAL
To paid photocopies;	$ 886.00	$ 44.30	$ 930.30
To paid telecopier and long distance;	$ 386.00	$ 19.30	$ 405.30
To paid Court runner;	$ 10.00	$ 0.50	$ 10.50
To paid storage;	$ 12.00	$ 0.60	$ 12.60
Subtotal	**$ 1,294.00**	**$ 64.70**	**$ 1,358.70**

DISBURSEMENTS:	FEE	GST	TOTAL
To paid searches;	$ 92.00	$ 4.60	$ 96.60
To paid Reporting Agency	$ 152.00	$ 7.60	$ 159.60
To paid courier charges;	$ 1,012.60	$ 50.63	$ 1,063.23

To paid postage;	$	176.00	$	8.80	$	184.80
To paid MD of Rockyview re: legal and tax info;	$	36.00	$	0.00	$	36.00
Subtotal	**$**	**1,468.60**	**$**	**71.63**	**$**	**1,540.23**

TOTAL FEES:	$ 25,171.25
TOTAL DISBURSEMENTS:	$ 2,762.60
TOTAL GST:	$ 1,394.89
TOTAL ACCOUNT:	**$29,328.74**

THIS IS OUR ACCOUNT HEREIN:

VICKERS & ASSOCIATES
Per:

PAID FROM TRUST

Denise M. Hendrix
DMH/plf

E & O E

Action No. 0601 - 13341 A.D. 2008

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

BETWEEN:

762126 ALBERTA LTD. and TOM LEE

Plaintiffs

~ and ~

MAXINE E. COOKE

Defendant

STATEMENT OF RECEIPTS AND DISBURSEMENTS

VICKERS & ASSOCIATES
Barristers & Solicitors
600, 805 - 10th Avenue SW
Calgary, Alberta
T2R 0B4

(Denise M. Hendrix)
(403) 269-9400

Our File No. DMH:24761/plf

CLERK OF THE COURT
JUL 18 2008
CALGARY, ALBERTA

APPENDIX C

Court of Queen's Bench of Alberta

Citation: Integra Investment Services Ltd. v. Cooke, 2008 ABQB 437

Date: 20080715
Docket: 0601 11194
Registry: Calgary

Between:

Ernst & Young Inc. in its capacity as receiver and manager of Integra Investment Services Ltd., Aurora River Towers Inc., Carling Springs Village Inc., and Carling Development (B.C.) Inc.

Plaintiffs

- and -

Maxine Cooke and Roy Jennix

Defendants

Memorandum of Decision
of the
Honourable Madam Justice C.A. Kent

---

[1] Ernst & Young was appointed the Receiver and Manager of Integra Investment Services Ltd., Aurora River Towers Inc., Carling Springs Village Inc. and Carling Development (B.C.) Inc. In that capacity it commenced an action against Maxine Cooke and Roy Jennix where it alleges that the defendants either intentionally or negligently made personal use of investors' funds. It alleges that approximately $2.5 million of Integra's corporate funds were misused by the defendants for the purposes of purchasing and renovating their residence and also for other personal purposes. The Statement of Claim was served on both parties. No Statement of Defence was filed by either so the Receiver filed a Praecipe to Note in Default. This application is to set aside the Praecipe to Note in Default against the defendant Jennix. The defendant Cooke has been petitioned into bankruptcy and the trustee took no part in the application.

[2] Mr. Jennix was served with the Statement of Claim on October 1st, 2006. Kent Webb, a B.C. lawyer, wrote to the Receiver indicating that he was acting on Mr. Jennix's behalf and asking for confirmation that the time be extended for filing a Statement of Defence. That letter asked that no further steps be taken without first notifying Mr. Web. On January 8, 2007, counsel for the Receiver wrote to Mr. Webb requesting that the Statement of Defence for Mr. Jennix be filed within 30 days of January 8th.

[3] On March 14th, 2007, counsel for the Receiver wrote again to Mr. Webb advising that steps had been taken to note Mr. Jennix in default. A copy of the Praecipe was included with the letter. No formal steps were taken by Mr. Jennix until September 27, 2007, the date that this application was filed.

[4] Mr. Jennix swore an Affidavit on April 27, 2007. Much of the Affidavit is irrelevant to this application in the sense that it deals with issues involving the companies put into receivership, the Securities Commission and exchanges between the Receiver, Mr. Jennix and his counsel on other matters. The portions of the Affidavit that deal with the reasons why this action should be opened up begin at paragraph 45. Mr. Jennix denies the allegations in the Statement of Claim and says that he has various defences to the liability and quantum claims made against him. With respect to the negligence claim, he says that he and Cooke had engaged an accounting consultant firm which they relied upon, that the agreements in place with the Integra investors provide defences and the co-lending agreement provides defences. He says at paragraph 53 that although he and Ms. Cooke wrote cheques from Integra's general account they also deposited funds into the account. He says that no quantification of damages can be made until there was a tracing of money through others who are implicated in the broader issues involving the Receivership of Integra and that had the Receiver acted differently, the investors' money could have been recovered through the sale of property. In paragraph 58, he says "In sum we believe that the Receiver has failed to make adequate inquiry into all the matters which impact on the issues of what damages at the end of the day we may be liable for, which in any event we believe we have no liability for." It should be noted that although Mr. Jennix says there are defences contained in certain of the agreements with the investors, the particulars of those defences are not itemized in his affidavit.

[5] There are 2 bases upon which an application can be made to set aside a Praecipe to Note in Default. They are summarized in *Royal Trust Corp. of Canada v. Dunn* (1991) 6 O.R. (3d) 468. First a court may set aside a default judgment or a Praecipe to Note in Default where the defendant is able to establish the judgment was irregularly obtained. In such case, the defendant is normally not required to show that he has a good defence to the claim. Second, noting in default can be set aside when the judgment has been regularly obtained but the court is asked to exercise its discretion to set aside the noting in default. In such cases, the defendant must show that he has a defence to the action on its merits. Some cost penalty is imposed, usually thrown away costs. The reason for these two conditions is because the defendant has no right to the setting aside since the judgment was properly obtained. It is not sufficient simply to state that the defendant has a meritorious defence. There must be evidence in support of such a claim. (*Wilson Arches Ltd. v. Sayers*, [1974] 2 W.W.R. 277 (Alta. C.A.)).

[6] In this case, the defendant argues that he is entitled as of right to have the noting in default set aside because the judgment was irregularly obtained. His counsel argued that Mr. Webb wasn't necessarily acting for Mr. Jennix on this matter and even if he was that counsel for the Receiver had not taken sufficient steps to warn Mr. Webb that he was planning on noting the defendants in default. Based upon the evidence before me, I am satisfied that Mr. Webb held himself out to be acting for Mr. Jennix on this claim. Communicating with Mr. Webb was the proper procedure for counsel for the Receiver. I am satisfied that counsel for the Receiver took all necessary steps before noting Mr. Jennix in default. He gave Mr. Webb 30 days notice that he intended to note Mr. Jennix in default. Even after having taken that step, he advised Mr. Webb. Had Mr. Webb immediately responded to the March 14th letter advising him that Mr. Jennix had been noted in default, the circumstances may well have been different. However, I am satisfied that the noting in default was properly and regularly obtained.

[7] That takes me to the second circumstance where a court may set aside a noting in default. Although Mr. Jennix has alleged very generally in his affidavit that there are good defences to the claim made by the receiver, it is not apparent what those defences are. He does say that his reckoning of the Receiver's summary of money deposited by him and Ms. Cooke is larger than that identified by the Receiver. The total amount of money which the Receiver says was removed from either the trust or general account for what appears to be personal expenses of either Ms. Cooke or Mr. Jennix is over $2.4 million. The amount which Mr. Jennix says was deposited is just under $1 million. What Mr. Jennix has done is put into question the amount of money involved. That can be resolved upon an assessment application. What he has not done is provide facts which show that he has a good defence to the claim.

[8] The application to set aside the noting in default is dismissed. However, the Receiver will provide notice to Mr. Jennix of the date set for assessment. Mr. Jennix will be entitled to file evidence in response to the Receiver's application.

Heard on the 26th day of June, 2008.
Dated at the City of Calgary, Alberta this 15th day of July, 2008.

C.A. Kent
J.C.Q.B.A.

Appearances:

Frank Tosto
Borden Ladner Gervais LLP
for the Plaintiffs

Frank Monaghan
Fleming LLP
for the Defendants

APPENDIX D

I hereby certify this to be a true copy of the original Order
Dated this 12 day of July 2010
for Clerk of the Court

Action Number: 0601-13341

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

BETWEEN:

762126 ALBERTA LTD. and TOM LEE

Plaintiffs

- and -

MAXINE E. COOKE

Defendant

Before Master J.T. Prowse in Chambers	)))	At the City of Calgary, in the Province of Alberta, on ~~Friday~~ Thursday, the 8 day of ~~June~~ July, 2010.

ORDER

UPON THE APPLICATION of the Second Mortgagor; AND UPON being referred to the Affidavits of Peter Major and Frank Monaghan; AND UPON hearing counsel for the subsequent encumbrancers;

IT IS HEREBY ORDERED:

1. The Clerk of the Court shall pay $40,000.00 from the sums in Court held to the credit of this action to the Canada Revenue Agency in care of Ms. Jill Medhurst-Tivadar, 510, 606-4th Street S.W. Calgary, Alberta T2P 1T1;
2. The balance of funds remaining plus interest shall be paid to Aberle & Monaghan.
3. Consent to, or approval as to the form of Order granted may be by facsimile or email and in counterpart.

M.C.Q.B.A.

Entered this 12 day of July, 2010.

Clerk of the Court

K McAusland

COURT SEAL

APPROVED as to form and content:

Bromwich & Smith Inc.

Per:
David M. Bromwich
Trustee in Bankruptcy for
Maxine E. Cooke

Alger & Associates Ltd. Inc

Per:
Bruce Alger
Trustee in Bankruptcy for Roy
Jennix

Borden Ladner Gervais LLP.

Per: ______________________
Daniel Gilborne
Solicitor for Ernst & Young Inc.

Witten LLP

Per: ______________________
R.W. Bud Steen
Counsel for TD Canada Trust
& Capital One Bank

Walsh Wilkins Creighton LLP

Per: ______________________
Michael L. Pflueger
Solicitor for 1058294 Alberta Inc.

Department of Justice Canada

Per: ______________________
Jill Medhurst-Tivadar
Solicitors for Canada Revenue
Agency

Horne Wytrychowski

Per: ______________________
Todd Wytrychowski
Solicitors for Horne Wytrychowski

Peacock Linder & Halt

Per: ______________________
Johanna Price
Solictor for Reid & Beatrice
Levenson

ENTERED this _____ day of
June, 2010.

____
Clerk of the Court

APPROVED as to form and content;

Bromwich & Smith Inc.

Per: ______________________
David M. Bromwich
Trustee in Bankruptcy for
Maxine E. Cooke

Alger & Associates Ltd.

Per: ______________________
Bruce Alger
Trustee in Bankruptcy for Roy
Jennix

Borden Ladner Gervais LLP

Per: ______________________
Daniel Gilborne
Solicitor for Ernst & Young Inc.

Witten LLP

Per: ______________________
R.W. Bud Steen
Counsel for TD Canada Trust
& Capital One Bank

Walsh Wilkins Creighton LLP

Per: ______________________
Michael L. Pflueger
Solicitor for 1058294 Alberta Inc.

Department of Justice Canada

Per: Medhurst-Tivadar
Jill Medhurst-Tivadar
Solicitors for Canada Revenue
Agency

Home Wytrychowski

Per: ______________________
Todd Wytrychowski
Solicitors for Home Wytrychowski

Peacock Linder & Halt

Per: ______________________
Johanna Price
Solicitor for Reid & Beatrice
Levenson

ENTERED this _____ day of
June, 2010.

____
Clerk of the Court

Borden Ladner Gervais LLP

Per: ______________________
Daniel Giborne
Solicitor for Ernst & Young Inc.

Walsh Wilkins Creighton LLP

Per: ______________________
Michael L. Pflueger
Solicitor for 1058294 Alberta Inc.

Home Wytrychowski

Per: ______________________
Todd Wytrychowski
Solicitors for Home Wytrychowski

Witten LLP

Per: ______________________
R.W. Bud Sleen
Counsel for TD Canada Trust
& Capital One Bank

Department of Justice Canada

Per: ______________________
Jill Medhurst-Tivadar
Solicitors for Canada Revenue
Agency

Peacock Linder & Halt

Per: ______________________
Johanna Price
Solictor for Reid & Beatrice
Levenson

ENTERED this _____ day of
June, 2010.

____
Clerk of the Court

APPROVED as to form and content:

Bromwich & Smith Inc.

Per:
David M. Bromwich
Trustee in Bankruptcy for
Maxine E. Cooke

Alger & Associates Ltd. Inc BA

Per:
Bruce Alger
Trustee in Bankruptcy for Roy
Jennix

Borden Ladner Gervais LLP

Per:
Daniel Gilborne
Solicitor for Ernst & Young Inc.

Witten LLP

Per:
R.W. Bud Steen
Counsel for TD Canada Trust
& Capital One Bank

Walsh Wilkins Creighton LLP

Per:
Michael L. Pfiueger
Solicitor for 1058294 Alberta Inc.

Department of Justice Canada

Per:
Jill Medhurst-Tivadar
Solicitors for Canada Revenue
Agency

Horne Wytrychowski

Per:
Todd Wytrychowski
Solicitors for Horne Wytrychowski

Peacock Linder & Hall

Per:
Johanna Price
Solicitor for Reid & Beatrice
Levenson

ENTERED this ____ day of
June, 2010.

Clerk of the Court

Action No.: 0601-13341

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

Between:

762126 ALBERTA LTD. and TOM LEE

Plaintiffs

- and -

MAXINE E. COOKE

Defendant

ORDER

Aberle & Monaghan
Barristers & Solicitors
305, 602 - 11th Avenue S.W.
Calgary, Alberta
T2R 1J8

Attention: Frank H. Monaghan
Telephone No.: (403) 229-1129
Fax No.: (403) 245-9660

Solicitor's File No.: 33946

APPENDIX E

In the Matter of the Receivership of the Integra Companies
Final Statement of Receipts and Disbursements
as at July 31, 2010

			Notes
Receipts			
Cash in bank	$16,528.60	$16,528.60	
Sale Proceeds			
RDC - 600 Block	4,765,537.85		1
RDC - 500 Block	2,807,152.62		1
Kicking Horse Project	1,043,967.16		2
Airdrie Project	1,014,086.00		3
MRI Project	659,202.21		4
RDC - 603	368,461.45		5
		10,658,407.29	
Interest	119,449.87	119,449.87	
Other	7,514.58	7,514.58	
Total Receipts		**$10,801,900.34**	
Disbursements			
Professional Fees			
Receiver's Fees	1,104,556.69		6
Legal Fees	1,049,857.17		6
Reimbursement	(323,006.51)		7
Net Professional Fees		1,831,407.35	
GST	105,113.07	105,113.07	
Other	27,990.08	27,990.08	
Total Disbursements		**$1,964,510.50**	
Distributions			
Receiver General	6,531.14		
Paul and Mila Prout	15,914.79		
Interim Distribution	7,032,344.83		8
Second Distribution	844,625.25		9
Third Distribution	538,582.12		10
Returned Distribution Cheques	(37,748.31)		11
Total Distributions to Creditors		**8,400,249.82**	
Cash on Hand		**$437,140.02**	
Estimate of Receiver Fees to completion		45,000.00	12
Estimate of Legal Fees to completion		20,000.00	12
Payment to Bromwich		23,751.92	13
Distribution of Returned Cheques		37,748.31	
Final Distribution		$310,639.79	14
Net Cash on Hand		**$0.00**	

In the Matter of the Receivership of the Integra Companies
Notes to Final Statement of Receipts and Disbursements
as at July 31, 2010

1. Represents payments from RDC with respect to the principal and interest owing to Integra/OTC/CWT as outlined in the Receiver's 3rd Report dated November 7, 2006

2. Represents the net sale proceeds paid to the Receiver from the foreclosure sale of property in Golden, British Columbia, as approved by Court Order dated September 21, 2007.

3. Represents the net sale proceeds paid to the Receiver from the sale of the Airdrie lands as approved by Court Order dated March 5, 2008.

4. Represents the net sale proceeds paid to the Receiver from the sale of property located at 105, 20 Sunpark Plaza SE, Calgary, Alberta as approved by Court Order dated September 15, 2008.

5. Represents the net proceeds paid into Court from the foreclosure sale of 603-11 Avenue SE, Calgary, Alberta.

6. Represents fees and disbursements of the Receiver and its counsel with respect to the Interim Receivership and Receivership of the Integra Companies billed from September 18, 2006 to June 30, 2010. These amounts also includes invoices that were reimbursed (see Note 7).

7. Represents reimbursement of Receiver and legal fees from RDC, the Carling Group and Cooke/Jennix.

8. Payment of the interim distribution to the Mortgage Investors in the RDC Projects and the Kicking Horse Project in accordance with the PDM as approved by Court Order dated December 19, 2007.

9. Payment of the distribution to the Mortgage Investors in the Airdrie Project in accordance with the revised PDM as approved by Court Order dated June 18, 2008.

10. Payment of the distribution to the Mortgage Investors in the MRI Project in accordance with the revised PDM as approved by Cour Order dated September 15, 2008.

11. Represents three dividend cheques that were returned where the Receiver has been unable to locate an alternative address for the creditor. In the event these creditors do not claim their dividends this amount will be added to the final distribution.

12. The Receiver and its counsels estimate of fees to completion of the administration of this estate.

13. Payment of interim distributions that were payable to Cooke to Bromwich.

14. The Receiver's proposed final distribution as described in the eleventh report of the Receiver.

APPENDIX F

APPENDIX F
Schedule 1

Integra - In Receivership
Recovery and Status by Loan (REVISED PDM)
FINAL DISTRIBUTION

Loan	Loan status	Investment	Repaid Amounts to Investors	Investors Loans (Net)	Estimated Gross Recovery	Prior Charges & Direct costs	Indirect costs	Estimate of Total Net Recovery	1st Dist	2nd Dist	3rd Dist	4th Dist	Final Dist
	a	b	c	d = b+c	e	f	g	h = e+f+g					
RDC Projects													
514	Recovered	470,000	-	470,000	612,929	-	(115,986)	496,942	(477,593)				(19,349)
518	Recovered	400,000	-	400,000	521,623	-	(98,708)	422,915	(406,448)				(16,467)
520	Recovered	660,000	-	660,000	860,505	-	(162,836)	697,670	(670,505)				(27,165)
525	Recovered	675,000	-	675,000	880,177	-	(166,558)	713,619	(685,833)				(27,786)
603	Recovered	630,500	-	630,500	812,508	-	(153,753)	658,755	(633,105)				(25,650)
606	Recovered	650,000	-	650,000	861,547	-	(163,033)	698,514	(671,316)				(27,198)
610	Recovered	475,000	-	475,000	629,592	-	(119,140)	510,453	(490,577)				(19,875)
620/624	Recovered	1,255,500	-	1,255,500	1,663,947	-	(314,874)	1,349,073	(1,272,793)				(76,280)
626	Recovered	325,000	-	325,000	430,731	-	(81,508)	349,222	(335,625)				(13,598)
628	Recovered	562,500	-	562,500	745,496	-	(141,072)	604,424	(580,889)				(23,534)
KH	Recovered	1,926,500	-	1,926,500	1,043,967	(6,187)	(196,382)	841,398	(807,659)				(33,739)
HH - Note (e)	Recovered	1,117,000	(1,102,000)	15,000	15,975	-	-	15,975				(15,975)	
MRI	Recovered	1,746,500	-	1,746,500	864,028	(208,724)	(116,723)	538,582			(538,582)		
60 Sunpark	Write-off	2,750,000	-	2,750,000	-	-	-	-					
COP	Stranded	1,472,520	-	1,472,520	-	-	-	-					
Mplace	Repaid	2,320,000	(2,320,000)	-	-	-	-	-					
Airdrie Lands' Mortgage	Recovered	775,000		775,000	1,014,086	-	(169,460)	844,625		(844,625)			
Secured Creditors	Stranded	per claims process	-	56,512	7,540	-	(1,009)	6,531	(6,531)				
Unsecured Creditors	Stranded	per claims process	-	598,081	Unknown	-	-	-					
Total		18,211,020	(3,422,000)	15,443,613	10,964,652	(214,910)	(2,001,044)	8,748,698	(7,038,876)	(844,625)	(538,582)	(15,975)	(310,640)

Notes:

(a) Loan status explanations:

Recovered Loan - Recovery is anticipated to the Investors of the Loan. Investors to participate by 'Direct Recovery'
Stranded Loan - Loan has been repaid but recoveries were not repaid by Integra to certain of the Loan's Investors. Stranded Investors to participate in the 'General Pool'.
Write-off - Recovery on Loan is $Nil. Investors to participate by 'Direct Recovery'; therefore recovery to Investors in this project is $Nil.
Repaid - Investors were repaid prior to the Receivership.

(b) Estimated gross recovery based on funds received by the Receiver or appraised value.

(c) Direct costs have been estimated based on known direct costs such as appraisal costs, property taxes, legal fees or estimated costs.

(d) $2.0 million of indirect costs (including Receiver, legal, accounting costs, GST and other) have been allocated against the live projects based on total indirect costs X Loan recovery (after direct costs) / total Loan recoveries. This includes an esti
of this engagement. The latest estimate differs from the amount indicated in the revised PDM (the Receiver's Ninth Report dated May 27, 2008) as it includes approximately $90,000 of GST paid with respect to the professional fees incurred to date. In the p
GST was excluded. The Receiver no longer anticipates receiving a refund with respect to these amounts.

APPENDIX F
Schedule 2

Integra Investment Service Ltd. - In Receivership
Final Distribution by Project

Project	Investor Name	Type of Investment	Principal amount	Status of loan	Investors' % of individual loan	Final Distribution
514	Hooyenga, Harry & Betty	CASH	50,000	Recovered	10.6%	2,058.43
514	Horner, Yvonne	CASH	10,000	Recovered	2.1%	411.69
514	Henderson, William	CASH	30,000	Recovered	6.4%	1,235.06
514	Garvin W Pierce Med Corp	CASH	50,000	Recovered	10.6%	2,058.43
514	McCann, Kevin and Stephanie	CASH	17,000	Recovered	3.6%	699.86
514	Gosselin, Gerald	CASH	30,500	Recovered	6.5%	1,255.64
514	Bilodeau, Heather	RRSP - OTC	20,000	Recovered	4.3%	823.37
514	Lee, OiChi	RRSP - OTC	10,000	Recovered	2.1%	411.69
514	Macleod, Carole	RRSP - OTC	20,000	Recovered	4.3%	823.37
514	Macleod, Ronald	RRSP - OTC	34,500	Recovered	7.3%	1,420.31
514	Miller, Patrick	RRSP - OTC	23,000	Recovered	4.9%	946.88
514	Pack, Phillip	RRSP - OTC	80,000	Recovered	17.0%	3,293.48
514	Ralph, Richard	RRSP - OTC	44,500	Recovered	9.5%	1,832.00
514	Siebold, Mary Jane	RRSP - OTC	10,500	Recovered	2.2%	432.27
514	Vrba, Cenek	RRSP - OTC	30,000	Recovered	6.4%	1,235.06
514	Trylinski, Cheryl	RRSP - OTC	-	Recovered	0.0%	-
514	Ziegler, Jody	RRSP - OTC	10,000	Recovered	2.1%	411.69
514	**Total**		**470,000**		**100%**	**$ 19,349.20**
518	Luca, Charles	CASH	50,000	Recovered	12.5%	2,058.35
518	Crocus Flats Ltd	CASH	44,000	Recovered	11.0%	1,811.35
518	Hart, Oliver & Doreen	CASH	50,000	Recovered	12.5%	2,058.35
518	Risseeuw, Eileen	CASH	10,000	Recovered	2.5%	411.67
518	Crone, James & Myra	CASH	15,000	Recovered	3.8%	617.51
518	Gooch, Dennis & Darlene	CASH	16,000	Recovered	4.0%	658.67
518	Elliott, Kathleen	CASH	20,000	Recovered	5.0%	823.34
518	Andrews, Rudy	RRSP - OTC	40,000	Recovered	10.0%	1,646.68
518	Donovan, Penny	RRSP - OTC	15,000	Recovered	3.8%	617.51
518	Edwards, Doug	RRSP - OTC	10,000	Recovered	2.5%	411.67
518	Edwards, Vera	RRSP - OTC	10,000	Recovered	2.5%	411.67
518	Evasiuk, Mike	RRSP - OTC	30,500	Recovered	7.6%	1,255.60
518	Hill, Jason	RRSP - OTC	15,000	Recovered	3.8%	617.51
518	Jane, Lisa	RRSP - OTC	10,000	Recovered	2.5%	411.67
518	Maslen, Shirley	RRSP - OTC	20,000	Recovered	5.0%	823.34
518	Michaud, Laurier	RRSP - OTC	14,500	Recovered	3.6%	596.92
518	Sale, Roger	RRSP - OTC	30,000	Recovered	7.5%	1,235.01
518	**Total**		**400,000**		**100%**	**$ 16,466.83**
520	Townsend, David	CASH	15,000	Recovered	2.3%	617.38
520	Berg, Marvin	CASH	20,000	Recovered	3.0%	823.18
520	Royko, Nathaniel & Eva	CASH	20,000	Recovered	3.0%	823.18
520	Arens, Jean	CASH	25,000	Recovered	3.8%	1,028.97
520	Clayburn, Lance	CASH	16,500	Recovered	2.5%	679.12
520	Richards, Katherine	CASH	50,000	Recovered	7.6%	2,057.94
520	Negrave, Helen	CASH	10,000	Recovered	1.5%	411.59
520	Townsend, David	CASH	20,000	Recovered	3.0%	823.18
520	Andrews, Rudy	RRSP - OTC	12,500	Recovered	1.9%	514.49
520	Apfeld, John	RRSP - OTC	40,000	Recovered	6.1%	1,646.35
520	Bartz-Rasmuson, Lois	RRSP - OTC	20,000	Recovered	3.0%	823.18
520	Berg, Marvin	RRSP - OTC	10,000	Recovered	1.5%	411.59
520	Budd, Julie	RRSP - OTC	10,000	Recovered	1.5%	411.59
520	Reid, Shirley	RRSP - OTC	10,000	Recovered	1.5%	411.59
520	Ross, Brent	RRSP - OTC	10,000	Recovered	1.5%	411.59
520	Tkachuk, Ron	RRSP - OTC	20,000	Recovered	3.0%	823.18
520	Rasmuson, Merle	RRSP - OTC	69,500	Recovered	10.5%	2,860.54
520	Parsons, Ada	RRSP - OTC	38,000	Recovered	5.8%	1,564.03

Integra Investment Service Ltd. - In Receivership
Final Distribution by Project

Project	Investor Name	Type of Investment	Principal amount	Status of loan	Investors' % of individual loan	Final Distribution
520	Brinson, Jason	RRSP - OTC	10,000	Recovered	1.5%	411.59
520	Downey, Jeremy	RRSP - OTC	13,000	Recovered	2.0%	535.06
520	Maxwell, David	RRSP - OTC	12,500	Recovered	1.9%	514.49
520	Melanson, Rose	RRSP - OTC	20,000	Recovered	3.0%	823.18
520	Miller, Lisa	RRSP - OTC	10,000	Recovered	1.5%	411.59
520	Hann, Paula	RRSP - OTC	25,000	Recovered	3.8%	1,028.97
520	Royko, Nathaniel	RRSP - CWT	99,000	Recovered	15.0%	4,074.72
520	Royko, Eva	RRSP - CWT	30,000	Recovered	4.5%	1,234.76
520	Huberdeau, Ovide	RRSP - CWT	24,000	Recovered	3.6%	987.81
520	**Total**		**660,000**		**100%**	**$ 27,164.81**
525	Gosselin, Gerald & Joyce	CASH	19,500	Recovered	2.9%	802.70
525	Maggipinto, Lorraine	CASH	30,000	Recovered	4.4%	1,234.93
525	Henry, Bruce & Carol	CASH	25,000	Recovered	3.7%	1,029.10
525	Crocus Flats Ltd	CASH	14,000	Recovered	2.1%	576.30
525	Feboretz, Garry & Betty	CASH	13,000	Recovered	1.9%	535.13
525	Levesque, Rejean	CASH	28,000	Recovered	4.1%	1,152.60
525	Hill, Duane	CASH	10,000	Recovered	1.5%	411.64
525	White, Maureen	CASH	20,000	Recovered	3.0%	823.28
525	Reister, Cheryl	CASH	60,000	Recovered	8.9%	2,469.85
525	Bremault, Patricia & Mitsue Noda	CASH	20,000	Recovered	3.0%	823.28
525	718284 Alberta Ltd	CASH	24,000	Recovered	3.6%	987.94
525	Munro, Rose	CASH	16,500	Recovered	2.4%	679.21
525	Reister, Cheryl	CASH	15,000	Recovered	2.2%	617.46
525	Lipoth, Paul	CASH	30,000	Recovered	4.4%	1,234.93
525	Bayes, Susan	CASH	22,000	Recovered	3.3%	905.61
525	Great Divide Marketing Ltd.	CASH	10,000	Recovered	1.5%	411.64
525	Schaffner, Thomas & Shirley	CASH	50,000	Recovered	7.4%	2,058.21
525	Zdyb, Larry	RRSP - OTC	25,000	Recovered	3.7%	1,029.10
525	Skjonsberg, Alfred	RRSP - OTC	15,000	Recovered	2.2%	617.46
525	Denis, Michel	RRSP - OTC	20,000	Recovered	3.0%	823.28
525	LeBlanc, Beatriz	RRSP - OTC	20,000	Recovered	3.0%	823.28
525	LeBlanc, Jacques	RRSP - OTC	30,000	Recovered	4.4%	1,234.93
525	Deitz, Dale	RRSP - CWT	10,000	Recovered	1.5%	411.64
525	Fischl, Mary Louise	RRSP - CWT	11,000	Recovered	1.6%	452.81
525	Huberdeau, Ovide	RRSP - CWT	10,000	Recovered	1.5%	411.64
525	Henry, Carol	RRSP - CWT	13,000	Recovered	1.9%	535.13
525	Lepp, D. Edward	RRSP - CWT	10,000	Recovered	1.5%	411.64
525	Malmberg, Dale	RRSP - CWT	10,000	Recovered	1.5%	411.64
525	Malmberg, Sharon	RRSP - CWT	10,000	Recovered	1.5%	411.64
525	Tarleton, Roberta	RRSP - CWT	15,000	Recovered	2.2%	617.46
525	Lyon, Wendy	RRSP - CWT	10,000	Recovered	1.5%	411.64
525	Lyon, H. Dwight	RRSP - CWT	10,000	Recovered	1.5%	411.64
525	Fenwick, Gerry	RRSP - CWT	24,000	Recovered	3.6%	987.94
525	Guzda, Kenneth	RRSP - CWT	15,000	Recovered	2.2%	617.46
525	Guzda, Arlene	RRSP - CWT	10,000	Recovered	1.5%	411.64
525	**Total**		**675,000**		**100%**	**$ 27,785.81**
603	White, Clifford & Frances	CASH	40,000	Recovered	6.3%	1,627.26
603	Hengel, Pat	CASH	70,000	Recovered	11.1%	2,847.70
603	Raffan, Doug	CASH	15,000	Recovered	2.4%	610.22
603	Mark Almeda Consulting Inc	CASH	20,000	Recovered	3.2%	813.63
603	271724 Alberta Ltd.	CASH	15,000	Recovered	2.4%	610.22
603	Luketic, Denise	CASH	70,000	Recovered	11.1%	2,847.70
603	Fenwick, Pearl	CASH	20,000	Recovered	3.2%	813.63
603	Ruggles, Lynn & Roberta	CASH	20,000	Recovered	3.2%	813.63
603	Quan, Martha	CASH	50,000	Recovered	7.9%	2,034.07

APPENDIX F
Schedule 2

Integra Investment Service Ltd. - In Receivership
Final Distribution by Project

Project	Investor Name	Type of Investment	Principal amount	Status of loan	Investors' % of individual loan	Final Distribution
603	Quan, Bryan	CASH	24,000	Recovered	3.8%	976.35
603	Jackson, Aleith	CASH	10,000	Recovered	1.6%	406.81
603	Jackson, Philip	CASH	30,000	Recovered	4.8%	1,220.44
603	Jackson, Philip	CASH	30,000	Recovered	4.8%	1,220.44
603	Jackson, Aleith	CASH	20,000	Recovered	3.2%	813.63
603	Perras, Alain	CASH	10,000	Recovered	1.6%	406.81
603	Davenport, Francesca	CASH	10,000	Recovered	1.6%	406.81
603	Sangster, David & Lisette	CASH	25,000	Recovered	4.0%	1,017.03
603	Oriole Energy Eastern Ltd	CASH	20,000	Recovered	3.2%	813.63
603	Hart, Dale Wayne	CASH	10,000	Recovered	1.6%	406.81
603	Williams, Mel	CASH	10,000	Recovered	1.6%	406.81
603	Wu, Minnie	RRSP - OTC	15,000	Recovered	2.4%	610.22
603	Duckering, Ken	RRSP - OTC	10,000	Recovered	1.6%	406.81
603	Kosinski, Wendy	RRSP - OTC	6,500	Recovered	1.0%	264.43
603	Dyck, Nancy	RRSP - CWT	30,000	Recovered	4.8%	1,220.44
603	Holst, Ron	RRSP - CWT	50,000	Recovered	7.9%	2,034.07
603	**Total**		**630,500**		**100%**	**$ 25,649.62**
606	Crone, James & Myra	CASH	125,000	Recovered	19.2%	5,230.33
606	Henry, Carol	CASH	15,000	Recovered	2.3%	627.64
606	Fink, Anthony & Kokts-Porietis, Sylvia	CASH	15,000	Recovered	2.3%	627.64
606	Symchysem, Darlene	RRSP - OTC	366,000	Recovered	56.3%	15,314.40
606	Davis, Cindy	RRSP - OTC	13,000	Recovered	2.0%	543.95
606	Evasiuk, Mike	RRSP - OTC	13,500	Recovered	2.1%	564.88
606	Marier, Yvon	RRSP - OTC	20,000	Recovered	3.1%	836.85
606	Rodgers, Ross	RRSP - OTC	12,500	Recovered	1.9%	523.03
606	Elliott, Kathleen	RRSP - OTC	70,000	Recovered	10.8%	2,928.98
606	**Total**		**650,000**		**100%**	**$ 27,197.70**
610	Skjonsberg, Alfred & Florrie	CASH	20,000	Recovered	4.2%	836.85
610	Hart, Dale Wayne	CASH	100,000	Recovered	21.1%	4,184.26
610	Schindel, Wesley & Beverley	CASH	20,000	Recovered	4.2%	836.85
610	Williams, Bryan & Sylvia	CASH	11,000	Recovered	2.3%	460.27
610	Goudreau, Paul & Mary	CASH	10,000	Recovered	2.1%	418.43
610	Jean Adams Power of Attorney for Earl Webster	CASH	41,000	Recovered	8.6%	1,715.55
610	Sacrey, Rose	RRSP - OTC	18,500	Recovered	3.9%	774.09
610	Rasmuson, Merle	RRSP - OTC	13,500	Recovered	2.8%	564.88
610	Hanna, Catherine	RRSP - OTC	23,000	Recovered	4.8%	962.38
610	Nash, Anthony	RRSP - OTC	10,000	Recovered	2.1%	418.43
610	Nash, Eta	RRSP - OTC	10,000	Recovered	2.1%	418.43
610	Gauthier, Jacques	RRSP - OTC	10,000	Recovered	2.1%	418.43
610	Arndt, Norma	RRSP - OTC	18,000	Recovered	3.8%	753.17
610	Collins, JoAnn	RRSP - OTC	10,000	Recovered	2.1%	418.43
610	Collins, Leslie	RRSP - OTC	10,000	Recovered	2.1%	418.43
610	Crone, Myra	RRSP - OTC	45,000	Recovered	9.5%	1,882.92
610	Dicks, Andrew	RRSP - OTC	25,000	Recovered	5.3%	1,046.07
610	Filipowski, Eva	RRSP - OTC	10,000	Recovered	2.1%	418.43
610	Kinley, Marlene	RRSP - OTC	20,000	Recovered	4.2%	836.85
610	Seyts, Linda	RRSP - OTC	20,000	Recovered	4.2%	836.85
610	Tarcon, Steve	RRSP - OTC	30,000	Recovered	6.3%	1,255.28
610	**Total**		**475,000**		**100%**	**$ 19,875.24**
620/624	Leochko, Mike	CASH	10,000	Recovered	0.8%	607.57
620/624	Edwards, Doug & Vera	CASH	250,000	Recovered	19.9%	15,189.19
620/624	Skjonsberg, Florrie	CASH	20,000	Recovered	1.6%	1,215.14
620/624	Liu, Raymond	CASH	10,000	Recovered	0.8%	607.57
620/624	As-Pro Building Services Ltd.	CASH	10,000	Recovered	0.8%	607.57

APPENDIX F
Schedule 2

Integra Investment Service Ltd. - In Receivership
Final Distribution by Project

Project	Investor Name	Type of Investment	Principal amount	Status of loan	Investors' % of individual loan	Final Distribution
620/624	Rennich, Henry	CASH	10,000	Recovered	0.8%	607.57
620/624	Rennich, Paulina	CASH	10,000	Recovered	0.8%	607.57
620/624	Mignault, Jackie	CASH	10,000	Recovered	0.8%	607.57
620/624	Leochko, Mike	CASH	10,000	Recovered	0.8%	607.57
620/624	Gossenberger, Elfriede	CASH	10,000	Recovered	0.8%	607.57
620/624	Gossenberger, Elfriede	CASH	175,000	Recovered	13.9%	10,632.43
620/624	Skjonsberg, Alfred & Florrie	CASH	20,000	Recovered	1.6%	1,215.14
620/624	Crone, James & Myra	CASH	30,000	Recovered	2.4%	1,822.70
620/624	Edwards, Doug & Vera	CASH	50,000	Recovered	4.0%	3,037.84
620/624	Henry, Carol	CASH	17,500	Recovered	1.4%	1,063.24
620/624	Hasiuk, Suzanne	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	VanderMey, Peter	RRSP - OTC	13,600	Recovered	1.1%	826.29
620/624	VanderMey, Peter	RRSP - OTC	2,900	Recovered	0.2%	176.19
620/624	Berg, Marvin	RRSP - OTC	20,000	Recovered	1.6%	1,215.14
620/624	Ziegler, Edith	RRSP - OTC	5,000	Recovered	0.4%	303.78
620/624	Ziegler, Edith	RRSP - OTC	5,000	Recovered	0.4%	303.78
620/624	Edwards, Susan	RRSP - OTC	18,000	Recovered	1.4%	1,093.62
620/624	Cooke, Maxine	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Fernandes, Brandon	RRSP - OTC	20,000	Recovered	1.6%	1,215.14
620/624	Graff, Allan	RRSP - OTC	30,000	Recovered	2.4%	1,822.70
620/624	Hasiuk, Ed	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Leahy, Jim	RRSP - OTC	20,000	Recovered	1.6%	1,215.14
620/624	Nault, Carol	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Race, Robert	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Ronneseth, Ken	RRSP - OTC	11,000	Recovered	0.9%	668.32
620/624	Skjonsberg, Florrie	RRSP - OTC	42,000	Recovered	3.3%	2,551.78
620/624	Veckenstedt, Herb	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Weigel, George	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Durda, Darrin	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Berger, Bruce	RRSP - OTC	30,000	Recovered	2.4%	1,822.70
620/624	Berger, Deborah	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Filipowski, Eva	RRSP - OTC	6,500	Recovered	0.5%	394.92
620/624	Leclerc, Michael	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Vrba, Cenek	RRSP - OTC	32,500	Recovered	2.6%	1,974.60
620/624	Edwards, Vera	RRSP - OTC	13,500	Recovered	1.1%	820.22
620/624	Edwards, Doug	RRSP - OTC	13,000	Recovered	1.0%	789.84
620/624	Vaclavek, Sheila	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Orlando, Thomas	RRSP - OTC	20,000	Recovered	1.6%	1,215.14
620/624	Berg, Mary	RRSP - OTC	15,000	Recovered	1.2%	911.35
620/624	Ziegler, Jody	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Szabo, Attila	RRSP - OTC	60,000	Recovered	4.8%	3,645.41
620/624	Schwann, Sandra	RRSP - OTC	13,500	Recovered	1.1%	820.22
620/624	Schwann, Joseph	RRSP - OTC	13,500	Recovered	1.1%	820.22
620/624	Rittinger, Randy	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Orlando, Thomas	RRSP - OTC	20,000	Recovered	1.6%	1,215.14
620/624	Nobert, Lillian	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Knopp, Duke	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	Filipowski, Eva	RRSP - OTC	15,000	Recovered	1.2%	911.35
620/624	Cooke, Maxine	RRSP - OTC	13,000	Recovered	1.0%	789.84
620/624	Berryman, Craig	RRSP - OTC	10,000	Recovered	0.8%	607.57
620/624	**Total**		**1,255,500**		**100%**	**$ 76,280.12**
626	Crocus Flats Ltd	CASH	50,000	Recovered	15.4%	2,091.92
626	Henry, Carol	CASH	20,000	Recovered	6.2%	836.77
626	Christman, Larry	CASH	10,000	Recovered	3.1%	418.38
626	Goudreau, Paul & Mary	CASH	20,000	Recovered	6.2%	836.77
626	Risdon, Hazel	CASH	40,000	Recovered	12.3%	1,673.54

APPENDIX F
Schedule 2

Integra Investment Service Ltd. - In Receivership
Final Distribution by Project

Project	Investor Name	Type of Investment	Principal amount	Status of loan	Investors' % of individual loan	Final Distribution
626	Edwards, Doug & Vera	CASH	20,000	Recovered	6.2%	836.77
626	Gossenberger, Elfriede	CASH	30,000	Recovered	9.2%	1,255.15
626	Precision Ceramics	CASH	37,000	Recovered	11.4%	1,548.02
626	271724 Alberta Ltd.	CASH	18,000	Recovered	5.5%	753.09
626	Reid, Shirley	RRSP - OTC	50,000	Recovered	15.4%	2,091.92
626	Hassan, Fauzia	RRSP - OTC	15,000	Recovered	4.6%	627.58
626	Hewitt, Mark	RRSP - OTC	15,000	Recovered	4.6%	627.58
626	**Total**		**325,000**		**100%**	**$ 13,597.50**
628	Hovila, Matthew	CASH	117,500	Recovered	20.9%	4,916.02
628	Wilson, Perry	CASH	60,000	Recovered	10.7%	2,510.31
628	Astasiewicz, Richard	CASH	20,000	Recovered	3.6%	836.77
628	Hallgrimson, Glenn & Bea	CASH	20,000	Recovered	3.6%	836.77
628	Kulak, Leslie	CASH	100,000	Recovered	17.8%	4,183.85
628	Cummings, Eleanor	CASH	25,000	Recovered	4.4%	1,045.96
628	Hawkins, William	CASH	39,000	Recovered	6.9%	1,631.70
628	White, Clifford & Frances	CASH	66,500	Recovered	11.8%	2,782.26
628	395492 AB Ltd.	CASH	30,000	Recovered	5.3%	1,255.15
628	Brown, Frank	RRSP - OTC	10,000	Recovered	1.8%	418.38
628	Downey, Arvilla	RRSP - OTC	27,500	Recovered	4.9%	1,150.56
628	Downey, Natan	RRSP - OTC	27,000	Recovered	4.8%	1,129.64
628	Duckering, Ken	RRSP - OTC	20,000	Recovered	3.6%	836.77
628	**Total**		**562,500**		**100%**	**$ 23,534.14**
Kicking Horse	395492 AB Ltd.	CASH	20,000	Recovered	1.0%	350.26
Kicking Horse	592624 AB Ltd	CASH	50,000	Recovered	2.6%	875.65
Kicking Horse	Bondar, Chris & Rochelle Marr	CASH	25,000	Recovered	1.3%	437.82
Kicking Horse	Costello, Stephen	CASH	20,000	Recovered	1.0%	350.26
Kicking Horse	Factorcorp c/o KPMG Receiver and Manager	CASH	700,000	Recovered	36.3%	12,259.07
Kicking Horse	Henderson, Micheal	CASH	50,000	Recovered	2.6%	875.65
Kicking Horse	Hoogendam, Shirley	CASH	25,000	Recovered	1.3%	437.82
Kicking Horse	Kulak, Leslie	CASH	100,000	Recovered	5.2%	1,751.30
Kicking Horse	Neale, David	CASH	25,000	Recovered	1.3%	437.82
Kicking Horse	PBI Leasing Ltd	CASH	50,000	Recovered	2.6%	875.65
Kicking Horse	Perras, Alain	CASH	10,000	Recovered	0.5%	175.13
Kicking Horse	Quan, Bryan	CASH	24,000	Recovered	1.2%	420.31
Kicking Horse	Quan, Martha	CASH	50,000	Recovered	2.6%	875.65
Kicking Horse	Sieb, Bunruan & Wayne	CASH	10,000	Recovered	0.5%	175.13
Kicking Horse	Smith, Raymond	CASH	30,000	Recovered	1.6%	525.39
Kicking Horse	Villard, Frank	CASH	50,000	Recovered	2.6%	875.65
Kicking Horse	Walker, J & J and Weisdorff, C & N	CASH	40,000	Recovered	2.1%	700.52
Kicking Horse	Dalley, Hardy	RRSP - OTC	47,000	Recovered	2.4%	823.11
Kicking Horse	Dalley, Sandra	RRSP - OTC	43,000	Recovered	2.2%	753.06
Kicking Horse	Fox, Allan	RRSP - OTC	15,000	Recovered	0.8%	262.69
Kicking Horse	Kenchington, Raymonde	RRSP - OTC	10,000	Recovered	0.5%	175.13
Kicking Horse	Kenchington, Raymonde	RRSP - OTC	3,500	Recovered	0.2%	61.30
Kicking Horse	Kenchington, Raymonde	RRSP - OTC	11,500	Recovered	0.6%	201.40
Kicking Horse	Minard, Donald	RRSP - OTC	22,500	Recovered	1.2%	394.04
Kicking Horse	Skjonsberg, Florrie	RRSP - OTC	15,000	Recovered	0.8%	262.69
Kicking Horse	Best, Cldye	RRSP - CWT	140,000	Recovered	7.3%	2,451.81
Kicking Horse	McKenzie, Richard	RRSP - CWT	72,000	Recovered	3.7%	1,260.93
Kicking Horse	Tabbert, Thomas	RRSP - CWT	260,000	Recovered	13.5%	4,553.37
Kicking Horse	Tabbert, Thomas	RRSP - CWT	8,000	Recovered	0.4%	140.10
Kicking Horse	**Total**		**1,926,500**		**100%**	**$ 33,738.72**
GRAND TOTAL			**8,030,000.00**			**$ 310,639.70**

Action No.: 0601-09869

IN THE COURT OF QUEEN'S BENCH
OF ALBERTA

JUDICIAL DISTRICT OF CALGARY

BETWEEN:

VECKENSTEDT HOLDINGS INC., HERB VECKENSTEDT, FRED PIPER, JOAN PIPER, LIPOTH CONSULTING, AND PAUL LIPOTH

Plaintiffs

- and -

**INTEGRA INVESTMENT SERVICE LTD.
AND
RUNDLE DEVELOPMENT COOPERATIVE**

Defendants

CLERK OF THE COURT
SEP - 2 2010
CALGARY, ALBERTA

**RECEIVERSHIP ORDER:
INTEGRA INVESTMENT SERVICE LTD., AURORA RIVER TOWERS INC., CARLING SPRINGS VILLAGE INC., AND**

CARLING DEVELOPMENT (B.C.) INC.

ELEVENTH REPORT OF THE RECEIVER
SEPTEMBER 1, 2010

BORDEN LADNER GERVAIS LLP
Barristers and Solicitors
1000, 400 - 3rd Ave SW
Calgary, Alberta T2P 4H2

Attention: Josef Kruger
Telephone: (403) 232-9563
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